

Citi Trends Inc
Form 10-Q
December 04, 2017
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended October 28, 2017

OR

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

Commission File Number 000-51315

CITI TRENDS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

52-2150697

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(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

104 Coleman Boulevard
Savannah, Georgia 31408
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (912) 236-1561

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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated File Non-Accelerated Filer (Do not check if a smaller reporting company)

Smaller Reporting Company Emerging Growth Company

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

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

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Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

| Class | Outstanding as of November 20, 2017 |
|-------------------------------|-------------------------------------|
| Common Stock, \$.01 par value | 13,739,868 shares |

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CITI TRENDS, INC.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Citi Trends, Inc.

Condensed Consolidated Balance Sheets

October 28, 2017 and January 28, 2017

(Unaudited)

(in thousands, except share data)

| | October 28, 2017 | January 28, 2017 |
|--|---------------------|---------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 34,866 | \$ 49,253 |
| Short-term investment securities | 30,298 | 38,026 |
| Inventory | 133,245 | 134,649 |
| Prepaid and other current assets | 15,280 | 13,749 |
| Income tax receivable | 1,125 | 1,635 |
| Total current assets | 214,814 | 237,312 |
| Property and equipment, net of accumulated depreciation of \$225,977 and \$212,742 as of October 28, 2017 and January 28, 2017, respectively | 63,571 | 59,280 |
| Long-term investment securities | 26,117 | 26,691 |
| Deferred tax asset | 7,444 | 8,506 |
| Other assets | 727 | 725 |
| Total assets | \$ 312,673 | \$ 332,514 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 68,047 | \$ 75,433 |
| Accrued expenses | 14,842 | 15,584 |
| Accrued compensation | 14,079 | 8,921 |
| Layaway deposits | 1,913 | 471 |
| Total current liabilities | 98,881 | 100,409 |
| Other long-term liabilities | 8,786 | 8,514 |
| Total liabilities | 107,667 | 108,923 |

Stockholders' equity:

| | | |
|--|------------|------------|
| Common stock, \$0.01 par value. Authorized 32,000,000 shares; 15,772,958 shares issued as of October 28, 2017 and 15,732,339 shares issued as of January 28, 2017; 13,738,788 shares outstanding as of October 28, 2017 and 14,899,151 shares outstanding as of January 28, 2017 | 156 | 155 |
| Paid in capital | 90,305 | 90,036 |
| Retained earnings | 154,766 | 148,585 |
| Treasury stock, at cost; 2,034,170 shares held as of October 28, 2017 and 833,188 shares held as of January 28, 2017 | (40,221) | (15,185) |
| Total stockholders' equity | 205,006 | 223,591 |
| Commitments and contingencies (note 10) | | |
| Total liabilities and stockholders' equity | \$ 312,673 | \$ 332,514 |

See accompanying notes to the condensed consolidated financial statements (unaudited).

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Citi Trends, Inc.

Condensed Consolidated Statements of Operations

Thirty-Nine Weeks Ended October 28, 2017 and October 29, 2016

(Unaudited)

(in thousands, except per share data)

| | Thirty-Nine Weeks Ended | |
|--|-------------------------|---------------------|
| | October 28, 2017 | October 29, 2016 |
| Net sales | \$ 543,098 | \$ 509,664 |
| Cost of sales (exclusive of depreciation shown separately below) | (334,659) | (313,345) |
| Selling, general and administrative expenses | (181,439) | (172,073) |
| Depreciation | (13,863) | (12,961) |
| Asset impairment | (77) | (282) |
| Income from operations | 13,060 | 11,003 |
| Interest income | 617 | 408 |
| Interest expense | (112) | (120) |
| Income before income taxes | 13,565 | 11,291 |
| Income tax expense | (4,238) | (3,510) |
| Net income | \$ 9,327 | \$ 7,781 |
| Basic net income per common share | \$ 0.66 | \$ 0.53 |
| Diluted net income per common share | \$ 0.65 | \$ 0.53 |
| Weighted average number of shares outstanding | | |
| Basic | 14,221 | 14,649 |
| Diluted | 14,270 | 14,652 |
| Cash dividends declared per share | \$ 0.22 | \$ 0.18 |

Citi Trends, Inc.

Condensed Consolidated Statements of Operations

Thirteen Weeks Ended October 28, 2017 and October 29, 2016

(Unaudited)

(in thousands, except per share data)

Thirteen Weeks Ended

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| | October 28, 2017 | October 29, 2016 |
|--|---------------------|---------------------|
| Net sales | \$ 176,943 | \$ 160,716 |
| Cost of sales (exclusive of depreciation shown separately below) | (110,094) | (100,386) |
| Selling, general and administrative expenses | (61,118) | (57,637) |
| Depreciation | (4,976) | (4,223) |
| Asset impairment | — | (61) |
| Income (loss) from operations | 755 | (1,591) |
| Interest income | 216 | 146 |
| Interest expense | (38) | (39) |
| Income (loss) before income taxes | 933 | (1,484) |
| Income tax (expense) benefit | (286) | 648 |
| Net income (loss) | \$ 647 | \$ (836) |
| Basic net income (loss) per common share | \$ 0.05 | \$ (0.06) |
| Diluted net income (loss) per common share | \$ 0.05 | \$ (0.06) |
| Weighted average number of shares outstanding | | |
| Basic | 13,563 | 14,677 |
| Diluted | 13,614 | 14,677 |
| Cash dividends declared per share | \$ 0.08 | \$ 0.06 |

See accompanying notes to the condensed consolidated financial statements (unaudited).

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Citi Trends, Inc.

Condensed Consolidated Statements of Cash Flows

Thirty-Nine Weeks Ended October 28, 2017 and October 29, 2016

(Unaudited)

(in thousands)

| | Thirty-Nine Weeks Ended | |
|--|-------------------------|---------------------|
| | October 28, 2017 | October 29, 2016 |
| Operating activities: | | |
| Net income | \$ 9,327 | \$ 7,781 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 13,863 | 12,961 |
| Asset impairment | 77 | 282 |
| Loss on disposal of property and equipment | — | 275 |
| Deferred income taxes | 1,062 | 1,493 |
| Insurance proceeds related to operating activities | 1,187 | — |
| Noncash stock-based compensation expense | 1,191 | 2,314 |
| Excess tax benefits from stock-based payment arrangements | — | (181) |
| Changes in assets and liabilities: | | |
| Inventory | 508 | 6,268 |
| Prepaid and other current assets | (1,822) | (2,346) |
| Other assets | (2) | (11) |
| Accounts payable | (7,402) | (8,321) |
| Accrued expenses and other long-term liabilities | (743) | 1,199 |
| Accrued compensation | 5,158 | (2,364) |
| Income tax receivable | 510 | (2,557) |
| Layaway deposits | 1,442 | 1,477 |
| Net cash provided by operating activities | 24,356 | 18,270 |
| Investing activities: | | |
| Sales/redemptions of investment securities | 37,764 | 37,120 |
| Purchases of investment securities | (29,462) | (36,874) |
| Purchases of property and equipment | (18,385) | (16,667) |
| Insurance proceeds related to investing activities | 443 | — |
| Net cash used in investing activities | (9,640) | (16,421) |
| Financing activities: | | |
| Excess tax benefits from stock-based payment arrangements | — | 181 |
| Cash used to settle withholding taxes on the vesting of nonvested restricted stock | (921) | (1,559) |
| Dividends paid to stockholders | (3,146) | (2,631) |
| Repurchase of common stock | (25,036) | — |
| Net cash used in financing activities | (29,103) | (4,009) |
| Net decrease in cash and cash equivalents | (14,387) | (2,160) |

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| | | |
|---|-----------|-----------|
| Cash and cash equivalents: | | |
| Beginning of period | 49,253 | 39,116 |
| End of period | \$ 34,866 | \$ 36,956 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest | \$ 95 | \$ 95 |
| Cash payments of income taxes | \$ 2,666 | \$ 4,574 |
| Supplemental disclosures of noncash investing activities: | | |
| Accrual for purchases of property and equipment | \$ 289 | \$ 697 |

See accompanying notes to the condensed consolidated financial statements (unaudited).

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Citi Trends, Inc.

Notes to the Condensed Consolidated Financial Statements (unaudited)

October 28, 2017

1. Basis of Presentation

Citi Trends, Inc. and its subsidiary (the “Company”) operate as a value-priced retailer of urban fashion apparel and accessories for the entire family. As of October 28, 2017, the Company operated 549 stores in 31 states.

The condensed consolidated balance sheet as of October 28, 2017, the condensed consolidated statements of operations for the thirty-nine and thirteen week periods ended October 28, 2017 and October 29, 2016, and the condensed consolidated statements of cash flows for the thirty-nine week periods ended October 28, 2017 and October 29, 2016 have been prepared by the Company without audit. The condensed consolidated balance sheet as of January 28, 2017 has been derived from the audited financial statements as of that date, but does not include all required year-end disclosures. In the opinion of management, such statements include all adjustments considered necessary to present fairly the Company’s financial position as of October 28, 2017 and January 28, 2017, and its results of operations and cash flows for all periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company’s latest Annual Report on Form 10-K for the year ended January 28, 2017.

The accompanying unaudited condensed consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and footnotes required by U.S. GAAP for complete financial statements. Operating results for the thirty-nine weeks ended October 28, 2017 are not necessarily indicative of the results that may be expected for the fiscal year ending February 3, 2018.

The following contains references to fiscal years 2017 and 2016, which represent fiscal years ending or ended on February 3, 2018 and January 28, 2017, respectively. Fiscal 2017 has a 53-week accounting period and fiscal 2016 had a 52-week accounting period.

2. Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and use assumptions that 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

The most significant estimates made by management include those used in the valuation of inventory, property and equipment, self-insurance liabilities, leases and income taxes. Management periodically evaluates estimates used in the preparation of the consolidated financial statements for continued reasonableness. Appropriate adjustments, if any, to the estimates used are made prospectively based on such periodic evaluations.

3. Cash and Cash Equivalents/Concentration of Credit Risk

For purposes of the condensed consolidated balance sheets and condensed consolidated statements of cash flows, the Company considers all highly liquid investments with maturities at date of purchase of three months or less to be cash equivalents. Financial instruments that potentially subject the Company to a concentration of credit risk consist principally of cash and cash equivalents. The Company places its cash and cash equivalents in what it believes to be high credit quality banks and institutional money market funds. The Company maintains cash accounts that exceed federally insured limits.

4. Earnings per Share

Basic earnings per common share amounts are calculated using the weighted average number of common shares outstanding for the period. Diluted earnings per common share amounts are calculated using the weighted average number of common shares outstanding plus the additional dilution for all potentially dilutive securities, such as nonvested restricted stock and stock options. During loss

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periods, diluted loss per share amounts are based on the weighted average number of common shares outstanding, because the inclusion of common stock equivalents would be antidilutive.

The dilutive effect of stock-based compensation arrangements is accounted for using the treasury stock method. This method assumes that the proceeds the Company receives from the exercise of stock options are used to repurchase common shares in the market. Prior to the adoption of ASU No. 2016-09, Compensation-Stock Compensation: Improvements to Employee Share-Based Payment Accounting, in the first quarter of fiscal 2017, the Company included as assumed proceeds the amount of compensation costs attributed to future services and not yet recognized, and the amount of tax benefits, if any, that would be credited to additional paid-in capital assuming exercise of outstanding options and vesting of nonvested restricted stock. Following the adoption of ASU No. 2016-09, the assumed proceeds include only the amount of compensation costs attributed to future services and not yet recognized but does not include any tax benefits arising from the assumed exercise of outstanding options and the vesting of nonvested restricted stock. For the thirty-nine weeks ended October 28, 2017 and October 29, 2016, there were 0 and 5,000 stock options, respectively, and 137,000 and 247,000 shares of nonvested restricted stock, respectively, excluded from the calculation of diluted earnings per share because of antidilution. For the thirteen weeks ended October 28, 2017 and October 29, 2016, there were 0 and 3,000 stock options, respectively, and 124,000 and 224,000 shares of nonvested restricted stock, respectively, excluded from the calculation of diluted earnings per share because of antidilution.

The following table provides a reconciliation of the average number of common shares outstanding used to calculate basic earnings per share to the number of common shares and common stock equivalents outstanding used in calculating diluted earnings per share for the thirty-nine and thirteen week periods ended October 28, 2017 and October 29, 2016:

| | Thirty-Nine Weeks Ended | |
|--|-------------------------|------------------|
| | October 28, 2017 | October 29, 2016 |
| Average number of common shares outstanding | 14,221,388 | 14,648,961 |
| Incremental shares from assumed vesting of nonvested restricted stock | 49,030 | 3,065 |
| Average number of common shares and common stock equivalents outstanding | 14,270,418 | 14,652,026 |
| | | |
| | Thirteen Weeks Ended | |
| | October 28, 2017 | October 29, 2016 |
| Average number of common shares outstanding | 13,563,295 | 14,676,990 |
| Incremental shares from assumed vesting of nonvested restricted stock | 51,109 | — |
| Average number of common shares and common stock equivalents outstanding | 13,614,404 | 14,676,990 |

5. Fair Value Measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market at the measurement date. Fair value is established according to a hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. Level 3 inputs are given the lowest priority in the fair value hierarchy.

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As of October 28, 2017, the Company's investment securities are classified as held-to-maturity since the Company has the intent and ability to hold the investments to maturity. Such securities are carried at amortized cost plus accrued interest and consist of the following (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Market Value |
|---|-------------------|------------------------------|-------------------------------|----------------------|
| Short-term: | | | | |
| Obligations of the U.S. Treasury and U.S. government agencies (Level 1) | \$ 10,164 | \$ — | \$ (25) | \$ 10,139 |
| Obligations of states and municipalities (Level 2) | 4,215 | — | (1) | 4,214 |
| Bank certificates of deposit (Level 2) | 15,919 | — | — | 15,919 |
| | \$ 30,298 | \$ — | \$ (26) | \$ 30,272 |
| Long-term: | | | | |
| Obligations of the U. S. Treasury (Level 1) | \$ 9,961 | \$ — | \$ (68) | \$ 9,893 |
| Obligations of states and municipalities (Level 2) | — | — | — | — |
| Bank certificates of deposit (Level 2) | 16,156 | — | — | 16,156 |
| | \$ 26,117 | \$ — | \$ (68) | \$ 26,049 |

The amortized cost and fair market value of investment securities as of October 28, 2017 by contractual maturity are as follows (in thousands):

| | Amortized Cost | Fair Market Value |
|--|-------------------|-------------------------|
| Mature in one year or less | \$ 30,298 | \$ 30,272 |
| Mature after one year through five years | 26,117 | 26,049 |
| | \$ 56,415 | \$ 56,321 |

As of January 28, 2017, the Company's investment securities were classified as held-to-maturity and consisted of the following (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Market Value |
|--|-------------------|------------------------------|-------------------------------|----------------------|
| Short-term: | | | | |
| Obligations of the U. S. Treasury (Level 1) | \$ 9,995 | \$ 1 | \$ — | \$ 9,996 |
| Obligations of states and municipalities (Level 2) | 14,816 | 2 | (1) | 14,817 |
| Bank certificates of deposit (Level 2) | 13,215 | — | — | 13,215 |
| | \$ 38,026 | \$ 3 | \$ (1) | \$ 38,028 |

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Long-term:

| | | | | |
|---|-----------|------|---------|-----------|
| Obligations of the U. S. Treasury (Level 1) | \$ 15,011 | \$ — | \$ (51) | \$ 14,960 |
| Bank certificates of deposit (Level 2) | 11,680 | — | — | 11,680 |
| | \$ 26,691 | \$ — | \$ (51) | \$ 26,640 |

The amortized cost and fair market value of investment securities as of January 28, 2017 by contractual maturity were as follows (in thousands):

| | Amortized Cost | Fair Market Value |
|--|-------------------|-------------------------|
| Mature in one year or less | \$ 38,026 | \$ 38,028 |
| Mature after one year through five years | 26,691 | 26,640 |
| | \$ 64,717 | \$ 64,668 |

There were no changes among the levels in the thirty-nine weeks ended October 28, 2017.

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Fair market values of Level 2 investments are determined by management with the assistance of a third party pricing service. Because quoted prices in active markets for identical assets are not available, these prices are determined by the third party pricing service using observable market information such as quotes from less active markets and quoted prices of similar securities.

6. Impairment of Long-Lived Assets

If facts and circumstances indicate that a long-lived asset may be impaired, the carrying value is reviewed. If this review indicates that the carrying value of the asset will not be recovered as determined based on projected undiscounted cash flows related to the asset over its remaining life, the carrying value of the asset is reduced to its estimated fair value. Non-cash impairment expense related to leasehold improvements and fixtures and equipment at underperforming stores totaled \$0.1 million and \$0.3 million in the thirty-nine week periods ended October 28, 2017 and October 29, 2016, respectively

7. Revolving Line of Credit

On October 27, 2011, the Company entered into a five-year, \$50 million credit facility with Bank of America. The facility was amended on August 18, 2015, extending the maturity date to August 18, 2020. The amended facility provides a \$50 million credit commitment and a \$25 million uncommitted “accordion” feature that under certain circumstances could allow the Company to increase the size of the facility to \$75 million. Borrowings, if any, under the facility bear interest (a) for LIBOR Rate Loans, at LIBOR plus either 1.25% or 1.5%, or (b) for Base Rate Loans, at a rate equal to the highest of (i) the prime rate plus either 0.25% or 0.50%, (ii) the Federal Funds Rate plus either 0.75% or 1.0%, or (iii) LIBOR plus either 1.25% or 1.5%, based in any such case on the average daily availability for borrowings under the facility. The facility is secured by the Company’s inventory, accounts receivable and related assets, but not its real estate, fixtures and equipment, and it contains one financial covenant, a fixed charge coverage ratio, which is applicable and tested only in certain circumstances. The facility has an unused commitment fee of 0.25% and permits the payment of cash dividends subject to certain limitations, including a requirement that there were no borrowings outstanding in the 30 days prior to the dividend payment and no borrowings are expected in the 30 days subsequent to the payment. The Company has had no borrowings under the credit facility.

8. Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or

all of the deferred tax assets will not be realized.

ASC 740-270, Income Taxes – Interim Reporting, requires companies to calculate income taxes by applying their estimated full-year tax rate in each interim period unless the estimated full-year tax rate is not reliably predictable. For the thirty-nine weeks ended October 28, 2017 and October 29, 2016, the Company utilized this annual effective tax rate method to calculate income taxes.

9. Other Long-Term Liabilities

The components of other long-term liabilities as of October 28, 2017 and January 28, 2017 are as follows (in thousands):

| | October 28, 2017 | January 28, 2017 |
|-------------------------------|---------------------|---------------------|
| Deferred rent | \$ 2,120 | \$ 1,810 |
| Tenant improvement allowances | 4,746 | 4,554 |
| Other | 1,920 | 2,150 |
| | \$ 8,786 | \$ 8,514 |

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10. Commitments and Contingencies

The Company from time to time is involved in various legal proceedings incidental to the conduct of its business, including claims by customers, employees or former employees. Once it becomes probable that the Company will incur costs in connection with a legal proceeding and such costs can be reasonably estimated, it establishes appropriate reserves. While legal proceedings are subject to uncertainties and the outcome of any such matter is not predictable, the Company is not aware of any legal proceedings pending or threatened against it that it expects to have a material adverse effect on its financial condition, results of operations or liquidity.

11. Stock Repurchase Program and Cash Dividends

Repurchases of Common Stock

On April 10, 2017, the Company's Board of Directors approved a program that authorized the purchase of up to \$25.0 million in shares of the Company's common stock. During the thirty-nine weeks ended October 28, 2017, the Company repurchased 1,201,000 shares of its common stock at an aggregate cost of \$25.0 million. As of October 28, 2017, there were no additional shares which could be repurchased pursuant to the Board of Directors' authorization.

Dividends

On February 7, 2017, the Company's Board of Directors declared a dividend of \$0.06 per common share, which was paid on March 14, 2017 to stockholders of record as of February 28, 2017. On May 16, 2017, the Company's Board of Directors declared a dividend of \$0.08 per common share, which was paid on June 13, 2017 to stockholders of record as of May 30, 2017. On August 15, 2017, the Company's Board of Directors declared a dividend of \$0.08 per common share, which was paid on September 12, 2017 to stockholders of record as of August 29, 2017. On November 15, 2017, the Company's Board of Directors declared a dividend of \$0.08 per common share, payable on December 12, 2017 to stockholders of record as of November 28, 2017. Any determination to declare and pay cash dividends for future quarters will be made by the Board of Directors.

12. Recent Accounting Pronouncements

Recently Adopted

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory ("ASU 2015-11"). ASU 2015-11 requires entities to measure inventory at the lower of cost or net realizable value, simplifying the current requirement that inventories be measured at the lower of cost or market. The ASU will not apply to inventories that are measured using

the last-in, first-out method or retail inventory method. The guidance is effective prospectively for annual periods, and interim periods within those annual periods, beginning after December 15, 2016. The Company adopted ASU 2015-11 in the first quarter of fiscal 2017. As the majority of the Company's inventory is accounted for under the retail inventory method, the adoption of this guidance did not have a material impact on the Company's consolidated balance sheet, results of operations or cash flows.

In March 2016, the FASB issued ASU No. 2016-09, Compensation — Stock Compensation: Improvements to Employee Share-Based Payment Accounting (“ASU 2016-09”). The new guidance changes how companies account for certain aspects of share-based payments to employees. Under previous accounting guidance, tax benefits and certain tax deficiencies arising from the vesting of share-based payments were recorded in additional paid-in-capital. The new guidance requires such benefits or deficiencies to be recognized as components of income tax expense in the statement of operations with the impact of such tax benefits or deficiencies to be combined with the “Deferred taxes” line in operating activities in the statement of cash flows. The ASU also allows election of an accounting policy whereby forfeitures of share-based payment awards are recognized as they occur, or alternatively, are accounted for on a prospective basis utilizing an estimate of expected forfeitures. Entities are required to apply the new guidance prospectively. The new standard is effective for fiscal years beginning after December 15, 2016. The Company adopted ASU 2016-09 in the first quarter of fiscal 2017, and, as a result, combined the impact of excess tax benefits from share-based payments with deferred taxes in the statement of cash flows and elected to recognize the impact of forfeitures as they occur. These impacts on the Company’s consolidated balance sheet, results of operations and cash flows were immaterial.

Not Yet Adopted

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) (“ASU 2014-09”). The guidance requires an entity to recognize revenue on contracts with customers relating to the transfer of promised goods or services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve

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this, an entity is required to identify the contract with a customer; identify the separate performance obligations in the contract; determine the transaction price; allocate the transaction price to the separate performance obligations in the contract; and recognize revenue when (or as) the entity satisfies each performance obligation. In August of 2015, the FASB issued ASU 2015-14 which defers the effective date of ASU 2014-09 to annual reporting periods beginning after December 15, 2017 and interim periods in the year of adoption. The Company may use either a full retrospective or modified retrospective approach to adopt these ASUs. The Company is planning to adopt ASU 2014-09 in fiscal 2018 beginning February 4, 2018. The Company is currently evaluating these ASUs including which transition approach to use, however, the Company does not expect adoption to have a material impact on its consolidated balance sheet, results of operations or cash flows, other than additional disclosure requirements. Additionally, the Company does not anticipate any significant changes to business processes, controls or systems as a result of adopting the new standard.

In February 2016, the FASB issued ASU No. 2016-02, Leases (“ASU 2016-02”) which replaces the existing guidance in ASC 840, Leases. The new standard establishes a right-of-use model that requires a lessee to record a right-of-use asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the statement of operations. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and requires retrospective application. The Company will adopt ASU 2016-02 in fiscal 2019. The Company is currently in the process of evaluating the new lease guidance to determine the ultimate impact. However, the Company is party to 549 leases for individual retail locations with an average remaining contractual rent period of 3.1 years, and therefore has determined that the adoption of the new lease standard will have a significant impact on the Company’s consolidated financial statements and disclosures.

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

Except for specific historical information, many of the matters discussed in this Form 10-Q may express or imply projections of revenues or expenditures, statements of plans and objectives for future operations, growth or initiatives, statements of future economic performance, or statements regarding the outcome or impact of pending or threatened litigation. These, and similar statements, are forward-looking statements concerning matters that involve risks, uncertainties and other factors that may cause the actual performance of the Company to differ materially from those expressed or implied by these statements. All forward-looking information should be evaluated in the context of these risks, uncertainties and other factors. The words “believe,” “anticipate,” “project,” “plan,” “expect,” “estimate,” “objective,” “goal,” “intend,” “could,” “will likely result,” or “will continue” and similar words and expressions generally identify forward-looking statements, although not all forward-looking statements contain such language. The Company believes the assumptions underlying these forward-looking statements are reasonable; however, any of the assumptions could be inaccurate, and therefore, actual results may differ materially from those projected in the forward-looking statements.

The factors that may result in actual results differing from such forward-looking information include, but are not limited to: transportation and distribution delays or interruptions; changes in freight rates; the Company’s ability to negotiate effectively the cost and purchase of merchandise; inventory risks due to shifts in market demand; the Company’s ability to gauge fashion trends and changing consumer preferences; changes in consumer spending on apparel; changes in product mix; interruptions in suppliers’ businesses; a deterioration in general economic conditions caused by acts of war or terrorism or other factors; temporary changes in demand due to weather patterns; seasonality of the Company’s business; delays associated with building, opening and operating new stores; delays associated with building, opening or expanding new or existing distribution centers; and other factors described in the section titled “Item 1A. Risk Factors” and elsewhere in the Company’s Annual Report on Form 10-K for the fiscal year ended January 28, 2017 and in Part II, “Item 1A. Risk Factors” and elsewhere in the Company’s Quarterly Reports on Form 10-Q and any amendments thereto and in the other documents the Company files with the SEC, including reports on Form 8-K.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Form 10-Q. Except as may be required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements contained herein to reflect events or circumstances occurring after the date of this Form 10-Q or to reflect the occurrence of unanticipated events. Readers are advised, however, to read any further disclosures the Company may make on related subjects in its public disclosures or documents filed with the SEC, including reports on Form 8-K.

Overview

We are a value-priced retailer of urban fashion apparel and accessories for the entire family. Our merchandise offerings are designed to appeal to the fashion preferences of value-conscious consumers, particularly African-Americans. We operated 549 stores in both urban and rural markets in 31 states as of October 28, 2017.

Accounting Periods

The following discussion contains references to fiscal years 2017 and 2016, which represent fiscal years ending or ended on February 3, 2018 and January 28, 2017, respectively. Fiscal 2017 has a 53-week accounting period and fiscal 2016 had a 52-week accounting period. The additional week in fiscal 2017 occurs in the fourth quarter. This discussion and analysis should be read with the unaudited condensed consolidated financial statements and the notes thereto.

Results of Operations

The following discussion of the Company's financial performance is based on the unaudited condensed consolidated financial statements set forth herein. The nature of the Company's business is seasonal. Historically, sales in the first and fourth quarters have been higher than sales achieved in the second and third quarters of the fiscal year. Expenses and, to a greater extent, operating income, vary by quarter. Results of a period shorter than a full year may not be indicative of results expected for the entire year. Furthermore, the seasonal nature of the Company's business may affect comparisons between periods.

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Key Operating Statistics

We measure performance using key operating statistics. One of the main performance measures we use is comparable store sales growth. We define a comparable store as a store that has been opened for an entire fiscal year. Therefore, a store will not be considered a comparable store until its 13th month of operation at the earliest or until its 24th month at the latest. As an example, stores opened in fiscal 2016 and fiscal 2017 are not considered comparable stores in fiscal 2017. Relocated and expanded stores are included in the comparable store sales results. We also use other operating statistics, most notably average sales per store, to measure our performance. As we typically occupy existing space in established shopping centers rather than sites built specifically for our stores, store square footage (and therefore sales per square foot) varies by store. We focus on overall store sales volume as the critical driver of profitability.

In addition to sales, we measure cost of sales as a percentage of sales and store operating expenses, with a particular focus on labor, as a percentage of sales. These results translate into store level contribution, which we use to evaluate overall performance of each individual store. Finally, we monitor corporate expenses against budgeted amounts. All of the statistics discussed above are critical components of earnings before interest, taxes, depreciation and amortization (“EBITDA”) and Adjusted EBITDA (comprised of EBITDA, as adjusted for non-cash asset impairment expense and expenses related to our proxy contest), which are considered our most important operating statistics. We believe that excluding proxy contest expenses from our financial results reflects operating results that are more indicative of our ongoing operating performance while improving comparability to prior periods, and as such, provides an enhanced understanding of our past financial performance and prospects for the future.

Although non-GAAP measures such as EBITDA and Adjusted EBITDA provide useful information on an operating cash flow basis, they are limited measures in that they exclude the impact of cash requirements for capital expenditures, income taxes and interest expense. Therefore, EBITDA and Adjusted EBITDA should be used as supplements to results of operations and cash flows as reported under U.S. GAAP and should not be used as a singular measure of operating performance or as a substitute for U.S. GAAP results. Furthermore, such non-GAAP measures may not be comparable to similarly titled measures of other companies.

Provided below is a reconciliation of net income (loss) to EBITDA and to Adjusted EBITDA for the thirty-nine and thirteen week periods ended October 28, 2017 and October 29, 2016 (in thousands):

| | Thirty-Nine Weeks Ended October 28, 2017 | | Thirteen Weeks Ended October 29, 2016 | |
|-------------------|---|----------|--|----------|
| Net income (loss) | \$ 9,327 | \$ 7,781 | \$ 647 | \$ (836) |
| Plus: | | | | |

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| | | | | |
|------------------------|-----------|-----------|----------|----------|
| Interest expense | 112 | 120 | 38 | 39 |
| Income tax expense | 4,238 | 3,510 | 286 | — |
| Depreciation | 13,863 | 12,961 | 4,976 | 4,223 |
| Less: | | | | |
| Interest income | (617) | (408) | (216) | (146) |
| Income tax benefit | — | — | — | (648) |
| EBITDA | 26,923 | 23,964 | 5,731 | 2,632 |
| Asset impairment | 77 | 282 | — | 61 |
| Proxy contest expenses | 2,516 | — | — | — |
| Adjusted EBITDA | \$ 29,516 | \$ 24,246 | \$ 5,731 | \$ 2,693 |

Thirty-Nine Weeks Ended October 28, 2017 and October 29, 2016

Net Sales. Net sales increased \$33.4 million, or 6.6%, to \$543.1 million in the thirty-nine weeks ended October 28, 2017 from \$509.7 million in the thirty-nine weeks ended October 29, 2016. The increase in sales was due to a 4.1% increase in comparable store sales

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and the opening of 20 new stores since last year's third quarter, partially offset by the impact of closing four stores since last year's third quarter. The increase in comparable store sales was reflected in a 3% increase in the number of customer transactions, together with a 2% increase in the average number of items per transaction, partially offset by a 1% decrease in the average unit sale. Comparable store sales changes by major merchandise class were as follows in the first thirty-nine weeks of fiscal 2017: Home +27%; Accessories +5%; Men's +4%; Ladies' +3%; and Children's less than -1%.

The 4.1% comparable store sales increase in the 513 comparable stores resulted in an increase of \$20.2 million in sales, while store opening and closing activity resulted in a net increase of \$13.2 million.

Cost of Sales (exclusive of depreciation). Cost of sales (exclusive of depreciation) increased \$21.4 million, or 6.8%, to \$334.7 million in the thirty-nine weeks ended October 28, 2017 from \$313.3 million in the thirty-nine weeks ended October 29, 2016. Cost of sales as a percentage of sales increased to 61.6% in the thirty-nine weeks ended October 28, 2017 from 61.5% in the thirty-nine weeks ended October 29, 2016, due primarily to an increase in freight costs.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased \$9.3 million, or 5.4%, to \$181.4 million in the thirty-nine weeks ended October 28, 2017 from \$172.1 million in the thirty-nine weeks ended October 29, 2016 due primarily to the impact on expenses of opening 20 new stores since last year's third quarter, together with normal inflationary pressure on expenses such as rent and payroll, a \$2.8 million increase in incentive compensation expense resulting from an improvement in Adjusted EBITDA in fiscal 2017 and \$2.5 million in expenses incurred in connection with a proxy contest. These factors that caused the increase in selling, general and administrative expenses were partially offset by a \$0.9 million gain on insurance claims received in fiscal 2017. As a percentage of sales, selling, general and administrative expenses decreased to 33.4% in the first thirty-nine weeks of fiscal 2017 from 33.8% in the first thirty-nine weeks of fiscal 2016 due primarily to the leveraging effect resulting from higher comparable store sales.

Depreciation. Depreciation expense increased \$0.9 million, or 7.0%, to \$13.9 million in the first thirty-nine weeks of fiscal 2017 from \$13.0 million in the first thirty-nine weeks of fiscal 2016 due primarily to the acceleration of our store opening pace in relation to previous years and the completion of the expansion of our distribution center in Roland, Oklahoma.

Asset Impairment. Impairment charges related to property and equipment at underperforming stores totaled \$0.1 million in the first thirty-nine weeks of fiscal 2017 and \$0.3 million during the same period of fiscal 2016.

Income Tax Expense. Income tax expense increased \$0.7 million, or 20.7%, to \$4.2 million in the first thirty-nine weeks of fiscal 2017 from \$3.5 million in the first thirty-nine weeks of fiscal 2016, due primarily to an increase in

pretax income.

Net Income. Net income increased \$1.5 million, or 19.9%, to \$9.3 million in the first thirty-nine weeks of fiscal 2017 from \$7.8 million in the first thirty-nine weeks of fiscal 2016 due to the factors discussed above.

Thirteen Weeks Ended October 28, 2017 and October 29, 2016

Net Sales. Net sales increased \$16.2 million, or 10.1%, to \$176.9 million in the thirteen weeks ended October 28, 2017 from \$160.7 million in the thirteen weeks ended October 29, 2016. The increase in sales was due to a 7.4% increase in comparable store sales and the opening of 20 new stores since last year's third quarter, partially offset by the impact of closing four stores since the third quarter of 2016. The increase in comparable store sales was reflected in a 4% increase in customer transactions, together with an increase in the average number of items per transaction of more than 2% and a 1% increase in the average unit sale. Comparable store sales changes by major merchandise class were as follows in the third quarter of 2017: Home +29%; Men's +8%; Accessories +7%; Ladies' +6%; and Children's +4%.

The 7.4% comparable store sales increase resulted in an increase of \$11.4 million in sales, while store opening and closing activity resulted in a net increase of \$4.8 million.

Cost of sales (exclusive of depreciation). Cost of sales (exclusive of depreciation) increased \$9.7 million, or 9.7%, to \$110.1 million in the third quarter of 2017 from \$100.4 million in last year's third quarter. Cost of sales as a percentage of sales decreased to 62.2% in the third quarter of 2017 from 62.5% in last year's third quarter. The decrease in cost of sales as a percentage of sales was due to a 60 basis points improvement in the core merchandise margin (initial mark-up, net of markdowns) as a result of the strong comparable store sales results, partially offset by increases of 20 basis points in freight costs and 10 basis points in shrinkage.

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Selling, General and Administrative Expenses. Selling, general and administrative expenses increased \$3.5 million, or 6.0%, to \$61.1 million in the third quarter of 2017 from \$57.6 million in last year's third quarter due primarily to a \$1.5 million increase in incentive compensation expense resulting from an improvement in Adjusted EBITDA in the third quarter of 2017, together with the impact on expenses of opening 20 new stores since last year's third quarter and normal inflationary pressure on expenses such as rent and payroll. As a percentage of sales, selling, general and administrative expenses decreased to 34.5% in the third quarter of 2017 from 35.9% in the third quarter of 2016 due primarily to the leveraging effect resulting from higher comparable store sales.

Depreciation. Depreciation expense increased \$0.8 million, or 17.8%, to \$5.0 million in the third quarter of 2017 from \$4.2 million in the third quarter of 2016, due to the acceleration of our store opening pace in relation to previous years, the completion of the expansion of our distribution center in Roland, Oklahoma and the placement of chip-enabled pin pads in all stores.

Asset Impairment. There were no impairment charges related to property and equipment at underperforming stores in the third quarter of 2017. Impairment charges totaled less than \$0.1 million in the third quarter of 2016.

Income Tax (Expense) Benefit. Income tax expense was \$0.3 million in the third quarter of 2017 and a benefit of \$0.6 million in the third quarter of 2016, due primarily to having pretax income of \$0.9 million this year compared with a pretax loss of \$1.5 million last year.

Net income (Loss). Net income increased to \$0.6 million in the third quarter of 2017 from a loss of \$0.8 million in the third quarter of 2016 due to the factors discussed above.

Liquidity and Capital Resources

Our cash requirements are primarily for working capital, opening of new stores, remodeling of our existing stores and the improvement of our distribution infrastructure and information systems. In addition, in the first thirty-nine weeks of 2017, we initiated and completed a share repurchase program of \$25.0 million of our common stock. Also, we increased our quarterly cash dividend rate by 33.3% to \$0.08 per share from \$0.06 per share last year, resulting in year-to-date dividends of \$3.1 million. In recent years, we have met these cash requirements using cash flow from operations and short-term trade credit. We expect to be able to meet future cash requirements with cash flow from operations, short-term trade credit, existing balances of cash and investment securities and, if necessary, borrowings under our revolving credit facility.

Current Financial Condition. As of October 28, 2017, we had total cash and cash equivalents of \$34.9 million compared to \$49.3 million as of January 28, 2017. Additionally, we had \$30.3 million and \$26.1 million of short-term and long-term investment securities, respectively, as of October 28, 2017, compared with \$38.0 million and \$26.7 million, respectively, as of January 28, 2017. These securities are comprised of bank certificates of deposit and obligations of the U.S. Treasury, U.S. government agencies, states and municipalities. Inventory represented 42.6% of our total assets as of October 28, 2017, compared to 40.5% as of January 28, 2017. Management's ability to manage our inventory can have a significant impact on our cash flows from operations during a given interim period or fiscal year. In addition, inventory purchases can be seasonal in nature, such as the purchase of warm-weather or Christmas-related merchandise.

Cash Flows From Operating Activities. Net cash provided by operating activities was \$24.4 million in the thirty-nine weeks ended October 28, 2017 compared to \$18.3 million in the same period of 2016. Sources of cash provided during the first thirty-nine weeks of 2017 included net income adjusted for noncash expenses such as depreciation, asset impairment, loss on disposal of property and equipment, insurance proceeds from operating activities, deferred income taxes and stock-based compensation expense, totaling \$26.7 million (compared to \$25.1 million in the first thirty-nine weeks of fiscal 2016). Other significant sources of cash in the thirty-nine weeks ended October 28, 2017 were (1) a \$5.2 million increase in accrued compensation (compared with a \$2.4 million decrease in the first thirty-nine weeks of fiscal 2016) primarily as a result of higher incentive compensation accruals this year due to improved financial performance relative to budget in 2017, and our balance sheet as of the end of the third quarter of fiscal 2017 including accrued payroll for two weeks, while our 2016 year-end balance sheet included accrued payroll for one week due to the timing of our bi-weekly payroll; and (2) a \$1.4 million increase in layaway deposits (compared to a \$1.5 million increase in the first thirty-nine weeks of fiscal 2016) due to the seasonality of layaway transactions, which are low at the end of our fiscal year because all balances have to be redeemed by customers or they are cancelled by the middle of December each year.

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Significant uses of cash from operating activities in the thirty-nine weeks ended October 28, 2017 were (1) a \$7.4 million decrease in accounts payable (compared to an \$8.3 million decrease in the first thirty-nine weeks of fiscal 2016) due to apparel retail seasonality, which has an effect on the timing of merchandise receipts during the two months leading up to fiscal year end versus the end of the third quarter; since this higher level of purchases occurred in the last two months of fiscal 2016, nearly all of such purchases would have still been in accounts payable as of January 28, 2017; and (2) a \$1.8 million increase in prepaid and other current assets (compared to a \$2.3 million increase in the first thirty-nine weeks of fiscal 2016) due primarily to an increase in charge card receivables attributable to higher sales and a greater percentage of customers paying with charge cards.

Cash Flows From Investing Activities. Cash used in investing activities was \$9.6 million in the thirty-nine weeks ended October 28, 2017 compared to \$16.4 million in the same period of 2016. Cash used for purchases of property and equipment totaled \$18.4 million and \$16.7 million in the first thirty-nine weeks of fiscal 2017 and 2016, respectively. Sales/redemptions of investment securities, net of purchases, provided cash of \$8.3 million in the first thirty-nine weeks of fiscal 2017 and \$0.3 million in the first thirty-nine weeks of fiscal 2016.

Cash Flows From Financing Activities. Cash used in financing activities was \$29.1 million and \$4.0 million in the thirty-nine weeks ended October 28, 2017 and October 29, 2016, respectively, with the increase due primarily to the repurchase of common stock for an aggregate purchase price of \$25.0 million during the first three quarters of 2017. Dividends paid to stockholders used cash of \$3.1 million and \$2.6 million in fiscal 2017 and 2016, respectively.

Cash Requirements

Our principal sources of liquidity consist of: (i) cash and cash equivalents (which equaled \$34.9 million as of October 28, 2017); (ii) short-term and long-term investment securities (which equaled \$30.3 million and \$26.1 million, respectively, as of October 28, 2017); (iii) short-term trade credit; (iv) cash generated from operations on an ongoing basis as we sell our merchandise inventory; and (v) a \$50 million revolving credit facility (under which we have no borrowings outstanding). Trade credit represents a significant source of financing for inventory purchases and arises from customary payment terms and trade practices with our vendors. Historically, our principal liquidity requirements have been for working capital and capital expenditure needs.

We believe that our existing sources of liquidity will be sufficient to fund our operations and anticipated capital expenditures for at least the next 12 months.

Recent Accounting Pronouncements

See discussion of Recent Accounting Pronouncements in Note 12 to the condensed consolidated financial statements included in Part I, Item 1 of this report.

Critical Accounting Policies

The preparation of our condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. There have been no material changes to the Critical Accounting Policies outlined in the Company's Annual Report on Form 10-K for the year ended January 28, 2017.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes in our market risk during the thirty-nine weeks ended October 28, 2017 compared to the disclosures in Part II, Item 7A of our Annual Report on Form 10-K for the year ended January 28, 2017.

Item 4. Controls and Procedures.

We have carried out an evaluation under the supervision and with the participation of management, including the Acting Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of October 28, 2017 pursuant to Rules 13a-15 and 15d-15 of the Exchange Act. Based on that evaluation, the Acting Chief Executive Officer, Chief Operating Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information has been accumulated and communicated to our management, including the officers who certify our financial reports, as appropriate, to allow timely decisions regarding the required disclosures.

Our disclosure controls and procedures are designed to provide reasonable assurance that the controls and procedures will meet their objectives. 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.

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended October 28, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

We are from time to time involved in various legal proceedings incidental to the conduct of our business, including claims by customers, employees or former employees. Once it becomes probable that we will incur costs in connection with a legal proceeding and such costs can be reasonably estimated, we establish appropriate reserves. While legal proceedings are subject to uncertainties and the outcome of any such matter is not predictable, we are not aware of any legal proceedings pending or threatened against us that we expect to have a material adverse effect on our financial condition, results of operations or liquidity.

Item 1A. Risk Factors.

There have been no material changes to the Risk Factors described under the section “ITEM 1A. RISK FACTORS” in the Company’s Annual Report on Form 10-K for the fiscal year ended January 28, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Information on Share Repurchases

The number of shares of common stock repurchased by CitiTrends, Inc. during the third quarter of fiscal 2017 and the average price paid per share are as follows:

| Period | Total number of shares purchased | Average price paid per share (1) | Total number of shares purchased as part of publicly announced plans or programs (2) | Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs (2) |
|-------------------------------|----------------------------------|----------------------------------|--|--|
| August (7/30/17 - 8/26/17) | 3,659 | \$ 22.03 | 3,659 | \$ — |
| September (8/27/17 - 9/30/17) | — | — | — | — |

| | | | | |
|---------------------------------|-------|---|-------|---|
| October (10/1/17 - 10/28/17) | — | — | — | — |
| Total | 3,659 | | 3,659 | |

(1) Includes commissions for the shares repurchased under stock repurchase program.

(2) On April 10, 2017, Citi Trends, Inc. announced a \$25.0 million stock repurchase program, under which no additional shares remained available as of October 28, 2017. Repurchases under the stock repurchase program could be made at management’s discretion from time to time on the open market, in privately negotiated transactions or otherwise, and could be made in part under one or more Rule 10b5-1 plans.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

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Item 6. Exhibits.

- 31.1 Certification of Bruce D. Smith, Acting Chief Executive Officer, Chief Operating Officer and Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
- 32.1 Certification of Bruce D. Smith, Acting Chief Executive Officer, Chief Operating Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* †
- 101 The following financial information from Citi Trends, Inc.'s Quarterly Report on Form 10-Q for the quarter ended October 28, 2017, formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets as of October 28, 2017 and January 28, 2017, (ii) the Condensed Consolidated Statements of Operations for the thirty-nine and thirteen week periods ended October 28, 2017 and October 29, 2016, (iii) the Condensed Consolidated Statements of Cash Flows for the thirty-nine week periods ended October 28, 2017 and October 29, 2016, and (iv) Notes to the Condensed Consolidated Financial Statements.*
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* Included herewith.

† Pursuant to Securities and Exchange Commission Release No. 33-8238, this certification will be treated as “accompanying” this Quarterly Report on Form 10-Q and not “filed” as part of such report for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of Section 18 of the Securities Exchange Act of 1934 and this certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the registrant specifically incorporates it by reference.

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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, thereunto duly authorized, and the undersigned also has signed this report in his capacity as the Registrant's Chief Financial Officer (Principal Financial and Accounting Officer).

CITI TRENDS, INC.

Date: December 4, 2017

By: /s/ Bruce D. Smith

Name: Bruce D. Smith

Title: Acting Chief Executive Officer, Chief Operating Officer and Chief Financial Officer