BIRKS & MAYORS INC.
Form 6-K
February 14, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE

13a-16 or 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of February, 2008

Commission file number: 001-32635

BIRKS & MAYORS INC.

(Translation of Registrant s name into English)

1240 Phillips Square

Montreal Québec

Canada

H3B 3H4

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

x Form 20-F ¨ Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ______

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ______

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant s home country), or under the rules of the home country exchange on which the registrant s securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant s security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

¨ Yes x No

If Yes is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-____

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The following documents of the Registrant are submitted herewith:

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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.

BIRKS & MAYORS INC.
(Registrant)

By: /s/ Michael Rabinovitch
Michael Rabinovitch
Senior Vice President and Chief Financial Officer

Date: February 14, 2008

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Exhibit 99.1	Condensed Consolidated Balance Sheets as of December 29, 2007 and March 31, 2007
Exhibit 99.2	Unaudited Condensed Consolidated Statements of Operations for the thirteen week periods ended December 29, 2007 and December 30, 2006 and for the thirty-nine and forty week periods ended December 29, 2007 and December 30, 2006, respectively
Exhibit 99.3	Unaudited Condensed Consolidated Statements of Cash Flows for the thirty-nine and forty week periods ended December 29, 2007 and December 30, 2006, respectively
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EXHIBIT 99.1

BIRKS & MAYORS INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)

	December 29, 2007 (Unaudited)	March 31, 2007 (Audited)
Assets		
Current Assets:		
Cash and cash equivalents	$ 3,726	$ 2,976
Accounts receivable	13,598	13,240
Inventories	194,187	158,784
Other current assets	5,335	6,118
Total current assets	216,846	181,118
Property and equipment	40,519	34,964
Goodwill and other intangible assets	29,496	28,771
Other assets	6,189	7,663
Total non-current assets	76,204	71,398
Total assets	$ 293,050	$ 252,516
Liabilities and Stockholders Equity		
Current liabilities:		
Bank indebtedness	$ 102,306	$ 109,187
Accounts payable	54,657	28,354
Accrued liabilities	14,292	11,921
Current portion of long-term debt	3,216	1,685
Total current liabilities	174,471	151,147
Long-term debt	25,812	16,217
Other long-term liabilities	3,826	3,655
Total long-term liabilities	29,638	19,872
Stockholders equity:		
Class A common stock no par value, unlimited shares authorized, issued and outstanding 3,548,491 and 3,515,999, respectively	22,133	21,956
Class B common stock no par value, unlimited shares authorized, issued and outstanding 7,717,970 and 7,717,970, respectively	38,613	38,613
Class C common stock no par value, 100,000 authorized, none issued		
Preferred stock no par value, 2,034,578 authorized, none issued		
Non-voting common shares no par value, unlimited shares authorized, none issued		
Additional paid-in capital	15,689	15,652
Retained earnings	13,362	6,177
Accumulated other comprehensive loss	(856)	(901)

Total stockholders equity	88,941	81,497
Total liabilities and stockholders equity	$ 293,050	$ 252,516

See accompanying notes to Unaudited Condensed Consolidated Financial Statements.

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EXHIBIT 99.2

BIRKS & MAYORS INC. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

	13 weeks ended December 29, 2007	13 weeks ended December 30, 2006	39 weeks ended December 29, 2007	40 weeks ended December 30, 2006
Net Sales	$ 122,614	$ 115,291	$ 250,511	$ 238,912
Cost of sales	63,155	57,670	130,541	122,073
Gross profit	59,459	57,621	119,970	116,839
Selling, general & administrative expenses	37,259	33,918	95,883	89,127
Depreciation and amortization	1,770	1,422	5,114	4,968
Total operating expenses	39,029	35,340	100,997	94,095
Operating income	20,430	22,281	18,973	22,744
Interest and other financial costs	3,102	2,574	8,108	7,547
Income before income taxes	17,328	19,707	10,865	15,197
Income taxes	4,636	155	3,680	155
Net income	$ 12,692	$ 19,552	$ 7,185	$ 15,042
Weighted average shares outstanding				
Basic	11,266	11,210	11,258	11,209
Diluted	11,621	11,829	11,783	11,754
Net income per share				
Basic	$ 1.13	$ 1.74	$ 0.64	$ 1.34
Diluted	$ 1.09	$ 1.65	$ 0.61	$ 1.28

See accompanying notes to Unaudited Condensed Consolidated Financial Statements

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EXHIBIT 99.3

BIRKS & MAYORS INC. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	39 weeks ended December 29, 2007	40 weeks ended December 30, 2006
Cash flows from operating activities:		
Net income	$ 7,185	15,042
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,820	5,422
Amortization of debt costs	204	440
Non-cash stock compensation expense	50	155
Deferred income taxes	3,630	
Other operating activities, net	(778)	(424)
Decrease (increase) in assets:		
Accounts receivable	428	(2,480)
Inventories	(12,018)	(19,383)
Other current assets	688	(1,398)
Increase in liabilities:		
Accounts payable	22,804	13,376
Accrued liabilities and other long-term liabilities	2,945	1,981
Net cash provided by operating activities	30,958	12,731
Cash flows used in investing activities:		
Additions to property and equipment	(7,758)	(5,771)
Cost of business acquisition	(7,025)	
Other investing activities	(38)	112
Net cash used in investing activities	(14,821)	(5,659)
Cash flows used in financing activities:		
(Decrease) increase in bank indebtedness	(19,105)	7,206
Repayment of junior credit facility		(11,668)
Repayment of obligations under capital leases	(812)	(690)
Increase in obligations under capital leases	4,946	
Other financing activities, net	(627)	(625)
Net cash used in financing activities	(15,598)	(5,777)
Effect of exchange rate on cash and cash equivalents	211	(46)
Net increase in cash and cash equivalents	750	1,249
Cash and cash equivalents at beginning of period	2,976	1,838
Cash and cash equivalents at end of period	$ 3,726	$ 3,087
Supplemental cash flow information:		
Interest paid	$ 8,645	$ 7,265
Non-cash transactions from investing activities:		

Property and equipment additions acquired through capital leases	$		$	1,023
Property and equipment additions included in accounts payable and accrued liabilities	$	417	$	821
SAB 108 Adjustment	$		$	1,102

See accompanying notes to Unaudited Condensed Consolidated Financial Statements.

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EXHIBIT 99.4

BIRKS & MAYORS INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation and Significant Accounting Policies

These Unaudited Condensed Consolidated Financial Statements of Birks & Mayors Inc. (Birks & Mayors or the Company) include the accounts of the Canadian parent company Birks & Mayors Inc. (Birks), its wholly-owned subsidiary, Mayor s Jewelers, Inc. (Mayors), and Mayors wholly-owned subsidiary Henry Birks & Sons U.S. Inc. These Unaudited Condensed Consolidated Financial Statements are prepared in U.S. dollars and do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Condensed Consolidated Financial Statements of the Company in this report for the thirteen and thirty-nine week periods ended December 29, 2007 have not been audited. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial position and results of operations for the interim period have been made. The results of operations are not necessarily indicative of the results of operations for the full year or any other interim period. These statements should be read in conjunction with the Consolidated Financial Statements and notes thereto included in the Annual Report on Form 20-F for the fiscal year ended March 31, 2007, filed with the United States Securities and Exchange Commission (SEC) on June 18, 2007.

The accounting principles followed by the Company and the methods of applying these principles conform with generally accepted accounting principles in the United States and with general practices of the retail industry. These principles require management to make certain estimates and assumptions that affect amounts reported and disclosed in the financial statements and related notes. The most significant estimates include valuation of inventories, accounts receivable and deferred tax assets, provisions for income taxes, and the recoverability of long-lived assets. Actual results could differ from these estimates. Periodically, the Company reviews all significant estimates and assumptions affecting the financial statements relative to current conditions and records the effect of any necessary adjustments. The consolidated financial statements include certain reclassifications of prior period amounts in order to conform with current period presentation.

Annually, our fiscal years end on the last Saturday of March. As a result, our current fiscal year consists of four thirteen week periods, while the prior year consisted of one fourteen week period ended July 1, 2006 and three subsequent thirteen week periods. We refer to the prior fiscal year ended March 31, 2007 as fiscal 2007, and the current fiscal year ending March 29, 2008 as fiscal 2008.

2. Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141 (Revised 2007), Business Combinations (SFAS No. 141R). The objective of SFAS No. 141R is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. SFAS No. 141R requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. SFAS No. 141R also requires the acquirer to recognize and measure the goodwill acquired in a business combination or a gain from a bargain purchase and how to evaluate the nature and financial effects of the business combination. SFAS No. 141R is effective for financial statements issued for fiscal years beginning after December 15, 2008. The Company is in the process of evaluating the impact, if any, that the adoption of SFAS No. 141R will have on its financial position or results of operations.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements-an amendment of Accounting Research Bulletin (ARB) No. 51 . The objective of SFAS No. 160 is to improve the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements. SFAS No. 160 amends ARB No. 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 also changes the way the consolidated income statement is presented, establishes a single method of accounting for changes in a parent s ownership interest in a subsidiary that do not result in deconsolidation, requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated and expanded disclosures in the consolidated financial statements that clearly identify and distinguish between the interests of the parent s owners and the interest of the noncontrolling owners of a subsidiary. SFAS No. 160 is effective for financial statements issued for the fiscal years beginning on or after December 15, 2008. The Company is in the process of evaluating the impact, if any, that the adoption of SFAS No. 160 will have on its financial position or statement of operations.

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3. Income Taxes

The Company adopted the provisions of FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes (FIN 48), an interpretation of FASB Statement No. 109 (SFAS 109) on April 1, 2007. The adoption of FIN 48 did not have a material impact on the Company s Unaudited Condensed Consolidated Financial Statements. At the adoption date of April 1, 2007, the Company had $0.8 million of unrecognized tax benefits. During the thirty-nine week period ended December 29, 2007, the unrecognized tax benefits were increased by approximately $0.2 million to $1.0 million, all of which would affect the effective tax rate if recognized.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. As of December 29, 2007, the Company had no accrued interest related to uncertain tax positions due to available tax loss carry forwards.

The tax years 2004 through 2007 remain open to examination by the major taxing jurisdictions to which the Company is subject.

The Company recorded income tax expense of $3.7 million for the thirty-nine week period ended December 29, 2007 compared to $0.2 million for the comparable period last year which reflects the recognition of deferred tax assets last year associated with the Company s Canadian operations. This $3.5 million increase is primarily explained by the prior year reversal of a valuation allowance on deferred tax assets that reduced income tax expense. Tax expense during the thirteen and thirty-nine week periods ended December 29, 2007 included $0.8 million of tax expense related to the reduction of deferred tax assets associated with the enactment of lower tax rates in Canada during the third quarter and the resolution of matters pertaining to prior years income taxes. Also included as tax expenses in the current year was $0.4 million of recognized deferred tax benefits associated with the current year-to-date earnings allocated to reduce goodwill. This amount represents a portion of unrecognized deferred tax assets acquired in a business combination which were realized during fiscal 2008.

The Company s provision for income tax varies from the amount computed by applying the statutory income tax rates for the thirty-nine week period ended December 29, 2007 for the reasons summarized below:

	39 weeks ended December 29, 2007
Canadian statutory rate	33.37%
Deferred income tax adjustments due to rate enactment and prior year items	7.80%
Rate differential for U.S. operations	1.22%
Tax benefit of losses and other tax attributes	(8.95)%
Other	0.43%
Total	33.87%

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4. Earnings Per Common Share

The following table sets forth the computation of basic and diluted earnings per common share for thirteen week periods ended December 29, 2007 and December 30, 2006 and for the thirty-nine and forty week periods ended December 29, 2007 and December 30, 2006, respectively. The following table is in thousands, except per share data:

	13 weeks ended December 29, 2007	13 weeks ended December 30, 2006	39 weeks ended December 29, 2007	40 weeks ended December 30, 2006
Numerator:				
Net income	$ 12,692	$ 19,552	$ 7,185	$ 15,042
Denominator:				
Weighted average shares outstanding				
Basic	11,266	11,210	11,258	11,209
Dilutive effect of stock options, warrants and stock appreciation rights (SARs)	355	619	525	545