MITCHAM INDUSTRIES INC
Form 10-Q
September 05, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended July 31, 2007

or

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

For the transition period from __________ to __________

Commission File Number: 000-25142

MITCHAM INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Texas	**76-0210849**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

8141 SH 75 South
P.O. Box 1175
Huntsville, Texas 77342

(Address of principal executive offices, including Zip Code)

(936) 291-2277

(Registrant s telephone number, including area code)

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 þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer þ Non-accelerated filer o

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

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date: 9,768,320 shares of common stock, $0.01 par value, were outstanding as of August 31, 2007.

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PART I. FINANCIAL INFORMATION

Item 1. ***Financial Statements***

MITCHAM INDUSTRIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except per share data)

	July 31, 2007 (unaudited)	January 31, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 13,712	$ 12,582
Accounts receivable, net	11,278	11,823
Current portion of notes receivable, net	1,857	1,787
Inventories	6,630	7,308
Deferred tax asset	665	483
Prepaid expenses and other current assets	2,019	2,003
Total current assets	36,161	35,986
Seismic equipment lease pool and property and equipment, net	36,578	35,432
Intangible assets, net	1,899	2,127
Goodwill	4,358	3,358
Deferred tax asset		5,094
Long-term portion of notes receivable and other assets	117	1,305
Total assets	$ 79,113	$ 83,302
LIABILITIES AND SHAREHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 3,915	$ 16,343
Current maturities long-term debt	1,500	1,500
Income taxes payable	163	328
Deferred revenue	2,456	948
Accrued expenses and other current liabilities	4,045	3,177
Total current liabilities	12,079	22,296
Non-current deferred tax liability	326	
Non-current income taxes payable	833	
Long-term debt		1,500
Total liabilities	13,238	23,796
Shareholders equity:		
Preferred stock, $1.00 par value; 1,000 shares authorized; none issued and outstanding		
Common stock $.01 par value; 20,000 shares authorized; 10,687 and 10,601 shares issued at July 31 and January 31, 2007, respectively	107	106
Additional paid-in capital	69,173	67,385

Treasury stock, at cost (919 shares at July 31 and January 31, 2007)		(4,781)		(4,781)
Accumulated deficit		(5,116)		(6,142)
Accumulated other comprehensive income		6,492		2,938
Total shareholders equity		65,875		59,506
Total liabilities and shareholders equity	$	79,113	$	83,302

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

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MITCHAM INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	For the Three Months Ended July 31, 2007	For the Three Months Ended July 31, 2006	For the Six Months Ended July 31, 2007	For the Six Months Ended July 31, 2006
Revenues:				
Equipment leasing	$ 6,249	$ 4,970	$ 16,330	$ 11,980
Lease pool equipment sales	775	442	1,492	3,149
Seamap equipment sales	5,605	2,774	15,663	6,075
Other equipment sales	2,770	2,773	4,928	3,870
Total revenues	15,399	10,959	38,413	25,074
Cost of sales:				
Direct costs equipment leasing	351	521	821	1,376
Direct costs lease pool depreciation	2,442	1,811	4,846	3,551
Cost of equipment sales	6,033	3,495	16,069	7,718
Total cost of sales	8,826	5,827	21,736	12,645
Gross profit	6,573	5,132	16,677	12,429
Operating expenses:				
General and administrative	3,620	3,829	7,640	7,363
Depreciation and amortization	366	309	721	607
Total operating expenses	3,986	4,138	8,361	7,970
Operating income	2,587	994	8,316	4,459
Other income (expense)				
Interest, net	64	186	142	334
Other, net		24	2	34
Total other income	64	210	144	368
Income before income taxes	2,651	1,204	8,460	4,827
(Provision for) benefit from income taxes	(930)	49	(2,799)	(135)

Net income	$ 1,721	$ 1,253	$ 5,661	$ 4,692
Net income per common share:				
Basic	$ 0.18	$ 0.13	$ 0.59	$ 0.49
Diluted	$ 0.17	$ 0.12	$ 0.55	$ 0.46
Shares used in computing net income per common share:				
Basic	9,672	9,599	9,657	9,585
Diluted	10,271	10,115	10,219	10,134

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

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MITCHAM INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	For the Six Months Ended July 31, 2007	2006
Cash flows from operating activities:		
Net income	$ 5,661	$ 4,692
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,567	4,158
Stock-based compensation	985	794
Recovery of doubtful accounts	(134)	
Provision for inventory obsolescence	288	
Gross profit from sale of lease pool equipment	(818)	(1,509)
Excess tax benefit from exercise of non-qualified stock options	(483)	(272)
Deferred tax provision (benefit)	1,794	(415)
Changes in:		
Trade accounts receivable	1,222	(2,016)
Notes receivable	1,111	
Inventories	653	(2,231)
Income taxes payable	109	490
Accounts payable, accrued expenses, other current liabilities and deferred revenue	1,304	(53)
Prepaid expenses and other current assets	245	(256)
Net cash provided by operating activities	17,504	3,382
Cash flows from investing activities:		
Purchases of seismic equipment held for lease	(17,240)	(4,078)
Sales and maturities of short-term investments		550
Purchases of property and equipment	(355)	(1,270)
Additional payments related to subsidiary acquisition		(1,000)
Sale of used lease pool equipment	1,492	3,149
Net cash used in investing activities	(16,103)	(2,649)
Cash flows from financing activities:		
Proceeds from borrowings	4,500	
Payments on borrowings	(6,000)	
Proceeds from issuance of common stock upon exercise of warrants and stock options, net of stock surrendered	322	611
Excess tax benefit from exercise of non-qualified stock options	483	272
Net cash (used in) provided by financing activities	(695)	883
Effect of changes in foreign exchange rates on cash and cash equivalents	424	(154)

Net increase in cash and cash equivalents	1,130	1,462
Cash and cash equivalents, beginning of period	12,582	16,438
Cash and cash equivalents, end of period	$ 13,712	$ 17,900
Supplemental cash flow information:		
Interest paid	$ 244	$ 153
Income taxes paid	$ 588	

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

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MITCHAM INDUSTRIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except per share amounts)
(unaudited)

1. Basis of Presentation

The condensed consolidated balance sheet as of January 31, 2007 for Mitcham Industries, Inc. (Mitcham or the Company) has been derived from audited financial statements. The unaudited interim condensed consolidated financial statements have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the financial statements and the related notes included in the Company s Annual Report on Form 10-K for the year ended January 31, 2007. In the opinion of the Company, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position as of July 31, 2007; the results of operations for the three and six months ended July 31, 2007 and 2006; and the cash flows for the six months ended July 31, 2007 and 2006, have been included. The foregoing interim results are not necessarily indicative of the results of the operations to be expected for the full fiscal year ending January 31, 2008.

Certain fiscal 2007 amounts have been reclassified to conform to the fiscal 2008 presentation. Such reclassifications had no effect on net income.

2. Organization

Mitcham Industries, Inc., a Texas corporation, was incorporated in 1987. The Company, through its wholly owned Canadian subsidiary, Mitcham Canada, Ltd. (MCL) and its wholly owned Russian subsidiary, Mitcham Seismic Eurasia LLC (MSE), provides full-service equipment leasing, sales and service to the seismic industry worldwide. The Company, through its wholly owned Australian subsidiary, Seismic Asia Pacific Pty Ltd. (SAP), provides seismic, oceanographic and hydrographic leasing and sales worldwide, primarily in Southeast Asia and Australia. The Company, through its wholly owned subsidiary, Seamap International Holdings Pte, Ltd. (Seamap), designs, manufactures and sells a broad range of proprietary products for the seismic, hydrographic and offshore industries with product sales and support facilities based in Texas, Singapore and the United Kingdom. All intercompany transactions and balances have been eliminated in consolidation.

3. New Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise s financial statements in accordance with Statement of Financial Accounting Standards (SFAS) 109, *Accounting for Income Taxes*, and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

The evaluation of a tax position in accordance with FIN 48 is a two-step process. The first step is recognition: the enterprise determines whether it is more likely than not that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. In evaluating whether a tax position has met the more-likely-than-not recognition threshold, the enterprise should presume that the position will be examined by the appropriate taxing authority that would have full knowledge of all relevant information. The second step is measurement: a tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. The tax position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. Differences between tax positions taken in a tax return and amounts recognized in the financial statements will generally result in (1) an increase in a liability for income taxes payable or a reduction of an income tax refund receivable or (2) a reduction in a deferred tax asset or an increase in a deferred tax liability or both (1) and (2). The

Company adopted FIN 48 effective February 1, 2007. See Note 8 *Income Taxes* for a discussion of the impact of adoption on the Company s financial statements.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157), to define fair value, establish a framework for measuring fair value and expand disclosures about the use of fair value to measure assets and liabilities. SFAS 157 requires quantitative disclosures using a tabular format in all periods (interim and annual) and qualitative disclosures about the valuation techniques used to measure fair value in all annual periods. SFAS 157 will be

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effective for the Company s fiscal year beginning February 1, 2008. The Company is currently evaluating the effect that the adoption of SFAS 157 will have on its consolidated financial position and results of operations.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159). SFAS 159 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. SFAS 159 will be effective for the Company on February 1, 2008. The Company is currently evaluating the impact of adopting SFAS 159 on its consolidated financial position and results of operations.

3. Balance Sheet

	July 31, 2007	January 31, 2007
Accounts receivable:		
Accounts receivable	$ 12,300	$ 13,035
Allowance for doubtful accounts	(1,022)	(1,212)
Total accounts receivable, net	$ 11,278	$ 11,823
Notes receivable:		
Notes receivable	$ 1,966	$ 3,077
Allowance for doubtful accounts		
	1,966	3,077
Less current portion of notes receivable	(1,857)	(1,787)
Long-term portion of notes receivable	$ 109	$ 1,290
Inventories:		
Raw materials	$ 3,119	$ 3,996
Finished goods	1,644	2,023
Work in progress	2,594	1,686
	7,357	7,705
Less allowance for obsolescence	(727)	(397)
Total inventories, net	$ 6,630	$ 7,308
Seismic equipment lease pool and property and equipment:		
Seismic equipment lease pool	$ 95,322	$ 88,301
Land and buildings	366	366
Furniture and fixtures	4,651	4,347
Autos and trucks	519	382
	100,858	93,396
Accumulated depreciation and amortization	(64,280)	(57,964)
Total seismic equipment lease pool and property and equipment, net	$ 36,578	$ 35,432

Accrued expenses and other current liabilities:				
Accrued expenses	$	3,045	$	3,177
Accrued earn-out payment		1,000		
Total accrued expenses and other current liabilities	$	4,045	$	3,177

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4. Goodwill and Other Intangible Assets

	Weighted Average Life at 7/31/07	July 31, 2007 Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	January 31, 2007 Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Goodwill		$ 4,358			$ 3,358		
Proprietary rights	12.9	$ 1,850	$ (257)	$ 1,593	$ 1,850	$ (195)	$ 1,655
Covenants not-to-compete	1.0	1,000	(694)	306	1,000	(528)	472
Amortizable intangible assets		$ 2,850	$ (951)	$ 1,899	$ 2,850	$ (723)	$ 2,127

On July 12, 2005, the Company acquired 100% of the stock of Seamap. Under the Purchase Agreement, the Company agreed to pay to the sellers certain contingent purchase price payments provided that certain earn-out earnings thresholds and prerequisites are achieved. Earn-out earnings thresholds are based upon total revenues of the acquired companies of Seamap (earn-out revenues). For each of the years ending April 30, 2007 through April 30, 2010, the annual earn-out revenues threshold is $10,000. The Company accrued the final earn-out threshold payment at April 30, 2007 and recorded $1,000 as additional goodwill. The accrued payment was made in August 2007. As of July 31, 2007, the Company had goodwill of $4,358, all of which is allocated to the Seamap segment. No impairment has been recorded against the goodwill account.

Amortizable intangible assets are amortized over their estimated useful lives of three to 15 years using the straight-line method. Aggregate amortization expense was $114 for the three months ended July 31, 2007 and 2006 and $228 for the six months ended July 31, 2007 and 2006. As of July 31, 2007, future estimated amortization expense related to amortizable intangible assets is estimated to be:

For fiscal year ended January 31,:	
2008	$ 229
2009	262
2010	123
2011	123
2012 and thereafter	1,162
Total	$ 1,899

5. Long-Term Debt and Notes Payable

On June 27, 2005, the Company entered into a $12,500 revolving loan agreement with First Victoria National Bank (the Bank). On February 1, 2007, the facility was amended to extend its term to February 1, 2009. The facility bears interest at the prime rate. Amounts available for borrowing under the facility are determined by a borrowing base. The borrowing base is computed based on certain outstanding accounts receivable, certain portions of the Company s lease pool and any lease pool assets that are to be purchased with proceeds of the facility. Borrowings under the facility are secured by essentially all of the Company s domestic assets. Interest on any outstanding principal balance is payable monthly, while the principal is due at maturity. The loan agreement also contains certain financial covenants that require, among other things, that the Company maintain a debt to shareholder s equity ratio of a maximum of 1.3 to 1.0, maintain a current assets to current liabilities ratio of a minimum of 1.25 to 1.0, and not incur or maintain any indebtedness or obligations or guarantee the debts or obligations of others in a total aggregate amount which exceeds

$1,000 without the prior written approval of the Bank, except for indebtedness incurred as a result of the Seamap acquisition and other specific exceptions. The Company has borrowed and repaid $4,500 under this facility during the current fiscal year and no amounts are currently outstanding under this facility.

In connection with the Seamap acquisition in July 2005, the Company issued $3,000 in promissory notes payable to the former shareholders of Seamap, of which $1,500 is now outstanding. The notes bear interest at 5%, which is payable annually on the anniversary of the notes. The remaining principal is payable on July 31, 2008.

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6. Shareholders Equity

During the six months ended July 31, 2007, 63 shares were issued upon the exercise of stock options by employees and non-employee directors pursuant to various stock option plans of the Company. Additionally, 23 shares were issued in July 2007 upon the exercise of warrants.

7. Comprehensive Income

Comprehensive income generally represents all changes in shareholders equity during the period, except those resulting from investments by, or distributions to, shareholders. The Company has comprehensive income related to changes in foreign currency to U.S. dollar exchange rates, which is recorded as follows:

	Three Months Ended July 31, 2007	Six Months Ended July 31,

Non-cash accruals for purchases of property and equipment

$1,896 $7,269

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

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KIRKLAND S, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1 Basis of Presentation

Kirkland s, Inc. (the Company) is a specialty retailer of home décor and gifts with 401 stores in 36 states as of October 29, 2016. The condensed consolidated financial statements of the Company include the accounts of Kirkland s, Inc. and its wholly-owned subsidiaries, Kirkland s Stores, Inc., Kirkland s DC, Inc., Kirkland s Texas, LLC, and Kirklands.com, LLC. All intercompany accounts and transactions have been eliminated.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required for complete financial statements. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. These financial statements should be read in conjunction with the audited financial statements included in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 8, 2016.

It should be understood that accounting measurements at interim dates inherently involve greater reliance on estimates than those at fiscal year-end. In addition, because of seasonality factors, the results of the Company s operations for the 13-week and 39-week periods ended October 29, 2016 are not indicative of the results to be expected for any other interim period or for the entire fiscal year. The Company s fiscal year ends on the Saturday closest to January 31, resulting in years of either 52 or 53 weeks. All references to a fiscal year refer to the fiscal year ending on the Saturday closest to January 31 of the following year.

The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Actual results could differ from the estimates and assumptions used.

Changes in estimates are recognized in the period when new information becomes available to management. Areas where the nature of the estimate makes it reasonably possible that actual results could materially differ from amounts estimated include, but are not limited to impairment assessments on long-lived assets, asset retirement obligations, inventory reserves, self-insurance reserves, income tax liabilities, stock-based compensation, employee bonus accruals, gift card breakage, sales return reserves, customer loyalty program accruals and contingent liabilities.

In the first quarter of fiscal 2016, the Company adopted accounting guidance which affected the presentation of deferred tax liabilities and assets as discussed in Note 7. This guidance was applied retrospectively for all periods presented. Therefore, the presentation of previously reported deferred tax assets has been changed to conform to the presentation used in the current period. The adoption of this guidance resulted in the reclassification of deferred tax assets of $3.3 million and $3.5 million from current assets to a reduction in noncurrent liabilities in the condensed consolidated balance sheets as of January 30, 2016 and October 31, 2015, respectively.

Note 2 Income Taxes

An estimate of the annual effective tax rate is used at each interim period based on the facts and circumstances available at that time, while the actual effective tax rate is calculated at year-end. For the 13-week periods ended

October 29, 2016 and October 31, 2015, the Company recorded an income tax benefit of 47.6% and 71.4% of the loss before income taxes, respectively. For the 39-week periods ended October 29, 2016 and October 31, 2015, the Company recorded an income tax benefit of 41.8% and 95.0% of the loss before income taxes, respectively. The tax benefit for the 13-week and 39-week periods ended October 31, 2015 reflects state employment and investment credits realized during the period.

Note 3 Loss Per Share

Loss per share is computed by dividing net loss by the weighted average number of shares outstanding during each period presented, which excludes non-vested restricted stock units. Diluted loss per share is computed by dividing net loss by the weighted average number of shares outstanding plus the dilutive effect of stock equivalents outstanding during the applicable periods using the treasury stock method. Diluted loss per share reflects the potential dilution that could occur if options to purchase stock were exercised into common stock and if outstanding grants of restricted stock were vested. Stock options and restricted stock units that were not included in the computation of diluted loss per share, because to do so would have been antidilutive, were approximately 1.5 million and 1.3 million shares for the 13-week periods ended October 29, 2016 and October 31, 2015, respectively and 1.4 million and 1.3 million shares for the 39-week periods ended October 29, 2016 and October 31, 2015, respectively.

Note 4 Commitments and Contingencies

The Company is party to pending legal proceedings and claims. Although the outcome of such proceedings and claims cannot be determined with certainty, the Company s management is of the opinion that it is unlikely that these proceedings and any claims in excess of insurance coverage will have a material effect on the financial condition, operating results or cash flows of the Company.

Note 5 Stock-Based Compensation

The Company maintains equity incentive plans under which it may grant non-qualified stock options, incentive stock options, restricted stock, restricted stock units, or stock appreciation rights to employees, non-employee directors and consultants.

The Company did not grant any stock options or restricted stock units during the 13-week periods ended October 29, 2016 or October 31, 2015. The Company granted 189,000 stock options and 126,500 restricted stock units during the 39-week period ended October 29, 2016, and the Company granted 187,500 stock options and 107,000 restricted stock units during the 39-week period ended October 31, 2015. Total stock-based compensation expense (a component of compensation and benefits) was $817,000 and $830,000 for the 13-week periods ended October 29, 2016 and October 31, 2015, respectively. Total stock-based compensation expense was $2.5 million and $2.9 million for the 39-week periods ended October 29, 2016 and October 31, 2015, respectively. Included in the 39-week period ended October 31, 2015 is $600,000 of stock-based compensation expense that resulted from the accelerated vesting of stock options and restricted stock units upon the retirement of the Company s former Chief Executive Officer. Compensation expense is recognized on a straight-line basis over the vesting periods of each grant. There have been no other material changes in the assumptions used to compute compensation expense during the current quarter.

Note 6 Related Party Transactions

In July 2009, the Company entered into an agreement with a related party vendor to purchase merchandise inventory. The vendor is considered a related party for financial reporting purposes because its principal owner is the spouse of the Company s Vice President of Merchandising. The table below sets forth selected results to this vendor in dollars (in thousands) and percentages for the periods indicated:

	13-Week Period Ended		39-Week Period Ended	
	October 29, 2016	October 31, 2015	October 29, 2016	October 31, 2015
Related Party Vendor:				
Purchases	$ 16,318	$ 13,234	$ 33,257	$ 28,450
Purchases as a percent of total merchandise purchases	19.8%	15.6%	17.5%	14.2%
Cost of sales	$ 9,125	$ 7,668	$ 24,753	$ 20,852

Accounts payable outstanding at period end	$ 8,614	$ 7,178	$ 8,614	$ 7,178

Note 7 New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (the FASB) issued Accounting Standards Update (ASU) 2014-09, Revenue from Contracts with Customers (ASU 2014-09). Under ASU 2014-09, an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects what it expects in exchange for the goods or services. ASU 2014-09 also requires more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. In July 2015, the FASB approved a one-year deferral of ASU 2014-09. As a result of the deferral, the amendments in ASU 2014-09 will be effective for the Company at the beginning of its fiscal 2018 year. The Company is still evaluating the impact that the adoption of ASU 2014-09 will have on its consolidated financial statements.

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In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes (ASU 2015-17). This update requires that deferred tax liabilities and assets be classified as noncurrent in the consolidated balance sheet. ASU 2015-17 may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. The updated guidance is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years, with early adoption permitted. The Company adopted this guidance in the first quarter of fiscal 2016. The Company elected to apply this guidance retrospectively for all periods presented. The adoption of this guidance affected the presentation of the deferred tax liabilities and assets within the Company s consolidated balance sheet; however, the updated guidance did not affect the accounting for deferred tax liabilities and assets. Other than the change in presentation, the adoption of this guidance did not have any material impacts on the Company s consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) (ASU 2016-02), which supersedes the existing guidance for lease accounting, Leases (Topic 840). ASU 2016-02 requires lessees to recognize a lease liability and a right-of-use asset for all leases. Lessor accounting remains largely unchanged. The amendments in ASU 2016-02 are effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Early adoption is permitted for all entities. ASU 2016-02 requires a modified retrospective approach for all leases existing at, or entered into after the date of initial adoption, with an option to elect to use certain transition relief. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (ASU 2016-09). ASU 2016-09 addresses several aspects of the accounting for share-based compensation transactions including: (a) income tax consequences when awards vest or are settled, (b) classification of awards as either equity or liabilities, (c) a policy election to account for forfeitures as they occur rather than on an estimated basis and (d) classification of excess tax impacts on the statement of cash flows. The updated guidance is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years, with early adoption permitted. The Company is currently assessing the impact that adoption of this guidance will have on its consolidated financial statements.

Note 8 Senior Credit Facility

On February 26, 2016, the Company entered into a Joinder and First Amendment to Amended and Restated Credit Agreement (the Credit Agreement) with Bank of America, N.A. as administrative agent and collateral agent, and the lenders (the Lenders), amending its prior credit agreement entered into in 2011. The Credit Agreement increased its senior secured revolving credit facility from $50 million to $75 million, increased the swingline availability from $5 million to $10 million, added a $25 million incremental accordion feature and extended the maturity date from August 2016 to February 2021. Borrowings under the facility bear interest at an annual rate equal to LIBOR plus a margin ranging from 125 to 175 basis points with no LIBOR floor. Additionally, a fee of 0.25% per annum is assessed on the unused portion of the facility.

Pursuant to the Credit Agreement, borrowings are subject to certain customary conditions and contain customary events of default, including, without limitation, failure to make payments, a cross-default to certain other debt, breaches of covenants, breaches of representations and warranties, a change in control, certain monetary judgments and bankruptcy and ERISA events. Upon any such event of default, the principal amount of any unpaid loans and all other obligations under the Credit Agreement may be declared immediately due and payable. The maximum availability under the facility is limited by a borrowing base formula which consists of a percentage of eligible inventory and eligible credit card receivables, less reserves.

The Company is subject to an Amended and Restated Security Agreement (the Security Agreement) with its Lenders. Pursuant to the Security Agreement, the Company pledged and granted to the administrative agent, for the benefit of itself and the secured parties specified therein, a lien on and security interest in all of the rights, title and interest in substantially all of the Company s assets to secure the payment and performance of the obligations under the Credit Agreement.

As of October 29, 2016, the Company was in compliance with the covenants in the facility, and there were no outstanding borrowings under the credit facility, with approximately $75 million available for borrowing.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

This Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to provide an understanding of our financial condition, change in financial condition, cash flow, liquidity and results of operations. The following MD&A discussion should be read in conjunction with the condensed consolidated financial statements and notes to those statements that appear elsewhere in this Form 10-Q and in our Annual Report on Form 10-K, filed April 8, 2016 (the Annual Report). The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed or referred to in the forward-looking statements. Factors that could cause or contribute to any differences include, but are not limited to, those discussed under the caption Cautionary Statement for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995 and under Part II, Item 1A Risk Factors .

General

We are a specialty retailer of home décor and gifts in the United States, operating 401 stores in 36 states as of October 29, 2016, as well as an e-Commerce enabled website, www.kirklands.com. Our stores and website present a broad selection of distinctive merchandise, including framed art, mirrors, wall décor, candles and related items, lamps, decorative accessories, accent furniture, textiles, garden-related accessories and artificial floral products. Our stores and website also offer an extensive assortment of holiday merchandise during seasonal periods as well as items carried throughout the year suitable for gift-giving. In addition, we use innovative design and packaging to market home décor items as gifts. We provide our customers an engaging shopping experience characterized by a diverse, ever-changing merchandise selection reflecting current styles at prices which provide discernible value. This combination of ever-changing and stylish merchandise, value pricing and a stimulating online and store experience has led to our emergence as a leader in home décor and enabled us to develop a strong customer base.

During the 13-week period ended October 29, 2016, we opened 11 new stores and closed one store compared to 21 new store openings and two closures during the 13-week period ended October 31, 2015. During the 39-week period ended October 29, 2016, we opened 38 new stores and closed 13 stores compared to 31 new store openings and five closures during the 39-week period ended October 31, 2015. The following table summarizes our stores and square footage under lease:

	As of October 29, 2016	**As of October 31, 2015**
Number of stores	401	370
Square footage	3,130,780	2,824,595
Average square footage per store	7,807	7,634

13-Week Period Ended October 29, 2016 Compared to the 13-Week Period October 31, 2015

Results of operations. The table below sets forth selected results of our operations both in dollars (in thousands) and as a percentage of net sales for the periods indicated:

	13-Week Period Ended					
	October 29, 2016		October 31, 2015		Change	
	$	%	$	%	$	%
Net sales	$ 138,240	100.0%	$ 129,238	100.0%	$ 9,002	7.0%
Cost of sales (exclusive of depreciation as shown below)	87,762	63.5%	81,137	62.8%	6,625	8.2%
Gross profit	50,478	36.5%	48,101	37.2%	2,377	4.9%
Operating expenses:						
Compensation and benefits	27,050	19.6%	25,514	19.7%	1,536	6.0%
Other operating expenses	18,601	13.5%	17,962	13.9%	639	3.6%
Depreciation	6,435	4.6%	5,557	4.3%	878	15.8%
Total operating expenses	52,086	37.7%	49,033	37.9%	3,053	6.2%
Operating loss	(1,608)	(1.2%)	(932)	(0.7%)	(676)	72.5%
Interest expense, net	67	0.0%	70	0.0%	(3)	(4.3%)
Other income, net	(61)	(0.0%)	(58)	(0.0%)	(3)	5.2%
Loss before income taxes	(1,614)	(1.2%)	(944)	(0.7%)	(670)	71.0%
Income tax benefit	(768)	(0.6%)	(674)	(0.5%)	(94)	13.9%
Net loss	$ (846)	(0.6%)	$ (270)	(0.2%)	$ (576)	213.3%

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Net sales. Net sales increased 7.0% to $138.2 million for the third fiscal quarter of 2016 compared to $129.2 million for the prior year period. The impact of net new store growth contributed an increase to net sales of $11.7 million. This was partially offset by a decrease in comparable store sales, including e-Commerce sales, of 2.3%, or $2.7 million. Comparable store sales, including e-Commerce sales, increased 1.8% in the prior year period. For the third quarter of fiscal 2016, the e-Commerce business was up 12.9% versus the prior year period, while comparable store sales at brick-and-mortar stores decreased 3.4%. For brick-and-mortar stores, the comparable store sales decrease was primarily due to a decrease in transactions and a flat average ticket. The decreased transactions resulted from a decline in traffic, partially offset by an increase in conversion. The e-Commerce business benefitted from an increase in website traffic coupled with an increase in conversion. The merchandise categories contributing most to the comparable store sales decrease were textiles, floral, decorative accessories and art.

Gross profit. Gross profit as a percentage of net sales decreased from 37.2% in the third quarter of fiscal 2015 to 36.5% in the third quarter of fiscal 2016. The overall decrease in gross profit margin was due to deleveraging of store occupancy and central distribution costs, partially offset by lower outbound freight costs and slightly higher merchandise margins. Store occupancy costs as a percentage of net sales increased 72 basis points in the third quarter of fiscal 2016 due in part to deleverage from negative brick and mortar comparable store sales and higher rent expense. Our central distribution costs increased 41 basis points as a percentage of net sales due to the addition of a 300,000 square-foot fulfillment facility in Jackson, Tennessee. We began fulfilling e-Commerce orders out of this facility in the first quarter of 2016 which resulted in additional labor and operating costs. Outbound freight costs decreased 15 basis points in the third quarter of fiscal 2016 as a percentage of net sales, primarily due to consolidated and improved store shipping routes. Merchandise margin is calculated as net sales minus product cost of sales (including inbound freight), inventory shrinkage, and loyalty reward program charges. Merchandise margin excludes outbound freight, store occupancy and central distribution costs. Merchandise margin increased from 55.2% in the third quarter of fiscal 2015 to 55.5% in the third quarter of fiscal 2016. The 28 basis point increase in merchandise margin was primarily due to lower inbound freight costs. The lower costs can be partially attributed to our new west coast distribution operation, which provides a better flow of merchandise through our supply network.

Compensation and benefits. Compensation and benefits as a percentage of net sales decreased from 19.7% in the third quarter of fiscal 2015 to 19.6% in the third quarter of fiscal 2016. At the store level, compensation and benefits expenses decreased 24 basis points in the third quarter of fiscal 2016 as a percentage of net sales mainly due to lower store payroll expenses related to store opening activities. During the 13-week period ended October 29, 2016, we opened 11 new stores and closed one store compared to 21 new store openings and two closures during the 13-week period ended October 31, 2015. At the corporate level, compensation and benefits increased 6 basis points in the third quarter of fiscal 2016 as a percentage of net sales due mainly to the deleverage of comparable store sales.

Other operating expenses. Other operating expenses as a percentage of net sales decreased 45 basis points from 13.9% in the third quarter of fiscal 2015 to 13.5% in the third quarter of fiscal 2016. At the corporate level, other operating expenses decreased 46 basis points as a percentage of net sales due to professional, legal and travel costs decreasing in dollars and as a percent of net sales. At the store level, other operating expenses decreased 8 basis points as a percentage of net sales due to store supplies and marketing costs decreasing in dollars and as a percentage of net sales, partially offset by deleverage in store related insurance costs. E-commerce related operating expenses increased 9 basis points as a percentage of net sales versus the prior year period due to higher credit card and customer service related costs.

Depreciation. Depreciation increased 36 basis points as a percentage of net sales compared to the prior year period due to an increase in capital expenditures in recent fiscal years for new store openings and the implementation of technology upgrades.

Income tax benefit. We recorded an income tax benefit of approximately $768,000, or 47.6% of the loss before income taxes during the third quarter of fiscal 2016 compared to an income tax benefit of approximately $674,000, or 71.4% of the loss before income taxes during the prior year quarter. The tax benefit for the 13-week period ended October 31, 2015 reflects state employment and investment credits realized during the period.

Net loss and loss per share. We reported net loss of $846,000, or $0.05 per diluted share, for the third quarter of fiscal 2016 as compared to a net loss of $270,000, or $0.02 per diluted share, for the third quarter of fiscal 2015.

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39-Week Period Ended October 29, 2016 Compared to the 39-Week Period October 31, 2015

Results of operations. The table below sets forth selected results of our operations both in dollars (in thousands) and as a percentage of net sales for the periods indicated:

	39-Week Period Ended					
	October 29, 2016		October 31, 2015		Change	
	$	%	$	%	$	%
Net sales	$ 391,168	100.0%	$ 362,837	100.0%	$ 28,331	7.8%
Cost of sales (exclusive of depreciation as shown below)	248,880	63.6%	224,561	61.9%	24,319	10.8%
Gross profit	142,288	36.4%	138,276	38.1%	4,012	2.9%
Operating expenses:						
Compensation and benefits	77,507	19.8%	73,116	20.2%	4,391	6.0%
Other operating expenses	52,057	13.3%	49,601	13.7%	2,456	5.0%
Depreciation	18,703	4.8%	16,096	4.4%	2,607	16.2%
Total operating expenses	148,267	37.9%	138,813	38.3%	9,454	6.8%
Operating loss	(5,979)	(1.5%)	(537)	(0.2%)	(5,442)	(1,013.4%)
Interest expense, net	206	0.0%	210	0.1%	(4)	(1.9%)
Other income, net	(172)	(0.0%)	(169)	(0.1%)	(3)	1.8%
Loss before income taxes	(6,013)	(1.5%)	(578)	(0.2%)	(5,435)	(940.3%)
Income tax benefit	(2,516)	(0.6%)	(549)	(0.2%)	(1,967)	(358.3%)
Net loss	$ (3,497)	(0.9%)	$ (29)	0.0%	$ (3,468)	(11,958.6%)

Net sales. Net sales increased 7.8% to $391.2 million for the first three quarters of fiscal 2016 compared to $362.8 million for the prior year period. The impact of net new store growth contributed an increase to net sales of $35.1 million. This was partially offset by a decrease in comparable store sales, including e-Commerce sales, of 2.0%, or $6.8 million. Comparable store sales, including e-Commerce sales, increased 3.7% in the prior year period. For the first three quarters of fiscal 2016, the e-Commerce business was up 24.9% versus the prior year period, while comparable store sales at brick-and-mortar stores decreased 4.0%. For brick-and-mortar stores, the comparable store sales decrease was primarily due to a decrease in transactions combined with a relatively flat average ticket. The decrease in transactions resulted from a decline in traffic partially offset by an increase in conversion. The flat average ticket was due to an increase in the average unit retail price offset by a decrease in items sold per transaction. The e-Commerce business benefitted from an increase in website traffic coupled with an increase in conversion, slightly offset by a decrease in average order size. The merchandise categories contributing most to the comparable store sales decrease were art and textiles.

Gross profit. Gross profit as a percentage of net sales decreased from 38.1% in the first three quarters of fiscal 2015 to 36.4% in the first three quarters of fiscal 2016. The overall decrease in gross profit margin was due higher store occupancy and central distribution costs as well as lower merchandise margins. Store occupancy costs as a percentage of net sales increased 102 basis points due to the increased level of store opening activity during the period as well as some deleverage due to negative brick and mortar comparable store sales. Our central distribution costs increased 58 basis points as a percentage of net sales due to the addition of a 300,000 square-foot fulfillment facility in Jackson, Tennessee. We began fulfilling e-Commerce orders out of this facility in the first quarter of 2016, which resulted in additional startup, labor and operating costs. Merchandise margin is calculated as net sales minus product cost of sales (including inbound freight), inventory shrinkage, and loyalty reward program charges. Merchandise margin excludes outbound freight, store occupancy and central distribution costs. Merchandise margin decreased 14 basis points from 55.2% in the first three quarters of fiscal 2015 to 55.1% in the first three quarters of fiscal 2016. The decrease in merchandise margin was primarily due to promotional markdowns to manage inventory levels.

Compensation and benefits. Compensation and benefits as a percentage of net sales decreased from 20.2% in the first three quarters of fiscal 2015 to 19.8% in the first three quarters of fiscal 2016. At the corporate level, compensation and benefits expenses decreased 46 basis points in the first three quarters of fiscal 2016 as a percentage of net sales, partially due to lower stock-based compensation expense. In the prior year period there was $0.6 million of stock-based compensation expense that resulted from the accelerated vesting of stock options and restricted stock units upon the retirement of our former Chief Executive Officer. At the store level, compensation and benefits expenses increased 12 basis points in the first three quarters of fiscal 2016 as a percentage of net sales due to lower comparable store sales, an increase in new store opening activity and higher healthcare costs.

Other operating expenses. Other operating expenses as a percentage of net sales decreased 36 basis points from 13.7% in the first three quarters of fiscal 2015 to 13.3% in the first three quarters of fiscal 2016. At the corporate level, other operating expenses decreased 40 basis points as a percentage of net sales due to insurance costs and professional and legal fees decreasing in dollars and as a percent of net sales. At the store level, other operating expenses slightly decreased 4 basis points as a percentage of net sales. E-commerce related operating expenses increased 8 basis points as a percentage of net sales versus the prior year period primarily due to an increase in customer relations expense.

Depreciation. Depreciation increased 35 basis points as a percentage of net sales due to an increase in capital expenditures in recent fiscal years for new store openings and the implementation of technology upgrades.

Income tax benefit. We recorded an income tax benefit of approximately $2.5 million, or 41.8% of the loss before income taxes during the first three quarters of fiscal 2016 compared to income tax benefit of approximately $549,000, or 95.0% of the loss before income taxes during the prior year period. The tax benefit for the 39-week period ended October 31, 2015 reflects state employment and investment credits realized during the period.

Net loss and loss per share. We reported a net loss of $3.5 million, or $0.22 per diluted share, for the first three quarters of fiscal 2016 as compared to net loss of $29,000, or $0.00 per diluted share, for the first three quarters of fiscal 2015.

Liquidity and Capital Resources

Our principal capital requirements are for working capital and capital expenditures. Working capital consists mainly of merchandise inventories offset by accounts payable, which typically reach their peak by the early portion of the fourth quarter of each fiscal year. Capital expenditures primarily relate to new store openings; existing store expansions, remodels or relocations; and purchases of equipment or information technology assets for our stores, distribution facilities and corporate headquarters. Historically, we have funded our working capital and capital expenditure requirements with internally generated cash and borrowings under our credit facility.

Cash flows from operating activities. Net cash provided by operating activities was approximately $12.1 million for the first three quarters of fiscal 2016, compared to net cash used in operating activities of approximately $8.6 million for the first three quarters of fiscal 2015. Cash flows from operating activities depend heavily on operating performance and changes in working capital. The change in the amount of cash from operations as compared to the prior year period was primarily the result of changes in working capital partially offset by a decline in operating performance. Inventory increased over the prior year period due to the growth in store count and e-Commerce, as well as gaining control and ownership of inventory earlier in the supply chain from our new west coast distribution operation, which accounted for an approximately $6.6 million increase over the prior year period. This also resulted in a corresponding increase in our accounts payable, thereby having no negative effect on working capital. In addition, cash received for landlord construction allowances also increased over the prior year period due to more stores being opened earlier in fiscal 2016 compared to fiscal 2015.

Cash flows from investing activities. Net cash used in investing activities for the first three quarters of fiscal 2016 consisted of $28.1 million in capital expenditures as compared to $25.7 million in capital expenditures for the prior year period. The capital expenditures in the current year period related to the opening of 38 new stores during the period, investments in our existing stores, investments in our information technology systems, as well as improvements to our supply chain. Capital expenditures in the prior year period related primarily to the opening of 31 new stores during the period, investments in our existing stores, improvements to our supply chain, as well as investments in our omni-channel systems. We expect that capital expenditures for all of fiscal 2016 will be approximately $31 million, primarily to fund the leasehold improvements of new stores, supply chain investments, improvements in our information technology infrastructure and multi-channel capabilities, and maintain our investments in existing stores.

Cash flows from financing activities. Net cash used in financing activities was approximately $172,000 for the first three quarters of fiscal 2016, and was primarily related to debt refinancing costs and the net share settlement of stock options and restricted stock units, partially offset by employee stock purchases and excess tax benefits from the exercise of stock options and restricted stock units. Net cash used in financing activities was approximately $32.5

million for the first three quarters of fiscal 2015, and was primarily related to a special cash dividend of $26.0 million and the repurchase and retirement of common stock.

Revolving credit facility. On February 26, 2016, we entered into a Joinder and First Amendment to Amended and Restated Credit Agreement (the Credit Agreement) with Bank of America, N.A. as administrative agent and collateral agent, and the lenders (the Lenders), amending our prior credit agreement entered into in 2011. The Credit Agreement increased our senior secured revolving credit facility from $50 million to $75 million, increased the swingline availability from $5 million to $10 million, added a $25 million incremental accordion feature and extended the maturity date from August 2016 to February 2021. Borrowings under the facility bear interest at an annual rate equal to LIBOR plus a margin ranging from 125 to 175 basis points with no LIBOR floor. Additionally, a fee of 0.25% per annum is assessed on the unused portion of the facility.

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Pursuant to the Credit Agreement, borrowings are subject to certain customary conditions and contain customary events of default, including, without limitation, failure to make payments, a cross-default to certain other debt, breaches of covenants, breaches of representations and warranties, a change in control, certain monetary judgments and bankruptcy and ERISA events. Upon any such event of default, the principal amount of any unpaid loans and all other obligations under the Credit Agreement may be declared immediately due and payable. The maximum availability under the facility is limited by a borrowing base formula which consists of a percentage of eligible inventory and eligible credit card receivables, less reserves.

We are subject to an Amended and Restated Security Agreement (the Security Agreement) with our Lenders. Pursuant to the Security Agreement, we pledged and granted to the administrative agent, for the benefit of itself and the secured parties specified therein, a lien on and security interest in all of the rights, title and interest in substantially all of our assets to secure the payment and performance of the obligations under the Credit Agreement.

As of October 29, 2016, we were in compliance with the covenants in the facility, and there were no outstanding borrowings under the credit facility, with approximately $75 million available for borrowing.

At October 29, 2016, our balance of cash and cash equivalents was approximately $28.3 million. We do not anticipate any borrowings under the credit facility during fiscal 2016. We believe that the combination of our cash balances and cash flow from operations will be sufficient to fund our planned capital expenditures and working capital requirements for at least the next twelve months.

Related Party Transactions

In July 2009, we entered into an agreement with a related party vendor to purchase merchandise inventory. The vendor is considered a related party for financial reporting purposes because its principal owner is the spouse of our Vice President of Merchandising. The table below sets forth selected results to this vendor in dollars (in thousands) and percentages for the periods indicated:

	13-Week Period Ended		39-Week Period Ended	
	October 29, 2016	October 31, 2015	October 29, 2016	October 31, 2015
Related Party Vendor:				
Purchases	$ 16,318	$ 13,234	$ 33,257	$ 28,450
Purchases as a percent of total merchandise purchases	19.8%	15.6%	17.5%	14.2%
Cost of sales	$ 9,125	$ 7,668	$ 24,753	$ 20,852
Accounts payable outstanding at period end	$ 8,614	$ 7,178	$ 8,614	$ 7,178

Significant Contractual Obligations and Commercial Commitments

Construction Commitments

We had commitments for new store construction projects totaling approximately $0.2 million at October 29, 2016.

Critical Accounting Policies and Estimates

There have been no significant changes to our critical accounting policies during fiscal 2016. Refer to our Annual Report for a summary of our critical accounting policies.

Cautionary Statement for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995

The following information is provided pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. Certain statements under the heading Management s Discussion and Analysis of Financial Condition and Results of Operations in this Form 10-Q are forward-looking statements made pursuant to these provisions. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Words such as should, likely to, forecasts, strategy, goal, anticipates, believes, expects, estimates, intends, plans, projects, and sim identify such forward-looking statements. Such statements are subject to certain risks and uncertainties which could cause actual results to differ materially from the results projected in such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

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The factors listed below under the heading Risk Factors and in the other sections of this Form 10-Q provide examples of risks, uncertainties and events that could cause our actual results to differ materially from the expectations expressed in our forward-looking statements.

These forward-looking statements speak only as of the date of this report, and, except as required by law, we undertake no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of this report.

We caution readers that the following important factors, among others, have in the past, in some cases, affected and could in the future affect our actual results of operations and cause our actual results to differ materially from the results expressed in any forward-looking statements made by us or on our behalf.

If We Do Not Generate Sufficient Cash Flow, We May Not Be Able to Implement Our Growth Strategy.

If We Are Unable to Profitably Open and Operate New Stores at a Rate that Exceeds Planned Store Closings, We May Not Be Able to Adequately Execute Our Growth Strategy, Resulting in a Decrease in Net Sales and Net Income.

Our Success Depends Upon our Marketing, Advertising and Promotional Efforts. If We are Unable to Implement them Successfully, or if Our Competitors Market, Advertise or Promote More Effectively than We Do, Our Revenue May Be Adversely Affected.

We May Not Be Able to Successfully Anticipate Consumer Trends and Our Failure to Do So May Lead to Loss of Consumer Acceptance of Our Products Resulting in Reduced Net Sales.

We May Not Be Able to Successfully Respond to Technological Change, Our Website Could Become Obsolete and Our Financial Results and Conditions Could be Adversely Affected.

Inventory Loss and Theft and the Inability to Anticipate Inventory Needs may Result in Reduced Net Sales.

Inability to Successfully Develop and Maintain a Relevant and Reliable Multichannel Experience for Our Customers Could Adversely Affect Our Sales, Results of Operations and Reputation.

Our Results Could be Negatively Impacted if our Merchandise Offering Suffers a Substantial Impediment to its Reputation Due to Real or Perceived Quality Issues.

We Face an Extremely Competitive Specialty Retail Business Market, and Such Competition Could Result in a Reduction of Our Prices and a Loss of Our Market Share.

Weather Conditions Could Adversely Affect Our Sales and/or Profitability by Affecting Consumer Shopping Patterns.

We are Exposed to the Risk of Natural Disasters, Pandemic Outbreaks, Global Political Events, War and Terrorism That Could Disrupt Our Business and Result in Lower Sales, Increased Operating Costs and Capital Expenditures.

Our Performance May be Affected by General Economic Conditions.

Our Profitability is Vulnerable to Inflation and Cost Increases.

Our Business Is Highly Seasonal and Our Fourth Quarter Contributes a Disproportionate Amount of Our Net Sales, Net Income and Cash Flow, and Any Factors Negatively Impacting Us During Our Fourth Quarter Could Reduce Our Net Sales, Net Income and Cash Flow, Leaving Us with Excess Inventory and Making It More Difficult for Us to Finance Our Capital Requirements.

Failure to Control Merchandise Returns Could Negatively Impact the Business.

We May Experience Significant Variations in Our Quarterly Results.

Our Comparable Store Net Sales Fluctuate Due to a Variety of Factors.

Our Freight Costs and thus Our Cost of Goods Sold are Impacted by Changes in Fuel Prices.

New Legal Requirements Could Adversely Affect Our Operating Results.

Litigation May Adversely Affect Our Business, Financial Condition, Results of Operations or Liquidity.

Product Liability Claims Could Adversely Affect Our Reputation.

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If We Fail to Protect Our Brand Name, Competitors May Adopt Trade Names that Dilute the Value of Our Brand Name.

Failure to Protect the Integrity and Security of Individually Identifiable Data of Our Customers and Employees Could Expose Us to Litigation and Damage Our Reputation; The Expansion of Our e-Commerce Business Has Inherent Cybersecurity Risks That May Result in Business Disruptions.

Our Hardware and Software Systems Are Vulnerable to Damage that Could Harm Our Business.

We Depend on a Number of Vendors to Supply Our Merchandise, and Any Delay in Merchandise Deliveries from Certain Vendors May Lead to a Decline in Inventory Which Could Result in a Loss of Net Sales.

We Are Dependent on Foreign Imports for a Significant Portion of Our Merchandise, and Any Changes in the Trading Relations and Conditions Between the United States and the Relevant Foreign Countries May Lead to a Decline in Inventory Resulting in a Decline in Net Sales, or an Increase in the Cost of Sales Resulting in Reduced Gross Profit.

Our Success Is Highly Dependent on Our Planning and Control Processes and Our Supply Chain, and Any Disruption in or Failure to Continue to Improve These Processes May Result in a Loss of Net Sales and Net Income.

We Depend on Key Personnel, and, if We Lose the Services of Any Member of Our Senior Management Team, We May Not Be Able to Run Our Business Effectively.

Our Charter and Bylaw Provisions and Certain Provisions of Tennessee Law May Make It Difficult in Some Respects to Cause a Change in Control of Kirkland s and Replace Incumbent Management.

If We Fail to Maintain an Effective System of Internal Control, We May Not be Able to Accurately Report Our Financial Results.

The Market Price for Our Common Stock Might Be Volatile and Could Result in a Decline in the Value of Your Investment.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not utilize financial instruments for trading or other speculative purposes, nor does it utilize leveraged financial instruments. There have been no material changes in the market risk factors from those disclosed in the Company s Annual Report.

ITEM 4. CONTROLS AND PROCEDURES

(a) *Evaluation of disclosure controls and procedures*. Both our President and Chief Executive Officer and Vice President and Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15(d)-(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act) have concluded that as of October 29, 2016 our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) *Change in internal controls over financial reporting*. There have been no changes in internal controls over financial reporting identified in connection with the foregoing evaluation that occurred during our last fiscal quarter 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

The Company is party to pending legal proceedings and claims. Although the outcome of such proceedings and claims cannot be determined with certainty, the Company s management is of the opinion that it is unlikely that these proceedings and claims in excess of insurance coverage will have a material effect on the financial condition, operating results or cash flows of the Company.

ITEM 1A. RISK FACTORS

In addition to factors set forth in Management s Discussion and Analysis of Financial Condition and Results of Operations Cautionary Statement for Purposes of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995, in Part I Item 2 of this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report, which could materially affect our business, financial condition or future results. The risks described in this report and in our Annual Report are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 6. EXHIBITS

(a) Exhibits.

Exhibit No.	Description of Document
10.1	Employment Agreement, effective November 28, 2016, by and between Mike Cairnes and the Company (Exhibit 10.1 to the Company s Current Report on Form 8-K dated November 22, 2016)
31.1	Certification of the President and Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a)
31.2	Certification of the Vice President and Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a)
32.1	Certification of the President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350
32.2	Certification of the Vice President and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
101	Interactive Data File (Quarterly Report on Form 10-Q, for the quarter ended October 29, 2016, furnished in XBRL (eXtensible Business Reporting Language))

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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.

	KIRKLAND S, INC.
Date: December 8, 2016	/s/ W. Michael Madden W. Michael Madden
	President and Chief Executive Officer
Date: December 8, 2016	/s/ Adam C. Holland Adam C. Holland
	Vice President and Chief Financial Officer

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EXHIBIT INDEX

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31.1	Certification of the President and Chief Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a)
31.2	Certification of the Vice President and Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a)
32.1	Certification of the President and Chief Executive Officer pursuant to 18 U.S.C. Section 1350
32.2	Certification of the Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350
101	Interactive Data File (Quarterly Report on Form 10-Q, for the quarter ended October 29, 2016, furnished in XBRL (eXtensible Business Reporting Language))