



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**FORM 10-Q**

(Mark One)



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

**For the quarterly period ended September 28, 2008**

**OR**

**0**

**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: 000-49850**

**BIG 5 SPORTING GOODS CORPORATION**

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

Delaware

95-4388794

-----  
(State or Other Jurisdiction of Incorporation or Organization)

-----  
(I.R.S. Employer Identification No.)

2525 East El Segundo Boulevard

El Segundo, California

90245

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

Registrant's telephone number, including area code: (310) 536-0611

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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

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

There were 21,520,792 shares of common stock, with a par value of \$0.01 per share outstanding at October 29, 2008.

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# BIG 5 SPORTING GOODS CORPORATION

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**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****BIG 5 SPORTING GOODS CORPORATION**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands, except share amounts)

	<u>September 28,</u> <u>2008</u>	<u>December 30,</u> <u>2007</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 2,971	\$ 9,741
Accounts receivable, net of allowances of \$119 and \$405, respectively	7,574	14,927
Merchandise inventories, net	247,692	252,634
Prepaid expenses	7,083	7,069
Deferred income taxes	7,648	8,051
Total current assets	<u>272,968</u>	<u>292,422</u>
Property and equipment, net	93,941	93,244
Deferred income taxes	14,691	12,780
Other assets, net of accumulated amortization of \$280 and \$241, respectively	986	1,044
Goodwill	4,433	4,433
Total assets	<u>\$ 387,019</u>	<u>\$ 403,923</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 92,400	\$ 95,310
Accrued expenses	49,385	62,429
Current portion of capital lease obligations	1,756	1,649
Total current liabilities	<u>143,541</u>	<u>159,388</u>
Deferred rent, less current portion	24,287	22,075
Capital lease obligations, less current portion	2,512	2,279
Long-term debt	99,898	103,369
Other long-term liabilities	6,911	7,657
Total liabilities	<u>277,149</u>	<u>294,768</u>
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$0.01 par value, authorized 50,000,000 shares; issued 23,004,087 and 22,894,987 shares, respectively; outstanding 21,545,792 and 22,012,691 shares, respectively	229	228
Additional paid-in capital	92,256	90,851
Retained earnings	38,567	34,137
Less: Treasury stock, at cost; 1,458,295 and 882,296 shares, respectively	<u>(21,182)</u>	<u>(16,061)</u>
Total stockholders' equity	<u>109,870</u>	<u>109,155</u>
Total liabilities and stockholders' equity	<u>\$ 387,019</u>	<u>\$ 403,923</u>

See accompanying notes to unaudited condensed consolidated financial statements.

**BIG 5 SPORTING GOODS CORPORATION**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)

	<u>13 Weeks Ended</u>		<u>39 Weeks Ended</u>	
	<u>September 28, 2008</u>	<u>September 30, 2007</u>	<u>September 28, 2008</u>	<u>September 30, 2007</u>
Net sales	\$ 223,180	\$ 231,308	\$ 645,041	\$ 666,161
Cost of sales	<u>148,925</u>	<u>151,903</u>	<u>430,828</u>	<u>436,240</u>
Gross profit	74,255	79,405	214,213	229,921
Selling and administrative expense	<u>65,962</u>	<u>64,006</u>	<u>193,585</u>	<u>189,261</u>
Operating income	8,293	15,399	20,628	40,660
Interest expense	<u>1,166</u>	<u>1,582</u>	<u>3,911</u>	<u>4,504</u>
Income before income taxes	7,127	13,817	16,717	36,156
Income taxes	<u>2,669</u>	<u>5,438</u>	<u>6,415</u>	<u>14,247</u>
Net income	<u>\$ 4,458</u>	<u>\$ 8,379</u>	<u>\$ 10,302</u>	<u>\$ 21,909</u>
Earnings per share:				
Basic	<u>\$ 0.21</u>	<u>\$ 0.37</u>	<u>\$ 0.48</u>	<u>\$ 0.97</u>
Diluted	<u>\$ 0.21</u>	<u>\$ 0.37</u>	<u>\$ 0.48</u>	<u>\$ 0.97</u>
Dividends per share	<u>\$ 0.09</u>	<u>\$ 0.09</u>	<u>\$ 0.27</u>	<u>\$ 0.27</u>
Weighted-average shares of common stock outstanding:				
Basic	<u>21,447</u>	<u>22,406</u>	<u>21,673</u>	<u>22,591</u>
Diluted	<u>21,464</u>	<u>22,492</u>	<u>21,685</u>	<u>22,693</u>

See accompanying notes to unaudited condensed consolidated financial statements.

**BIG 5 SPORTING GOODS CORPORATION**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	<b>39 Weeks Ended</b>	
	<b>September 28, 2008</b>	<b>September 30, 2007</b>
Cash flows from operating activities:		
Net income	\$ 10,302	\$ 21,909
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	14,257	12,926
Stock-based compensation	1,432	1,626
Excess tax benefits of stock options exercised	—	(155)
Amortization of deferred finance charges	39	37
Deferred income taxes	(1,508)	(1,654)
Loss on disposal of equipment	33	—
Changes in operating assets and liabilities:		
Accounts receivable, net	7,353	4,804
Merchandise inventories, net	4,942	(29,007)
Prepaid expenses and other assets	15	741
Accounts payable	5,527	13,964
Accrued expenses and other long-term liabilities	(13,042)	(10,635)
Net cash provided by operating activities	<u>29,350</u>	<u>14,556</u>
Cash flows from investing activities:		
Purchases of property and equipment	(14,204)	(12,119)
Proceeds from disposal of property and equipment	47	—
Net cash used in investing activities	<u>(14,157)</u>	<u>(12,119)</u>
Cash flows from financing activities:		
Net principal (payments) borrowings under revolving credit facility and book overdraft	(9,656)	15,658
Principal payments under capital lease obligations	(1,333)	(1,565)
Proceeds from exercise of stock options	—	500
Excess tax benefits of stock options exercised	—	155
Purchases of treasury stock	(5,121)	(10,811)
Dividends paid	(5,853)	(6,091)
Net cash used in financing activities	<u>(21,963)</u>	<u>(2,154)</u>
Net (decrease) increase in cash and cash equivalents	(6,770)	283
Cash and cash equivalents at beginning of period	9,741	5,145
Cash and cash equivalents at end of period	<u>\$ 2,971</u>	<u>\$ 5,428</u>
Supplemental disclosures of non-cash investing and financing activities:		
Property and equipment acquired under capital leases	\$ 1,673	\$ 825
Property and equipment purchases accrued	\$ 2,851	\$ 3,073
Treasury stock purchases accrued	\$ —	\$ 1,314
Supplemental disclosures of cash flow information:		
Interest paid	\$ 4,361	\$ 4,556
Income taxes paid	\$ 9,002	\$ 16,127

See accompanying notes to unaudited condensed consolidated financial statements.

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(1) Description of Business**

*Business*

Big 5 Sporting Goods Corporation (the “Company”) is a leading sporting goods retailer in the western United States, operating 372 stores in 11 states at September 28, 2008. The Company provides a full-line product offering in a traditional sporting goods store format that averages approximately 11,000 square feet. The Company’s product mix includes athletic shoes, apparel and accessories, as well as a broad selection of outdoor and athletic equipment for team sports, fitness, camping, hunting, fishing, tennis, golf, snowboarding and in-line skating. The Company is a holding company that operates as one business segment through Big 5 Corp., its wholly-owned subsidiary, and Big 5 Services Corp., which is a wholly-owned subsidiary of Big 5 Corp. Big 5 Services Corp. provides a centralized operation for the issuance and administration of gift cards.

The accompanying interim unaudited condensed consolidated financial statements of the Company and its wholly-owned subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and are presented in accordance with the requirements of Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, these interim unaudited condensed consolidated financial statements do not include all of the information and notes required by GAAP for complete financial statements. These interim unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the fiscal year ended December 30, 2007 included in the Company’s Annual Report on Form 10-K. In the opinion of management, the interim unaudited condensed consolidated financial statements included herein contain all adjustments, including normal recurring adjustments, considered necessary to present fairly the Company’s financial position, the results of operations and cash flows for the periods presented.

The operating results and cash flows of the interim periods presented herein are not necessarily indicative of the results to be expected for any other interim period or the full year.

**(2) Summary of Significant Accounting Policies**

*Consolidation*

The accompanying interim unaudited condensed consolidated financial statements include the accounts of Big 5 Sporting Goods Corporation, Big 5 Corp. and Big 5 Services Corp. Intercompany balances and transactions have been eliminated in consolidation.

*Reporting Period*

The Company follows the concept of a 52-53 week fiscal year, which ends on the Sunday nearest December 31. Fiscal year 2008 is comprised of 52 weeks and ends on December 28, 2008. Fiscal year 2007 was comprised of 52 weeks and ended on December 30, 2007. The fiscal interim periods in fiscal 2008 and fiscal 2007 are comprised of 13 weeks.

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

*Use of Estimates*

Management has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period to prepare these interim unaudited condensed consolidated financial statements in conformity with GAAP. Significant items subject to such estimates and assumptions include the carrying amount of property and equipment and goodwill; valuation allowances for receivables, sales returns, inventories and deferred income tax assets; estimates related to gift card breakage; estimates related to the valuation of stock options; and obligations related to asset retirements, litigation, workers' compensation and employee benefits. Actual results could differ significantly from these estimates under different assumptions and conditions.

*Reclassifications and Adjustments*

In the second quarter of fiscal 2008, the Company corrected the presentation of its workers' compensation reserves on the interim unaudited condensed consolidated balance sheet. Prior to this change, the Company's workers' compensation reserves were reported as current liabilities. However, due to the long-tailed nature of workers' compensation claims, which can extend over a period of years, the Company believes that the portion of reserves related to these claims that are expected to be paid beyond the Company's normal operating cycle, or after 12 months from the date of the consolidated financial statements, should be classified as long-term liabilities. As a result, prior period balances have been reclassified to conform to the current period's presentation. For comparative purposes, the Company reclassified approximately \$5.1 million of workers' compensation reserves from accrued expenses to other long-term liabilities on the consolidated balance sheet as of December 30, 2007. Additionally, the Company reclassified approximately \$2.0 million of the related deferred income tax assets from current deferred income taxes to long-term deferred income taxes on the consolidated balance sheet as of December 30, 2007. This reclassification had no effect on the Company's previously reported interim unaudited condensed consolidated statements of operations or interim unaudited condensed consolidated statement of cash flows, and is not considered material to any previously reported consolidated financial statements.

In the second quarter of fiscal 2008, the Company recorded a pre-tax charge of \$1.5 million to correct an error in its previously recognized straight-line rent expense, substantially all of which related to prior periods and accumulated over a period of 15 years. This charge reduced net income in the second quarter of fiscal 2008 by \$0.9 million, or \$0.04 per diluted share, on the Company's interim unaudited condensed consolidated statements of operations, and increased the deferred rent liability by \$1.5 million and the related deferred income tax asset by \$0.6 million on the Company's interim unaudited condensed consolidated balance sheet. The Company determined this charge to be immaterial to its prior periods' and current year consolidated financial statements.

The Company revised its previously reported interim unaudited condensed consolidated statement of cash flows for the 39 weeks ended September 30, 2007 to reflect an increase of



**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

approximately \$1.0 million in cash provided by operating activities and cash used in investing activities. The revision corrects an error in classification made in presenting the cash flow statement impact of accrued liabilities related to purchases of property and equipment. The correction had no effect on the Company's previously reported interim unaudited condensed consolidated balance sheet, interim unaudited condensed consolidated statements of operations or net cash flows, and is not considered material to any previously reported consolidated financial statements.

The Company reclassified its previously reported interim unaudited condensed consolidated statements of operations to conform to the current year presentation which increased cost of sales and decreased gross profit for the 13 weeks and 39 weeks ended September 30, 2007, by \$2.6 million and \$7.2 million, respectively, and increased selling and administrative expense for the 13 weeks and 39 weeks ended September 30, 2007, by \$1.9 million and \$5.7 million, respectively, from amounts previously reported. Historically, the Company presented total depreciation and amortization expense separately on the face of its interim unaudited condensed consolidated statements of operations and its corporate headquarters' occupancy costs within cost of sales. In the fourth quarter of fiscal 2007, and presented in the Annual Report on Form 10-K for the year ended December 30, 2007, the Company retrospectively changed its classification of distribution center and store occupancy depreciation and amortization expense to cost of sales and store equipment and corporate headquarters' depreciation and amortization expense to selling and administrative expense. Depreciation and amortization expense is no longer presented separately in the interim unaudited condensed consolidated statements of operations. The corporate headquarters' occupancy costs are now included in selling and administrative expense. This reclassification had no effect on the Company's previously reported operating or net income, interim unaudited condensed consolidated balance sheet and interim unaudited condensed consolidated statement of cash flows, and is not considered material to any previously reported consolidated financial statements.

*Revenue Recognition*

The Company earns revenue by selling merchandise primarily through its retail stores. Revenue is recognized when merchandise is purchased by and delivered to the customer and is shown net of estimated returns during the relevant period. The allowance for sales returns is estimated based upon historical experience.

Cash received from the sale of gift cards is recorded as a liability, and revenue is recognized upon the redemption of the gift card or when it is determined that the likelihood of redemption is remote ("gift card breakage") and no liability to relevant jurisdictions exists. The Company determines the gift card breakage rate based upon historical redemption patterns and recognizes gift card breakage on a straight-line basis over the estimated gift card redemption period (20 quarters as of the end of the third quarter of fiscal 2008). The Company recognized approximately \$121,000 and \$366,000 in gift card breakage revenue for the 13 weeks and 39 weeks ended September 28, 2008, respectively, compared to approximately \$118,000 and \$340,000 for the 13 weeks and 39 weeks ended September 30, 2007, respectively.

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

The Company records sales tax collected from its customers on a net basis, and therefore excludes it from revenues as defined in Financial Accounting Standards Board (“FASB”) Emerging Issues Task Force (“EITF”) 06-3, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross versus Net Presentation)*.

Included in revenue are sales of returned merchandise to vendors specializing in the resale of defective or used products, which have historically accounted for less than 1% of net sales.

*Valuation of Merchandise Inventories*

The Company’s merchandise inventories are made up of finished goods and are valued at the lower of cost or market using the weighted-average cost method that approximates the first-in, first-out (“FIFO”) method. Average cost includes the direct purchase price of merchandise inventory, net of certain allowances, and allocated overhead costs associated with the Company’s distribution center. Management regularly reviews inventories to determine if the carrying value of the inventory exceeds market value and the Company records a reserve to reduce the carrying value to its market price, as necessary. Because of its merchandise mix, the Company has not historically experienced significant occurrences of obsolescence. However, these reserves are estimates, which could vary significantly from actual results if future economic conditions, consumer demand and competitive environments differ from expectations.

Inventory shrinkage is accrued as a percentage of merchandise sales based on historical inventory shrinkage trends. The Company performs physical inventories of its stores at least once per year and cycle count inventories at its distribution center throughout the year. The reserve for inventory shrinkage represents an estimate for inventory shrinkage for each store since the last physical inventory date through the reporting date.

*Leases and Deferred Rent*

The Company leases all but one of its store locations. The Company accounts for its leases under the provisions of Statement of Financial Accounting Standards (“SFAS”) No. 13, *Accounting for Leases*, and subsequent amendments, which require that leases be evaluated and classified as operating or capital leases for financial reporting purposes.

Certain leases may provide for payments based on future sales volumes at the leased location, which are not measurable at the inception of the lease. In accordance with SFAS No. 29, *Determining Contingent Rentals, an amendment of FASB Statement No. 13*, these contingent rents are expensed as they accrue.

Deferred rent represents the difference between rent paid and the amounts expensed for operating leases. Certain leases have scheduled rent increases, and certain leases include an initial period of free or reduced rent as an inducement to enter into the lease agreement (“rent holidays”). The Company recognizes rental expense for rent increases and rent holidays on a straight-line basis over the terms of the underlying leases, without regard to when rent payments are made. The

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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calculation of straight-line rent is based on the “reasonably assured” lease term as defined in SFAS No. 98, *Accounting for Leases: Sale-Leaseback Transactions Involving Real Estate, Sales-Type Leases of Real Estate, Definition of the Lease Term, and Initial Direct Costs of Direct Financing Leases—an amendment of FASB Statements No. 13, 66, and 91 and a rescission of FASB Statement No. 26 and Technical Bulletin No. 79-11*. This amended definition of the lease term may exceed the initial non-cancelable lease term.

Landlord allowances for tenant improvements are recorded as deferred rent and amortized on a straight-line basis over the lease term as a component of rent expense, in accordance with FASB Technical Bulletin No. 88-1, *Issues Relating to Accounting for Leases*.

*Recently Issued Accounting Pronouncements*

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. This standard provides guidance for using fair value to measure assets and liabilities. The standard also responds to investors’ requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. The standard applies whenever other standards require (or permit) assets or liabilities to be measured at fair value, but does not expand the use of fair value in any new circumstances. There are numerous previously issued statements dealing with fair values that are amended by SFAS No. 157. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued Staff Position (“FSP”) FAS 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13*, which scopes out leasing transactions accounted for under SFAS No. 13, *Accounting for Leases*. In February 2008, FSP FAS 157-2, *Effective Date of FASB Statement No. 157*, was issued, which delays the effective date of SFAS No. 157 to fiscal years and interim periods within those fiscal years beginning after November 15, 2008 for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The implementation of SFAS No. 157 for financial assets and financial liabilities, effective December 31, 2007, did not have a material impact on the Company’s interim unaudited condensed consolidated financial statements. The Company is currently assessing the impact of SFAS No. 157 for nonfinancial assets and nonfinancial liabilities on its interim unaudited condensed consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*. SFAS No. 159 provides companies with an option to report many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective of SFAS No. 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. The FASB believes that SFAS No. 159 helps to mitigate accounting-induced volatility by enabling companies to report related assets and liabilities at fair value, which would likely reduce the need for companies to comply with detailed rules for hedge accounting. SFAS No. 159 also establishes

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities, and would require entities to display the fair value of those assets and liabilities for which the company has chosen to use fair value on the face of the balance sheet. The new statement does not eliminate disclosure requirements included in other accounting standards, including requirements for disclosures about fair value measurements included in SFAS No. 157, *Fair Value Measurements*. SFAS No. 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Company did not elect this fair value option; consequently, the adoption of SFAS No. 159 did not have an impact on the Company's interim unaudited condensed consolidated financial statements.

In December 2007, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin ("SAB") No. 110, which expresses the views of the SEC staff regarding the use of a "simplified" method, as discussed in the previously issued SAB No. 107 ("SAB 107"), in developing an estimate of expected term of "plain vanilla" share options in accordance with SFAS No. 123(R), *Share-Based Payment*. In particular, the SEC staff indicated in SAB 107 that it will accept a company's election to use the simplified method, regardless of whether the company has sufficient information to make more refined estimates of expected term. At the time SAB 107 was issued, the SEC staff believed that more detailed external information about employee exercise behavior (e.g., employee exercise patterns by industry and/or other categories of companies) would, over time, become readily available to companies. Therefore, the SEC staff stated in SAB 107 that it would not expect a company to use the simplified method for share option grants after December 31, 2007. The SEC staff understands that such detailed information about employee exercise behavior may not be widely available by December 31, 2007. Accordingly, the SEC staff will continue to accept, under certain circumstances, the use of the simplified method beyond December 31, 2007. Upon the Company's adoption of SFAS No. 123(R), the Company elected to use the simplified method to estimate the Company's expected term. Effective December 31, 2007, the Company discontinued use of the simplified method when it determined that sufficient data was available to develop an estimate of the expected term based upon historical participant behavior. This transition resulted in a decrease in the expected term from 6.25 years for fiscal 2007 to 6.18 years for fiscal 2008 and did not have a material impact on the valuation of the Company's stock-based compensation expense.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP in the United States. SFAS No. 162 shall be effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The SEC approved the PCAOB amendments to AU Section 411 on September 16, 2008; therefore, SFAS No. 162 becomes effective November 15, 2008. The Company does not expect the adoption of SFAS No. 162 to have a material impact on its interim unaudited condensed consolidated financial statements.

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

**(3) Fair Values of Financial Instruments**

The carrying value of cash, accounts receivable, accounts payable and accrued expenses approximate the fair values of these instruments due to their short-term nature. The carrying amount for borrowings under the financing agreement approximates fair value because of the variable market interest rate charged to the Company for these borrowings.

The Company adopted SFAS No. 157 for financial assets and financial liabilities in the first quarter of fiscal 2008, which did not have a material impact on the Company's interim unaudited condensed consolidated financial statements.

In accordance with FSP FAS 157-2, the Company has deferred application of SFAS No. 157 until December 29, 2008, the beginning of the next fiscal year, in relation to nonrecurring nonfinancial assets and nonfinancial liabilities including goodwill impairment testing, asset retirement obligations, long-lived asset impairments and exit and disposal activities.

**(4) Accrued Expenses**

Accrued expenses consist of the following:

	<u>September 28,</u> <u>2008</u>	<u>December 30,</u> <u>2007</u>
	(In thousands)	
Payroll and related expenses	\$ 16,777	\$ 19,968
Occupancy costs	7,155	6,785
Sales tax	5,681	9,514
Gift cards	4,292	6,027
Advertising	3,989	7,963
Current portion of self-insurance	2,771	2,593
Other	8,720	9,579
Accrued expenses	<u>\$ 49,385</u>	<u>\$ 62,429</u>

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

**(5) Income Taxes**

The Company accounts for income taxes under the asset and liability method whereby deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases. 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 realized or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. The realizability of deferred tax assets is assessed throughout the year and a valuation allowance is recorded if necessary to reduce net deferred tax assets to the amount more likely than not to be realized.

The Company files a consolidated federal income tax return and files tax returns in various state and local jurisdictions. The Company believes that the statutes of limitations for its consolidated federal income tax returns are open for years after 2004 and state and local income tax returns are open for years after 2002. The Company is not currently under examination by the Internal Revenue Service or any state or local income tax jurisdictions.

The Company adopted the provisions of FASB Interpretation No. 48 (“FIN 48”), *Accounting for Uncertainty in Income Taxes*, on January 1, 2007. The adoption of FIN 48 had no impact on the Company’s consolidated financial statements. At September 28, 2008 and December 30, 2007, the Company had no unrecognized tax benefits that, if recognized, would affect the Company’s effective income tax rate over the next 12 months.

The Company’s policy is to recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. At September 28, 2008 and December 30, 2007, the Company had no accrued interest or penalties.

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

**(6) Stock-Based Compensation**

The Company accounts for its stock-based compensation in accordance with SFAS No. 123(R), *Share-Based Payment*.

In the 39 weeks ended September 28, 2008, the Company granted 313,000 stock options and 109,100 restricted (“nonvested”) stock awards to certain employees, as defined by SFAS No. 123(R), under the Company’s 2007 Equity and Performance Incentive Plan (the “Plan”). Under the Plan, options and nonvested stock awards granted generally vest and become exercisable at the rate of 25% per year with a maximum life of ten years. The exercise price of the options is equal to the market price of the Company’s common stock on the date of grant. The weighted-average grant-date fair value per option for stock options granted in the 39 weeks ended September 28, 2008 and September 30, 2007 was \$2.85 and \$10.87, respectively. The grant-date fair value per share of the Company’s nonvested stock awards granted in the 39 weeks ended September 28, 2008 was \$7.92. The Company recognized approximately \$0.5 million and \$1.4 million in combined stock-based compensation expense related to stock options and nonvested stock awards for the 13 weeks and 39 weeks ended September 28, 2008, respectively, compared to \$0.6 million and \$1.6 million for the 13 weeks and 39 weeks ended September 30, 2007, respectively.

**Options**

The fair value of each option on the date of grant is estimated using the Black-Scholes method based on the following weighted-average assumptions:

	<b>13 Weeks Ended</b>		<b>39 Weeks Ended</b>	
	<b>September 28, 2008*</b>	<b>September 30, 2007</b>	<b>September 28, 2008</b>	<b>September 30, 2007</b>
Risk-free interest rate	—	4.6%	2.8%	4.6%
Expected term	—	6.25 years	6.18 years	6.25 years
Expected volatility	—	43%	46%	43%
Expected dividend yield	—	1.67%	4.02%	1.42%

\* No share options were granted during the 13 weeks ended September 28, 2008.

The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected term of the option; the expected term represents the weighted-average period of time that options granted are expected to be outstanding giving consideration to vesting schedules and historical participant exercise behavior for fiscal 2008 and the simplified method pursuant to SAB 107 for fiscal 2007; the expected volatility is based upon historical volatility of the Company’s common stock; and the expected dividend yield is based upon the Company’s current dividend rate and future expectations.

As of September 28, 2008, there was \$3.0 million of total unrecognized compensation cost related to nonvested stock options granted. That cost is expected to be recognized over a weighted-average period of 2.5 years.

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

**Nonvested Stock Awards**

The following table illustrates the Company's nonvested stock awards activity for the 39 weeks ended September 28, 2008:

	<u>Shares</u>	<u>Weighted- Average Grant-Date Fair Value</u>
Balance at December 30, 2007	—	—
Granted	109,100	\$ 7.92
Vested	—	—
Forfeited	—	—
Balance at September 28, 2008	<u>109,100</u>	<u>\$ 7.92</u>

The weighted-average grant-date fair value of nonvested stock awards is the quoted market value of the Company's common stock on the date of grant, as shown in the table above.

As of September 28, 2008, there was \$0.7 million of total unrecognized compensation cost related to nonvested stock awards. That cost is expected to be recognized over a weighted-average period of 3.5 years.



**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

**(7) Earnings Per Share**

The Company calculates earnings per share in accordance with SFAS No. 128, *Earnings Per Share*, which requires a dual presentation of basic and diluted earnings per share. Basic earnings per share is calculated by dividing net income by the weighted-average shares of common stock outstanding during the period. Diluted earnings per share is calculated by using the weighted-average shares of common stock outstanding adjusted to include the potentially dilutive effect of outstanding stock options and nonvested stock awards.

The following table sets forth the computation of basic and diluted net income per common share:

	<b>13 Weeks Ended</b>		<b>39 Weeks Ended</b>	
	<b>September 28, 2008</b>	<b>September 30, 2007</b>	<b>September 28, 2008</b>	<b>September 30, 2007</b>
	(In thousands, except per share amounts)			
Net income	\$ 4,458	\$ 8,379	\$ 10,302	\$ 21,909
Weighted-average shares of common stock outstanding:				
Basic	21,447	22,406	21,673	22,591
Dilutive effect of common stock equivalents arising from stock awards	17	86	12	102
Diluted	21,464	22,492	21,685	22,693
Basic earnings per share	\$ 0.21	\$ 0.37	\$ 0.48	\$ 0.97
Diluted earnings per share	\$ 0.21	\$ 0.37	\$ 0.48	\$ 0.97

The computation of diluted earnings per share for the 13 weeks ended September 28, 2008, the 39 weeks ended September 28, 2008, the 13 weeks ended September 30, 2007 and the 39 weeks ended September 30, 2007 does not include options of 1,420,379, 1,349,858, 928,527 and 451,357, respectively, that were outstanding and antidilutive.

The Company repurchased 85,757 shares of its common stock for \$0.6 million during the 13 weeks ended September 28, 2008 and repurchased 561,425 shares of its common stock for \$11.7 million during the 13 weeks ended September 30, 2007. The Company repurchased 575,999 shares of its common stock for \$5.1 million during the 39 weeks ended September 28, 2008 and repurchased 577,225 shares of its common stock for \$12.1 million during the 39 weeks ended September 30, 2007. Since the inception of its initial share repurchase program in May 2006 through September 28, 2008, the Company has repurchased a total of 1,344,085 shares for \$20.6 million. As of September 28, 2008, a total of \$14.4 million remained available for share repurchases under the Company's current share repurchase program.

**BIG 5 SPORTING GOODS CORPORATION**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(continued)**

**(8) Commitments and Contingencies**

On January 17, 2008, the Company was served with a complaint filed in the California Superior Court in the County of Los Angeles, entitled *Adi Zimerman v. Big 5 Sporting Goods Corporation, et al.*, Case No. BC383834, alleging violations of the California Civil Code. On May 31, 2008, the Company was served with a complaint filed in the California Superior Court in the County of San Diego, entitled *Michele Gonzalez v. Big 5 Sporting Goods Corporation, et al.*, Case No. 37-2008-00083307-CU-BT-CTL, alleging violations of the California Civil Code and California Business and Professions Code and invasion of privacy. Each complaint was brought as a purported class action on behalf of persons who made purchases at the Company's stores in California using credit cards and were requested to provide their zip codes. Each plaintiff alleges, among other things, that customers making purchases with credit cards at the Company's stores in California were improperly requested to provide their zip code at the time of such purchases. Each plaintiff seeks, on behalf of the class members, statutory penalties, injunctive relief to require the Company to discontinue the allegedly improper conduct and attorneys' fees and costs. The plaintiff in the Gonzalez case also seeks, on behalf of the class members, general damages, special damages, exemplary or punitive damages and disgorgement of profits. The Company believes that each complaint is without merit and intends to defend each suit vigorously. The Company is not able to evaluate the likelihood of an unfavorable outcome in either case or to estimate a range of potential loss in the event of an unfavorable outcome in either case at the present time. If either case is resolved unfavorably to the Company, this litigation could have a material adverse effect on the Company's financial condition, and any required change in the Company's business practices, as well as the costs of defending this litigation, could have a negative impact on the Company's results of operations.

In February 2008, the Company entered into a lease for a parcel of land with an existing building adjacent to its corporate headquarters location. The lease term commences in 2009 and the primary term expires on February 28, 2019, which may be renewed for six successive periods of five years each. In accordance with terms of the lease agreement, the Company is committed to the construction of a new retail building on the premises before the primary term expires in 2019, regardless of whether or not any renewal options are exercised.

The Company is involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position, results of operations or liquidity.

**(9) Subsequent Event**

In the fourth quarter of fiscal 2008 the Company's Board of Directors declared a quarterly cash dividend of \$0.09 per share of outstanding common stock, which will be paid on December 15, 2008 to stockholders of record as of November 28, 2008.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders  
Big 5 Sporting Goods Corporation  
El Segundo, California

We have reviewed the accompanying condensed consolidated balance sheet of Big 5 Sporting Goods Corporation and subsidiaries (the "Corporation") as of September 28, 2008 and the related condensed consolidated statements of operations for the 13 week and 39 week periods ended September 28, 2008 and September 30, 2007, respectively, and cash flows for the 39 week periods ended September 28, 2008 and September 30, 2007. These interim financial statements are the responsibility of the Corporation's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Big 5 Sporting Goods Corporation and subsidiaries as of December 30, 2007, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated March 10, 2008, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 30, 2007 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ DELOITTE & TOUCHE LLP

Los Angeles, California  
November 4, 2008

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This discussion and analysis of the Big 5 Sporting Goods Corporation ("we", "our", "us") financial condition and results of operations should be read in conjunction with our interim unaudited condensed consolidated financial statements and the notes thereto included herein and our consolidated financial statements and related notes, and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the year ended December 30, 2007.

### **Overview**

We are a leading sporting goods retailer in the western United States, operating 372 stores in 11 states under the name "Big 5 Sporting Goods" at September 28, 2008. We provide a full-line product offering in a traditional sporting goods store format that averages approximately 11,000 square feet. Our product mix includes athletic shoes, apparel and accessories, as well as a broad selection of outdoor and athletic equipment for team sports, fitness, camping, hunting, fishing, tennis, golf, snowboarding and in-line skating.

### **Executive Summary**

The combination of weakening economic conditions and continued uncertainty in the financial sector has resulted in a difficult economic environment for retailers. Our results for the thirteen and thirty-nine weeks ending September 28, 2008 are reflective of this economic downturn. The U.S. economy may be entering, or is in, a recession. If the recently passed Emergency Economic Stabilization Act of 2008 and other measures implemented by the government fail to stimulate an economic recovery, a prolonged economic downturn could occur.

- Net income for the third quarter of fiscal 2008 declined 46.8% to \$4.5 million, or \$0.21 per diluted share, compared to \$8.4 million, or \$0.37 per diluted share, for the third quarter of fiscal 2007. The decline was driven primarily by lower sales levels, including a reduction in same store sales of 6.6%. Additionally, selling and administrative expense was higher as a percentage of net sales.
- Net sales for the third quarter of fiscal 2008 decreased 3.5% to \$223.2 million compared to \$231.3 million for the third quarter of fiscal 2007. The decrease in net sales was primarily attributable to a decrease of \$15.0 million in same store sales and \$1.5 million in closed store sales, offset by an increase of \$8.9 million in new store sales.
- Gross profit as a percentage of net sales for the third quarter of fiscal 2008 decreased by 106 basis points to 33.3%, primarily reflecting higher store occupancy costs compared to the third quarter of fiscal 2007. The increase in store occupancy costs was primarily due to new store openings.

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- Selling and administrative expense as a percentage of net sales for the third quarter of fiscal 2008 increased by 189 basis points to 29.6%. The increase was due mainly to lower sales levels combined with higher costs related to opening new stores.
- Operating income for the third quarter of fiscal 2008 declined 46.1% to \$8.3 million, or 3.7% of net sales, compared to \$15.4 million, or 6.6% of net sales, for the third quarter of fiscal 2007. Operating income was adversely impacted by the decline in net sales.

**RESULTS OF OPERATIONS**

The results of the interim periods are not necessarily indicative of results for the entire fiscal year.

**13 Weeks Ended September 28, 2008 Compared to 13 Weeks Ended September 30, 2007**

The following table sets forth selected items from our interim unaudited condensed consolidated statements of operations by dollar and as a percentage of our net sales for the periods indicated:

	13 Weeks Ended			
	September 28, 2008		September 30, 2007	
	(In thousands, except percentages)			
Net sales	\$ 223,180	100.0%	\$ 231,308	100.0%
Cost of sales (1) (2)	148,925	66.7	151,903	65.7
Gross profit (1)	74,255	33.3	79,405	34.3
Selling and administrative expense (1) (3)	65,962	29.6	64,006	27.7
Operating income	8,293	3.7	15,399	6.6
Interest expense	1,166	0.5	1,582	0.7
Income before income taxes	7,127	3.2	13,817	5.9
Income taxes	2,669	1.2	5,438	2.3
Net income	\$ 4,458	2.0%	\$ 8,379	3.6%

- (1) Historically, we have presented total depreciation and amortization expense separately on the face of our interim unaudited condensed consolidated statements of operations and our corporate headquarters' occupancy costs within cost of sales. In the fourth quarter of fiscal 2007, as presented in our Annual Report on Form 10-K for the year ended December 30, 2007, we retrospectively changed our classification of distribution center and store occupancy depreciation and amortization expense to cost of sales and store equipment and corporate headquarters' depreciation and amortization expense to selling and administrative expense. Depreciation and amortization expense is no longer presented separately in the interim unaudited condensed consolidated statements of operations. The corporate headquarters' occupancy costs are now included in selling and administrative expense. We reclassified our prior period interim unaudited condensed consolidated statements of operations and related discussion and analysis to conform to the new presentation, which increased cost of sales and decreased gross profit by \$2.6 million and increased selling and administrative expense by \$1.9 million for the third quarter of fiscal 2007 from amounts previously reported. This reclassification had no effect on our previously reported operating or net income, interim unaudited

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condensed consolidated balance sheet and interim unaudited condensed consolidated statement of cash flows, and is not considered material to any previously reported consolidated financial statements.

- (2) Cost of sales includes the cost of merchandise, net of discounts or allowances earned, freight, inventory shrinkage, buying, distribution center costs and store occupancy costs. Store occupancy costs include rent, amortization of leasehold improvements, common area maintenance, property taxes and insurance.
- (3) Selling and administrative expense includes store-related expense, other than store occupancy costs, as well as advertising, depreciation and amortization and expense associated with operating our corporate headquarters.

**Net Sales.** Net sales decreased by \$8.1 million, or 3.5%, to \$223.2 million in the 13 weeks ended September 28, 2008 from \$231.3 million in the same period last year. The decrease in net sales was primarily attributable to the following:

- The challenging consumer environment experienced during fiscal 2007 and the first half of fiscal 2008 continued during the third quarter of fiscal 2008 and resulted in lower customer traffic into our retail stores. Same store sales and closed store sales decreased by \$15.0 million and \$1.5 million, respectively, partially offset by an increase of \$8.9 million in new store sales which reflected the opening of 24 new stores, net of relocations, since July 1, 2007. Same store sales decreased 6.6% in the 13 weeks ended September 28, 2008 versus the 13 weeks ended September 30, 2007.
- Our net sales also continued to be negatively impacted by weakness in the performance of the roller shoe product category, which declined \$1.3 million from the same period last year. While we expected roller shoe sales comparisons to the prior year to remain weak during fiscal 2008, we have seen these negative comparisons diminish in magnitude over the first three quarters of fiscal 2008. We expect these negative comparisons to continue to diminish in magnitude in the fourth fiscal quarter of 2008.
- Net sales in the third quarter of fiscal 2008 reflected a shift in the timing of the Fourth of July holiday, based on our fiscal quarter reporting, which resulted in shifting a larger portion of our pre-Fourth of July sales into the third quarter this year.

Store count at September 28, 2008 was 372 versus 353 at September 30, 2007. We opened three new stores and closed a store that was relocated in a prior period in the 13 weeks ended September 28, 2008, and opened five new stores, net of closures and relocations, in the 13 weeks ended September 30, 2007. We expect to open approximately 18 new stores during fiscal 2008, net of closures and relocations.

**Gross Profit.** Gross profit decreased by \$5.1 million, or 6.5%, to \$74.3 million, or 33.3% of net sales, in the 13 weeks ended September 28, 2008 from \$79.4 million, or 34.3% of net sales, in the 13 weeks ended September 30, 2007. The decrease in gross profit was primarily attributable to the following:

- Net sales decreased by \$8.1 million in the 13 weeks ended September 28, 2008 compared to the same period last year.

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- Store occupancy costs increased by \$1.0 million, or 68 basis points, year-over-year due mainly to new store openings and higher depreciation.
- Product selling margins, which exclude buying, occupancy and distribution costs, increased 11 basis points versus the same period in the prior year. In fiscal 2008 we are experiencing increasing inflation in the purchase cost of our products which could impact future margins.

Selling and Administrative Expense. Selling and administrative expense increased by \$2.0 million to \$66.0 million, or 29.6% of net sales, in the 13 weeks ended September 28, 2008 from \$64.0 million, or 27.7% of net sales, in the same period last year. The increase in selling and administrative expense as a percentage of net sales compared to the same period last year reflects softer sales conditions. Store-related expenses, excluding occupancy, increased by \$1.7 million, or 139 basis points as a percentage of net sales, due primarily to an increase in store count. Advertising expense increased by \$0.6 million to support sales.

Interest Expense. Interest expense decreased by \$0.4 million, or 26.3%, to \$1.2 million in the 13 weeks ended September 28, 2008 from \$1.6 million in the same period last year. Although average debt levels increased approximately \$9.9 million to \$97.3 million in the third quarter of fiscal 2008 from \$87.4 million in the same period last year, the decrease in interest expense reflects lower average interest rates of approximately 240 basis points to 4.3% in the third quarter of fiscal 2008 from 6.7% in the same period last year.

Income Taxes. The provision for income taxes was \$2.7 million for the 13 weeks ended September 28, 2008 and \$5.4 million for the 13 weeks ended September 30, 2007, reflecting our lower pre-tax income. Our effective tax rate was 37.4% for the third quarter of fiscal 2008 compared with 39.4% for the third quarter of fiscal 2007. Our lower effective tax rate for the third quarter of fiscal 2008 compared to the same period last year reflects the impact of lower pre-tax income on income tax credits for the current year and the year-to-date true-up of state income tax apportionment rates recorded in this year's third quarter.

**39 Weeks Ended September 28, 2008 Compared to 39 Weeks Ended September 30, 2007**

The following table sets forth selected items from our interim unaudited condensed consolidated statements of operations by dollar and as a percentage of our net sales for the periods indicated:

	39 Weeks Ended			
	September 28, 2008		September 30, 2007	
	(In thousands, except percentages)			
Net sales	\$ 645,041	100.0%	\$ 666,161	100.0%
Cost of sales (1) (2) (3)	430,828	66.8	436,240	65.5
Gross profit (1) (3)	214,213	33.2	229,921	34.5
Selling and administrative expense (1) (4)	193,585	30.0	189,261	28.4
Operating income	20,628	3.2	40,660	6.1
Interest expense	3,911	0.6	4,504	0.7
Income before income taxes	16,717	2.6	36,156	5.4
Income taxes	6,415	1.0	14,247	2.1
Net income (3)	\$ 10,302	1.6%	\$ 21,909	3.3%

- (1) Historically, we have presented total depreciation and amortization expense separately on the face of our interim unaudited condensed consolidated statements of operations and our corporate headquarters' occupancy costs within cost of sales. In the fourth quarter of fiscal 2007, as presented in our Annual Report on Form 10-K for the year ended December 30, 2007, we retrospectively changed our classification of distribution center and store occupancy depreciation and amortization expense to cost of sales and store equipment and corporate headquarters' depreciation and amortization expense to selling and administrative expense. Depreciation and amortization expense is no longer presented separately in the interim unaudited condensed consolidated statements of operations. The corporate headquarters' occupancy costs are now included in selling and administrative expense. We reclassified our prior period interim unaudited condensed consolidated statements of operations and related discussion and analysis to conform to the new presentation, which increased cost of sales and decreased gross profit by \$7.2 million and increased selling and administrative expense by \$5.7 million for the 39 weeks ended September 30, 2007 from amounts previously reported. This reclassification had no effect on our previously reported operating or net income, interim unaudited condensed consolidated balance sheet and interim unaudited condensed consolidated statement of cash flows, and is not considered material to any previously reported consolidated financial statements.
- (2) Cost of sales includes the cost of merchandise, net of discounts or allowances earned, freight, inventory shrinkage, buying, distribution center costs and store occupancy costs. Store occupancy costs include rent, amortization of leasehold improvements, common area maintenance, property taxes and insurance.
- (3) In the second quarter of fiscal 2008, we recorded a pre-tax charge of \$1.5 million to correct an error in our previously recognized straight-line rent expense, substantially all of which related to prior periods and accumulated over a period of 15 years. This charge reduced net income by \$0.9 million, or \$0.04 per diluted share. We have determined this charge to be immaterial to our prior periods' and current year consolidated financial statements.
- (4) Selling and administrative expense includes store-related expense, other than store occupancy costs, as well as advertising, depreciation and amortization and expense associated with operating our corporate headquarters.



**Net Sales.** Net sales decreased by \$21.2 million, or 3.2%, to \$645.0 million in the 39 weeks ended September 28, 2008 from \$666.2 million in the same period last year. The decrease in net sales was primarily attributable to the following:

- The challenging consumer environment experienced during fiscal 2007 continued during the 39 weeks ended September 28, 2008 and resulted in lower customer traffic into our retail stores. Same store sales and closed store sales decreased by \$42.0 million and \$4.8 million, respectively, partially offset by an increase of \$25.8 million in new store sales which reflected the opening of 29 new stores, net of relocations, since January 1, 2007. Same store sales decreased 6.5% in the 39 weeks ended September 28, 2008 versus the 39 weeks ended September 30, 2007.
- Our net sales also continue to be negatively impacted by the weakness in performance of the roller shoe product category, which declined \$8.5 million from the same period last year. While we expected roller shoe sales comparisons to the prior year to remain weak during fiscal 2008, we have seen these negative comparisons diminish in magnitude over the first three quarters of fiscal 2008. We expect these negative comparisons to continue to diminish in magnitude in the fourth fiscal quarter of 2008. Sales of winter-related products were higher in the first quarter of fiscal 2008 than the prior year due to favorable weather conditions in our markets.

Store count at September 28, 2008 was 372 versus 353 at September 30, 2007. We opened nine new stores, net of closures and relocations, in the 39 weeks ended September 28, 2008, and opened 10 new stores, net of closures and relocations, in the 39 weeks ended September 30, 2007. We expect to open approximately 18 new stores during fiscal 2008, net of closures and relocations.

**Gross Profit.** Gross profit decreased by \$15.7 million, or 6.8%, to \$214.2 million, or 33.2% of net sales, in the 39 weeks ended September 28, 2008 from \$229.9 million, or 34.5% of net sales, in the 39 weeks ended September 30, 2007. The decrease in gross profit was primarily attributable to the following:

- Net sales decreased by \$21.2 million in the 39 weeks ended September 28, 2008 compared to the same period last year.
- Store occupancy costs increased by \$5.1 million, or 102 basis points, year-over-year due primarily to new store openings, a second quarter pre-tax charge of \$1.5 million to correct an error in our previously recognized straight-line rent expense, substantially all of which related to prior periods and accumulated over a period of 15 years (see footnote 3 of table on page 23), and higher depreciation.
- Product selling margins, which exclude buying, occupancy and distribution costs, decreased 20 basis points versus the same period in the prior year, primarily due to lower margins for winter-related products, roller shoes and certain other product categories and slightly more aggressive promotional pricing in an effort to drive sales and reduce merchandise inventory. Additionally, in fiscal 2008 we are experiencing increasing inflation in the purchase cost of our products which could impact future margins.

Selling and Administrative Expense. Selling and administrative expense increased by \$4.3 million to \$193.6 million, or 30.0% of net sales, in the 39 weeks ended September 28, 2008 from \$189.3 million, or 28.4% of net sales, in the same period last year. The increase in selling and administrative expense as a percentage of net sales compared to the same period last year reflects softer sales conditions. Store-related expenses, excluding occupancy, increased by \$5.1 million, or 137 basis points as a percentage of net sales, due primarily to an increase in store count. Administrative expense decreased by \$1.0 million, while remaining comparably flat as a percentage of net sales, from the prior year.

Interest Expense. Interest expense decreased by \$0.6 million, or 13.2%, to \$3.9 million in the 39 weeks ended September 28, 2008 from \$4.5 million in the same period last year. Although average debt levels increased approximately \$18.3 million to \$101.8 million in the 39 weeks ended September 28, 2008 from \$83.5 million in the same period last year, the decrease in interest expense reflects lower average interest rates of approximately 190 basis points to 4.8% in the 39 weeks ended September 28, 2008 from 6.7% in the same period last year.

Income Taxes. The provision for income taxes was \$6.4 million for the 39 weeks ended September 28, 2008 and \$14.2 million for the 39 weeks ended September 30, 2007, reflecting our lower pre-tax income. Our effective tax rate was 38.4% for the 39 weeks ended September 28, 2008 compared with 39.4% for the 39 weeks ended September 30, 2007. Our lower effective tax rate for the 39 weeks ended September 28, 2008 compared to the same period last year reflects the impact of lower pre-tax income on income tax credits for the current year and the year-to-date true-up of state income tax apportionment rates recorded in this year's third quarter.

**LIQUIDITY AND CAPITAL RESOURCES**

Our principal liquidity requirements are for working capital, capital expenditures, stock repurchases and cash dividends. We fund our liquidity requirements primarily through cash on hand, cash flow from operations and borrowings from our revolving credit facility. We believe our cash on hand, future funds from operations and borrowings from our revolving credit facility will be sufficient to finance our anticipated cash requirements for at least the next twelve months. There is no assurance, however, that we will be able to generate sufficient cash flow or that we will be able to maintain our ability to borrow under our revolving credit facility.

We ended the 39 weeks ended September 28, 2008 with \$3.0 million of cash and cash equivalents compared with \$5.4 million at the end of the same period in fiscal 2007. Our cash flows from operating, investing and financing activities for the 39 weeks ended September 28, 2008 and September 30, 2007 were as follows:

	39 Weeks Ended	
	September 28, 2008	September 30, 2007
	(Dollars in thousands)	
Net cash provided by (used in):		
Operating activities	\$ 29,350	\$ 14,556
Investing activities	(14,157)	(12,119)
Financing activities	(21,963)	(2,154)
(Decrease) increase in cash and cash equivalents	<u>\$ (6,770)</u>	<u>\$ 283</u>

*Operating Activities.* Net cash provided by operating activities for the 39 weeks ended September 28, 2008 and September 30, 2007 was \$29.4 million and \$14.6 million, respectively. The increase in cash provided by operating activities for the 39 weeks ended September 28, 2008 compared to the same period last year primarily reflects reduced funding for working capital, partially offset by lower net income for the period. The decrease in funding for working capital was primarily due to reduced purchases of merchandise inventory in the 39 weeks ended September 28, 2008 to better align inventory balances with weaker sales conditions. Favorable cash flow from operating activities was also provided through reduction of accounts receivable primarily for amounts due from vendors.

*Investing Activities.* Net cash used in investing activities for the 39 weeks ended September 28, 2008 and September 30, 2007 was \$14.2 million and \$12.1 million, respectively. Capital expenditures, excluding non-cash property and equipment acquisitions, represented substantially all of the net cash used in investing activities for both periods. Capital spending primarily reflects new store openings, store-related remodeling, distribution center and corporate headquarters costs and computer hardware and software purchases.

*Financing Activities.* Net cash used in financing activities for the 39 weeks ended September 28, 2008 and September 30, 2007 was \$22.0 million and \$2.2 million, respectively. For the 39 weeks ended September 28, 2008, cash was used primarily to pay down borrowings under our revolving credit facility, repurchase stock and pay dividends. For the 39 weeks ended September 30, 2007, cash provided by operations and from borrowings

under our revolving credit facility was used to fund inventory purchases, capital expenditures, stock repurchases and dividend payments.

As of September 28, 2008, we had revolving credit borrowings of \$99.9 million and letter of credit commitments of \$7.2 million outstanding under our financing agreement. These balances compare to revolving credit borrowings of \$103.4 million and letter of credit commitments of \$0.4 million outstanding as of December 30, 2007 and revolving credit borrowings of \$95.1 million and letter of credit commitments of \$4.5 million outstanding as of September 30, 2007.

Quarterly dividend payments of \$0.09 per share were paid in fiscal 2007 and the first three quarters of fiscal 2008. In the fourth quarter of fiscal 2008, our Board of Directors declared a quarterly cash dividend of \$0.09 per share of outstanding common stock, which will be paid on December 15, 2008 to stockholders of record as of November 28, 2008.

Periodically, we repurchase our common stock in the open market pursuant to programs approved by our Board of Directors. We may repurchase our common stock for a variety of reasons, including the current market price of our stock, to offset dilution related to equity-based compensation plans and to optimize our capital structure.

We repurchased 575,999 shares of our common stock for \$5.1 million during the 39 weeks ended September 28, 2008 and repurchased 577,225 shares of our common stock for \$12.1 million in the 39 weeks ended September 30, 2007. Since the inception of our initial share repurchase program in May 2006 through September 28, 2008, we have repurchased a total of 1,344,085 shares for \$20.6 million. As of September 28, 2008, a total of \$14.4 million remained available for share repurchases under our current share repurchase program.

Future Capital Requirements. We had cash on hand of \$3.0 million at September 28, 2008. We expect capital expenditures for the last quarter of fiscal 2008, excluding non-cash property and equipment acquisitions, to range from approximately \$6.0 million to \$7.0 million, primarily to fund the opening of approximately nine new stores, store-related remodeling, distribution center and corporate office improvements and computer hardware and software purchases. As of September 28, 2008, a total of \$14.4 million remained available for share repurchases under our share repurchase program. We consider several factors in determining when and if we make share repurchases including, among other things, our alternative cash requirements and the market price of our stock. In the fourth quarter of fiscal 2008, our Board of Directors declared a quarterly cash dividend of \$0.09 per share of outstanding common stock, which will be paid on December 15, 2008 to stockholders of record as of November 28, 2008.

We believe our cash on hand, future funds from operations and borrowings from our revolving credit facility will be sufficient to finance our anticipated cash requirements for at least the next twelve months. However, our ability to satisfy such cash requirements depends upon our future performance, which in turn is subject to general economic conditions and regional risks, and to financial, business and other factors affecting our operations, including factors beyond our control. See Part II, Item 1A, "Risk Factors" included in this report and Part I, Item 1A, "Risk Factors" included in our Annual Report on Form 10-K for the fiscal year ended December 30, 2007.

If we are unable to generate sufficient cash flow from operations to meet our obligations and commitments, we will be required to refinance or restructure our indebtedness or raise additional debt or equity capital. Additionally, we may be required to sell material assets or operations, discontinue repurchasing our stock, suspend or reduce dividend payments or delay or forego expansion opportunities. We might not be able to effect successful alternative strategies on satisfactory terms, if at all.

Contractual Obligations and Other Commitments. Our material off-balance sheet contractual commitments are operating lease obligations and letters of credit. We excluded these items from the balance sheet in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Operating lease commitments consist principally of leases for our retail store facilities, distribution center and corporate office. These leases frequently include options which permit us to extend the terms beyond the initial fixed lease term. With respect to most of those leases, we intend to renegotiate those leases as they expire.

Issued and outstanding letters of credit were \$7.2 million at September 28, 2008, and were related primarily to importing of merchandise and funding insurance program liabilities.

We also have capital lease obligations which consist principally of leases for our distribution center delivery trailers and management information systems hardware. Included in our other liabilities is a contractual obligation to the surviving spouse of Robert W. Miller, our co-founder, and asset retirement obligations related to the removal of leasehold improvements from our stores upon termination of our store leases.

Included in the Liquidity and Capital Resources section of Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the year ended December 30, 2007 is a discussion of our future obligations and commitments as of December 30, 2007. In the first thirty-nine weeks of fiscal 2008, our revolving credit borrowings declined slightly from the end of fiscal 2007, and we entered into new operating lease agreements in relation to our store expansion and business operations. We do not believe that these operating leases would materially change our contractual obligations or commitments presented as of December 30, 2007.

In the ordinary course of business, we enter into arrangements with vendors to purchase merchandise in advance of expected delivery. Because most of these purchase orders do not contain any termination payments or other penalties if cancelled, they are not included as outstanding contractual obligations.

Financing Agreement. On December 15, 2004, we entered into a \$160.0 million financing agreement with The CIT Group/Business Credit, Inc. and a syndicate of other lenders. On May 24, 2006, we amended the financing agreement to, among other things, increase the line of credit to \$175.0 million. In 2007 and 2008 the agreement was further amended to, among other things, adjust various definitions relating to availability under the agreement and revise certain covenants, including the fixed-charge coverage ratio requirement.

The initial termination date of the revolving credit facility is March 20, 2011 (subject to annual extensions thereafter). The revolving credit facility may be terminated by the lenders by giving at least 90 days prior written notice before any anniversary date, commencing with its anniversary date on March 20, 2011. We may terminate the revolving

credit facility by giving at least 30 days prior written notice, provided that if we terminate prior to March 20, 2011, we must pay an early termination fee. Unless it is terminated, the revolving credit facility will continue on an annual basis from anniversary date to anniversary date beginning on March 21, 2011.

The revolving credit facility bears interest at various rates based on our overall borrowings, with a floor of LIBOR plus 1.00% or the JP Morgan Chase Bank prime lending rate and a ceiling of LIBOR plus 1.50% or the JP Morgan Chase Bank prime lending rate.

Our financing agreement is secured by a first priority security interest in substantially all of our assets. Our financing agreement contains various financial and other covenants, including covenants that require us to maintain a fixed-charge coverage ratio of not less than 1.0 to 1.0 in certain circumstances, restrict our ability to incur indebtedness or to create various liens and restrict the amount of capital expenditures that we may incur. Our financing agreement also restricts our ability to engage in mergers or acquisitions, sell assets, repurchase our stock or pay dividends. We may repurchase our stock or declare a dividend only if no default or event of default exists on the stock repurchase date or dividend declaration date, as applicable, and a default is not expected to result from the repurchase of stock or payment of the dividend and certain other criteria are met, as more fully described in Part II, Item 2, "Unregistered Sales of Equity Securities and Use of Proceeds," in this report. The requirements are described in more detail in the financing agreement and the amendments thereto, which have been filed as exhibits to our previous filings with the SEC. We are currently in compliance with all covenants under our financing agreement. If we fail to make any required payment under our financing agreement or if we otherwise default under this instrument, the lenders may (i) require us to agree to less favorable interest rates and other terms under the agreement in exchange for a waiver of any such default or (ii) accelerate our debt under this agreement. This acceleration could also result in the acceleration of other indebtedness that we may have outstanding at that time.

## **SEASONALITY AND IMPACT OF INFLATION**

We experience seasonal fluctuations in our net sales and operating results and typically generate higher sales in the fourth quarter, which includes the holiday selling season as well as the winter sports selling season. As a result, we incur significant additional expense in the fourth quarter due to normally higher purchase volumes and increased staffing. Seasonality influences our buying patterns which directly impacts our merchandise and accounts payable levels and cash flows. We purchase merchandise for seasonal activities in advance of a season. If we miscalculate the demand for our products generally or for our product mix during the fourth quarter, our net sales can decline, resulting in excess inventory, which can harm our financial performance.

In fiscal 2008, we are experiencing increasing inflation in the purchase cost of our products. If we are unable to adjust our selling prices, our product selling margins will decline, which could adversely impact our operating results. We do not believe that inflation had a material impact on our operating results for fiscal 2007.

## **CRITICAL ACCOUNTING ESTIMATES**

As discussed in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the fiscal year ended December 30, 2007, we consider our estimates on inventory valuation, vendor allowances, impairment of long-lived assets and goodwill, stock-based compensation and self-insurance reserves to be the most critical in understanding the judgments that are involved in preparing our consolidated financial statements. There have been no significant changes to these estimates in the 39 weeks ended September 28, 2008.

## **RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

In September 2006, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 157, *Fair Value Measurements*. This standard provides guidance for using fair value to measure assets and liabilities. The standard also responds to investors’ requests for expanded information about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings. The standard applies whenever other standards require (or permit) assets or liabilities to be measured at fair value, but does not expand the use of fair value in any new circumstances. There are numerous previously issued statements dealing with fair values that are amended by SFAS No. 157. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued Staff Position (“FSP”) FAS 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13*, which scopes out leasing transactions accounted for under SFAS No. 13, *Accounting for Leases*. In February 2008, FSP FAS 157-2, *Effective Date of FASB Statement No. 157*, was issued, which delays the effective date of SFAS No. 157 to fiscal years and interim periods within those fiscal years beginning after November 15, 2008 for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at

least annually). The implementation of SFAS No. 157 for financial assets and financial liabilities, effective December 31, 2007, did not have a material impact on our consolidated financial statements. We are currently assessing the impact of SFAS No. 157 for nonfinancial assets and nonfinancial liabilities on our interim unaudited condensed consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*. SFAS No. 159 provides companies with an option to report many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective of SFAS No. 159 is to reduce both complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. The FASB believes that SFAS No. 159 helps to mitigate accounting-induced volatility by enabling companies to report related assets and liabilities at fair value, which would likely reduce the need for companies to comply with detailed rules for hedge accounting. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities, and would require entities to display the fair value of those assets and liabilities for which the company has chosen to use fair value on the face of the balance sheet. The new statement does not eliminate disclosure requirements included in other accounting standards, including requirements for disclosures about fair value measurements included in SFAS No. 157, *Fair Value Measurements*. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year beginning after November 15, 2007. We did not elect this fair value option; consequently, the adoption of SFAS No. 159 did not have an impact on our interim unaudited condensed consolidated financial statements.

In December 2007, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin ("SAB") No. 110, which expresses the views of the SEC staff regarding the use of a "simplified" method, as discussed in the previously issued SAB No. 107 ("SAB 107"), in developing an estimate of expected term of "plain vanilla" share options in accordance with SFAS No. 123(R), *Share-Based Payment*. In particular, the SEC staff indicated in SAB 107 that it will accept a company's election to use the simplified method, regardless of whether the company has sufficient information to make more refined estimates of expected term. At the time SAB 107 was issued, the SEC staff believed that more detailed external information about employee exercise behavior (e.g., employee exercise patterns by industry and/or other categories of companies) would, over time, become readily available to companies. Therefore, the SEC staff stated in SAB 107 that it would not expect a company to use the simplified method for share option grants after December 31, 2007. The SEC staff understands that such detailed information about employee exercise behavior may not be widely available by December 31, 2007. Accordingly, the SEC staff will continue to accept, under certain circumstances, the use of the simplified method beyond December 31, 2007. Upon our adoption of SFAS No. 123(R), we elected to use the simplified method to estimate our expected term. Effective December 31, 2007, we discontinued use of the simplified method when we determined that sufficient data was available to develop an estimate of the expected term based upon historical participant behavior. This transition resulted in a decrease in the expected term from 6.25 years for fiscal 2007 to 6.18 years for fiscal 2008 and did not have a material impact on the valuation of our share-based compensation expense.



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In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP in the United States. SFAS No. 162 shall be effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The SEC approved the PCAOB amendments to AU Section 411 on September 16, 2008; therefore, SFAS No. 162 becomes effective November 15, 2008. We do not expect the adoption of SFAS No. 162 to have a material impact on our interim unaudited condensed consolidated financial statements.

## **FORWARD-LOOKING STATEMENTS**

This document includes certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements relate to, among other things, our financial condition, our results of operations, our growth strategy and the business of our company generally. In some cases, you can identify such statements by terminology such as "may", "could", "project", "estimate", "potential", "continue", "should", "expects", "plans", "anticipates", "believes", "intends" or other such terminology. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results in future periods to differ materially from forecasted results. These risks and uncertainties include, among other things, continued or worsening weakness in the consumer spending environment and the U.S. financial and credit markets, the competitive environment in the sporting goods industry in general and in our specific market areas, inflation, product availability and growth opportunities, seasonal fluctuations, weather conditions, changes in cost of goods, operating expense fluctuations, disruption in product flow or increased costs related to distribution center operations, changes in interest rates, credit availability and economic conditions in general. Those and other risks and uncertainties are more fully described in Part II, Item 1A, "Risk Factors" in this report and in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K and other filings with the SEC. We caution that the risk factors set forth in this report are not exclusive. In addition, we conduct our business in a highly competitive and rapidly changing environment. Accordingly, new risk factors may arise. It is not possible for management to predict all such risk factors, nor to assess the impact of all such risk factors on our business or the extent to which any individual risk factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. We undertake no obligation to revise or update any forward-looking statement that may be made from time to time by us or on our behalf.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are subject to risks resulting from interest rate fluctuations since interest on our borrowings under our revolving credit facility is based on variable rates. If the LIBOR or JP Morgan Chase Bank prime rate were to change 1.0% as compared to the rate at September 28, 2008, our interest expense would change approximately \$1.0 million on an annual basis based on the outstanding balance of our borrowings under our revolving credit facility at September 28, 2008. We do not hold any derivative instruments and do not engage in foreign currency transactions or hedging activities.

### **Item 4. Controls and Procedures**

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

We conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report. Based on such evaluation, our CEO and CFO have concluded that, as of the end of such period, our disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act and are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

#### **Changes in Internal Control Over Financial Reporting**

During the fiscal quarter ended September 28, 2008, no changes occurred with respect to our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

On January 17, 2008, the Company was served with a complaint filed in the California Superior Court in the County of Los Angeles, entitled *Adi Zimmerman v. Big 5 Sporting Goods Corporation, et al.*, Case No. BC383834, alleging violations of the California Civil Code. On May 31, 2008, the Company was served with a complaint filed in the California Superior Court in the County of San Diego, entitled *Michele Gonzalez v. Big 5 Sporting Goods Corporation, et al.*, Case No. 37-2008-00083307-CU-BT-CTL, alleging violations of the California Civil Code and California Business and Professions Code and invasion of privacy. Each complaint was brought as a purported class action on behalf of persons who made purchases at the Company's stores in California using credit cards and were requested to provide their zip codes. Each plaintiff alleges, among other things, that customers making purchases with credit cards at the Company's stores in California were improperly requested to provide their zip code at the time of such purchases. Each plaintiff seeks, on behalf of the class members, statutory penalties, injunctive relief to require the Company to discontinue the allegedly improper conduct and attorneys' fees and costs. The plaintiff in the Gonzalez case also seeks, on behalf of the class members, general damages, special damages, exemplary or punitive damages and disgorgement of profits. The Company believes that each complaint is without merit and intends to defend each suit vigorously. The Company is not able to evaluate the likelihood of an unfavorable outcome in either case or to estimate a range of potential loss in the event of an unfavorable outcome in either case at the present time. If either case is resolved unfavorably to the Company, this litigation could have a material adverse effect on the Company's financial condition, and any required change in the Company's business practices, as well as the costs of defending this litigation, could have a negative impact on the Company's results of operations.

The Company is involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position, results of operations or liquidity.

## Item 1A. Risk Factors

Except as set forth below, there have been no material changes to the risk factors identified in Part I, Item 1A, “Risk Factors”, of the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2007.

**The recent disruptions in the overall economy and the financial markets may adversely impact our business and results of operations, as well as our lenders.**

The retail industry can be greatly affected by macro-economic factors, including changes in national, regional, and local economic conditions, as well as consumers’ perceptions of such economic factors. These factors, including employment levels, income, prices, and credit availability and interest rates affecting consumers, could adversely affect consumer spending patterns. As discussed in this and prior reports, the consumer environment has been particularly challenging over the last several quarters. The recent disruptions in the overall economy and financial markets could further reduce consumer income, liquidity, credit and confidence in the economy, and result in further reductions in consumer spending. Further deterioration of the consumer spending environment would be harmful to our financial position and results of operations, could adversely affect our ability to comply with our covenants under our credit facility and, as a result, may negatively impact our ability to continue payment of our quarterly dividend, to repurchase our stock and to open additional stores in the manner that we have in the past. There can be no assurances that government responses to the disruptions in the financial markets will restore consumer confidence, stabilize such markets or increase liquidity and the availability of credit to consumers and businesses.

Recently, worldwide capital and credit markets have seen nearly unprecedented volatility, which has impacted the ability of several financial institutions to meet their obligations. Based on information available to us, all of the lenders under our credit facility are currently able to fulfill their commitments thereunder. However, there can be no assurance that our lenders will be able to fulfill their funding obligations in the future.

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

The following tabular summary reflects the Company's repurchase activity during the fiscal quarter ended September 28, 2008:

**ISSUER PURCHASES OF EQUITY SECURITIES (1)**

<i>Fiscal Period</i>	<i>Total Number of Shares Purchased</i>	<i>Average Price Paid per Share</i>	<i>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</i>	<i>Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs</i>
June 30 — July 27	85,757	\$ 7.05	85,757	\$ 14,391,000
July 28 — August 24	—	—	—	\$ 14,391,000
August 25 — September 28	—	—	—	\$ 14,391,000
Total	<u>85,757</u>	<u>\$ 7.05</u>	<u>85,757</u>	<u>\$ 14,391,000</u>

(1) The Company repurchased 575,999 shares of its common stock for \$5.1 million during the 39 weeks ended September 28, 2008 and repurchased 577,225 shares of its common stock for \$12.1 million during the 39 weeks ended September 30, 2007. The current share repurchase program was announced on November 1, 2007. The current program authorizes the repurchase of the Company's common stock for amounts totaling \$20.0 million, and the Company has repurchased 607,342 shares (for a total of \$5.6 million) pursuant to that authorization through September 28, 2008. As of September 28, 2008, a total of \$14.4 million remained available for share repurchases under the Company's current share repurchase program. Since the inception of its initial share repurchase program in May 2006 through September 28, 2008, the Company has repurchased a total of 1,344,085 shares for \$20.6 million. The Company's dividends and stock repurchases are generally funded by distributions from its subsidiary, Big 5 Corp. Generally, as long as there is no default or event of default under the Company's financing agreement, Big 5 Corp. may make distributions to the Company of up to \$15.0 million per year (and up to \$5.0 million per quarter) for any purpose (including dividends or stock repurchases) and may make additional distributions for the purpose of paying Company dividends or repurchasing Company common stock if Big 5 Corp. will have post-dividend liquidity (as defined in the financing agreement) of at least \$30 million.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

(a) Exhibits

<b>Exhibit Number</b>	<b>Description of Document</b>
10.1	Form of Stock Option Grant Notice and Stock Option Agreement for use with the 2007 Equity and Performance Incentive Plan (1)
10.2	Notice of Amendment of Stock Option Terms (1)
15.1	Independent Auditors' Awareness Letter Regarding Unaudited Interim Financial Statements
31.1	Rule 13a-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer

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(1) Incorporated by reference to the Quarterly Report on Form 10-Q filed by Big 5 Sporting Goods Corporation on August 1, 2008.

**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.

**BIG 5 SPORTING GOODS CORPORATION,**  
a Delaware corporation

Date: November 4, 2008

By:                   /s/ Steven G. Miller                    
Steven G. Miller  
*Chairman of the Board of Directors,  
President and Chief Executive Officer*

Date: November 4, 2008

By:                   /s/ Barry D. Emerson                    
Barry D. Emerson  
*Senior Vice President,  
Chief Financial Officer and Treasurer  
(Principal Financial and  
Accounting Officer)*

November 4, 2008

Big 5 Sporting Goods Corporation  
El Segundo, California

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim financial information of Big 5 Sporting Goods Corporation and subsidiaries for the periods ended September 28, 2008, and September 30, 2007, as indicated in our report dated November 4, 2008; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended September 28, 2008, is incorporated by reference in Registration Statement Nos. 333-149730 and 333-104898 on Form S-8.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ DELOITTE & TOUCHE LLP  
Los Angeles, California



## CERTIFICATIONS

I, Steven G. Miller, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Big 5 Sporting Goods Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2008

/s/ Steven G. Miller  
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Steven G. Miller  
President and Chief Executive Officer

## CERTIFICATIONS

I, Barry D. Emerson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Big 5 Sporting Goods Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 4, 2008

/s/ Barry D. Emerson

Barry D. Emerson

Senior Vice President, Chief Financial Officer and Treasurer

**CERTIFICATION  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Big 5 Sporting Goods Corporation (the "Company") for the period ending September 28, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven G. Miller, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Steven G. Miller

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Steven G. Miller

President and Chief Executive Officer

November 4, 2008

A signed original of this written statement required by Section 906 has been provided to Big 5 Sporting Goods Corporation and will be retained by Big 5 Sporting Goods Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION**  
**PURSUANT TO 18 U.S.C. SECTION 1350,**  
**AS ADOPTED PURSUANT TO SECTION 906 OF**  
**THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Big 5 Sporting Goods Corporation (the "Company") for the period ending September 28, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Barry D. Emerson, Senior Vice President, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Barry D. Emerson

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Barry D. Emerson

Senior Vice President, Chief Financial Officer and Treasurer

November 4, 2008

A signed original of this written statement required by Section 906 has been provided to Big 5 Sporting Goods Corporation and will be retained by Big 5 Sporting Goods Corporation and furnished to the Securities and Exchange Commission or its staff upon request.