



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): August 4, 2004

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**BIG 5 SPORTING GOODS CORPORATION**

(Exact name of registrant as specified in charter)

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Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-49850  
(Commission File Number)

95-4388794  
(IRS Employer  
Identification No.)

2525 East El Segundo Boulevard,  
El Segundo California  
(Address of principal executive offices)

90245  
(Zip Code)

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

N/A  
(Former name or former address, if changed since last report)

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### **Item 12. Results of Operations and Financial Condition**

The information in this Current Report on Form 8-K, including the exhibit, is furnished pursuant to Item 12, “Results of Operations and Financial Condition” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that Section. Furthermore, the information in this Current Report on Form 8-K, including the exhibit, shall not be deemed to be incorporated by reference into the filings of Big 5 Sporting Goods Corporation under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

On August 4, 2004, Big 5 Sporting Goods Corporation issued a press release announcing its fiscal 2004 second quarter results. A copy of the press release is furnished as Exhibit 99.1 to this report.

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**SIGNATURES**

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

BIG 5 SPORTING GOODS CORPORATION

(Registrant)

Date: August 4, 2004

/s/ Charles P. Kirk

Charles P. Kirk

Senior Vice President and Chief Financial Officer

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**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release, dated August 4, 2004, issued by Big 5 Sporting Goods Corporation.

Contacts:

Big 5 Sporting Goods Corporation  
Charles Kirk  
Sr. Vice President and Chief Financial Officer  
(310) 536-0611

John Mills  
Integrated Corporate Relations, Inc.  
(310) 395-2215

BIG 5 SPORTING GOODS CORPORATION ANNOUNCES FISCAL 2004 SECOND QUARTER RESULTS

- SECOND QUARTER 2004 DILUTED EPS INCREASES 25% TO \$0.35 BEFORE \$0.02 DEBT REDEMPTION CHARGE, VERSUS \$0.28 IN SECOND QUARTER 2003
- SAME STORE SALES INCREASE OF 3.9% REPRESENTS 34TH CONSECUTIVE QUARTER OF SAME STORE SALES GROWTH
- CONFERENCE CALL SCHEDULED FOR TODAY AT 2:00 P.M. (PACIFIC); SIMULTANEOUS WEBCAST AT WWW.BIG5SPORTINGGOODS.COM

EL SEGUNDO, CA - AUGUST 4, 2004 - Big 5 Sporting Goods Corporation (Nasdaq: BGFV), a leading sporting goods retailer, today reported financial results for the fiscal 2004 second quarter and six months ended June 27, 2004.

For the 2004 second quarter, net sales increased 8.5% to \$184.5 million from \$170.1 million in the second quarter of fiscal 2003. Same store sales increased 3.9% versus the same quarter last year, representing the company's 34th consecutive quarter of same store sales growth over comparable prior periods. Net income for the 2004 second quarter increased to \$8.0 million, or \$0.35 per diluted share excluding a charge of \$0.5 million, or \$0.02 per diluted share, net of taxes, associated with the redemption of \$15.0 million principal amount of the company's 10.875% senior notes. These figures compare to net income of \$6.3 million, or \$0.28 per diluted share, in the same period last year. Net income, calculated in accordance with generally accepted accounting principles ("GAAP"), was \$7.5 million, or \$0.33 per diluted share, for the 2004 second quarter.

For the six-month period ended June 27, 2004, net sales increased 9.2% to \$365.5 million from \$334.6 million in the same period last year and same store sales increased 4.5% versus the same six months of 2003. Net income in the first half of fiscal 2004 was \$14.8 million, or \$0.65 per diluted share excluding the aforementioned second quarter debt redemption charge, compared to \$10.5 million, or \$0.46 per diluted share excluding a similar debt redemption charge of \$0.9 million, or \$0.04 per diluted share, net of taxes, for the same period in fiscal 2003. Net income, calculated in accordance with GAAP, increased to \$14.3 million, or \$0.63 per diluted share, for the first six

months of fiscal 2004, compared to net income of \$9.7 million, or \$0.43 per diluted share, in the same period last year.

"We are pleased to have achieved another very solid performance for Big 5 Sporting Goods," said Steven G. Miller, Big 5's Chairman, President and Chief Executive Officer. "Our focused approach to drive top-line sales allowed us to realize comp store gains in each of our five geographic regions and for each of our three major merchandise categories - footwear, apparel and hard goods. Our proven business model continues to perform well and we feel we are positioned to continue our strong performance going forward."

Big 5 reports net income and earnings per diluted share in accordance with GAAP and additionally on a pro forma basis to exclude certain effects of the company's senior note redemptions (as described above). Big 5 uses this pro forma reporting internally to evaluate its operating performance without regard to certain financial effects of its partial senior note redemptions and believes this presentation will provide investors with additional insight into its operating results. A reconciliation of the senior note redemptions pro forma adjustments to GAAP appears in the financial statements portion of this release.

#### STORE OPENINGS

The company ended the fiscal 2004 second quarter operating 295 stores, opening one new store during the quarter. The company anticipates opening between 13 and 16 additional new stores by the end of fiscal 2004.

#### EPS GUIDANCE

Big 5 expects to realize same store sales growth in the low single-digit range for the third fiscal quarter of 2004, resulting in earnings per diluted share in the range of \$0.34 to \$0.36. For the 2004 fiscal year, the company expects to realize same store sales growth in the low to mid-single-digit range and expects pro forma earnings to be in the range of \$1.55 to \$1.61 per diluted share, which is unchanged from previous guidance. The full year estimate of earnings per diluted share excludes the \$0.02 per diluted share charge recorded in the second quarter associated with a redemption of \$15.0 million principal amount of the company's 10.875% senior notes. Fiscal 2004 will include 53 weeks for accounting purposes, with the extra week being included in the company's fourth quarter results. This additional week should add approximately 1.75% to fiscal 2004 sales versus fiscal 2003, but should not have a material impact on earnings results for the fourth quarter or fiscal year.

#### CONFERENCE CALL INFORMATION

Big 5 will host a conference call and audio webcast today at 2:00 p.m. (Pacific) to discuss financial results for the quarter ended June 27, 2004. The webcast will be available at [www.big5sportinggoods.com](http://www.big5sportinggoods.com) and archived for 30 days.

#### ABOUT BIG 5 SPORTING GOODS CORPORATION

Big 5 is the leading sporting goods retailer in the western United States, operating 295 stores in 10 states under the "Big 5 Sporting Goods" name. Big 5 provides a full-line product offering in a traditional sporting goods store format that averages 11,000 square feet. Big 5'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.



Except for historical information contained herein, the statements in this release are forward-looking and made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve known and unknown risks and uncertainties, which may cause Big 5's actual results in future periods to differ materially from forecasted results. Those risks and uncertainties include, among other things, the competitive environment in the sporting goods industry in general and in Big 5's specific market areas, inflation, product availability and growth opportunities, seasonal fluctuations, weather conditions, changes in costs of goods sold, changes in interest rates and economic conditions in general. Those and other risks are more fully described in Big 5's filings with the Securities and Exchange Commission, including the Annual Report on Form 10-K filed on March 12, 2004. Big 5 disclaims any obligation to update any such factors or to publicly announce results of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

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FINANCIAL TABLES FOLLOW

BIG 5 SPORTING GOODS  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)  
(IN THOUSANDS, EXCEPT EARNINGS PER SHARE DATA)

	As Reported 13 Weeks Ended		Pro Forma 13 Weeks Ended(1)
	June 27, 2004	June 29, 2003	June 27, 2004
Net sales	\$ 184,487	\$ 170,125	\$ 184,487
Cost of goods sold, buying and occupancy	116,806	107,530	116,806
Gross profit	67,681	62,595	67,681
Selling and administrative	50,035	46,521	50,035
Depreciation and amortization	2,711	2,527	2,711
Operating income	14,935	13,547	14,935
Premium and unamortized financing fees related to redemption of debt	792	--	--
Interest expense, net	1,638	2,922	1,638
Income before income taxes	12,505	10,625	13,297
Income taxes	5,001	4,357	5,318
Net income available to common stockholders	\$ 7,504	\$ 6,268	\$ 7,979
Earnings per share:			
Basic	\$ 0.33	\$ 0.28	\$ 0.35
Diluted	\$ 0.33	\$ 0.28	\$ 0.35
Shares used to calculate earnings per share:			
Basic	22,668	22,664	22,668
Diluted	22,794	22,730	22,794

BIG 5 SPORTING GOODS  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)  
(IN THOUSANDS, EXCEPT EARNINGS PER SHARE DATA)

	As Reported 26 Weeks Ended		Pro Forma 26 Weeks Ended (1)	
	June 27, 2004	June 29, 2003	June 27, 2004	June 29, 2003
Net sales	\$365,492	\$334,642	\$365,492	\$334,642
Cost of goods sold, buying and occupancy	232,172	214,195	232,172	214,195
Gross profit	133,320	120,447	133,320	120,447
Selling and administrative	99,615	91,643	99,615	91,643
Depreciation and amortization	5,502	5,043	5,502	5,043
Operating income	28,203	23,761	28,203	23,761
Premium and unamortized financing fees related to redemption of debt	792	1,483	--	--
Interest expense, net	3,574	5,896	3,574	5,896
Income before income taxes	23,837	16,382	24,629	17,865
Income taxes	9,534	6,717	9,851	7,325
Net income	\$ 14,303	\$ 9,665	\$ 14,778	\$ 10,540
Earnings per share:				
Basic	\$ 0.63	\$ 0.43	\$ 0.65	\$ 0.47
Diluted	\$ 0.63	\$ 0.43	\$ 0.65	\$ 0.46
Shares used to calculate earnings per share:				
Basic	22,666	22,637	22,666	22,637
Diluted	22,792	22,691	22,792	22,691

BIG 5 SPORTING GOODS  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)

(1) The above pro forma statements are based upon the company's unaudited consolidated financial statements, with certain adjustments. This presentation is not in accordance with, or an alternative for, generally accepted accounting principles (GAAP) and may not be consistent with the presentation used by other companies. However, Big 5 uses this pro forma reporting internally to evaluate its operating performance without regard to certain financial effects of the 2004 second quarter and 2003 first quarter partial senior note redemptions and believes this presentation will provide investors with additional insight into its operating results. The following table reconciles the pro forma data to that reported in the financial statements by making certain adjustments for the 2004 and 2003 partial senior note redemptions.

(in thousands except earnings per share data)	13 Weeks Ended June 27, 2004	26 Weeks Ended	
	-----	-----	-----
	June 27, 2004	June 27, 2004	June 27, 2003
	-----	-----	-----
Reported net income	\$ 7,504	\$ 14,303	\$ 9,665
Premium and unamortized financing fees related to redemption of debt (a)	792	792	1,483
Income taxes (b)	(317)	(317)	(608)
	-----	-----	-----
Pro forma net income	\$ 7,979	\$ 14,778	\$ 10,540
	=====	=====	=====
Pro forma earnings per share - diluted	\$ 0.35	\$ 0.65	\$ 0.46
	=====	=====	=====
Pro forma weighted average shares outstanding - diluted	22,794	22,792	22,691

(a) To eliminate the premium and unamortized financing fees associated with the 2004 and 2003 partial redemptions of senior notes.

(b) To reflect tax benefit for item (a) noted above at the company's effective tax rate.

BIG 5 SPORTING GOODS  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)  
(IN THOUSANDS)

	June 27, 2004 -----	December 28, 2003 -----
Assets		
Current assets		
Cash	\$ 6,435	\$ 9,030
Merchandise inventory	199,383	179,555
Other current assets	9,852	16,539
	-----	-----
Total current assets	215,670	205,124
	-----	-----
Property and equipment, net	45,665	46,952
Other long-term assets	18,568	19,949
	-----	-----
Total assets	\$279,903	\$272,025
	=====	=====
Liabilities and Stockholders' Equity		
Accounts payable	\$ 73,204	\$ 76,004
Other current liabilities	41,246	54,717
Deferred rent	11,613	11,654
Long-term debt	109,517	99,686
	-----	-----
Total liabilities	235,580	242,061
	-----	-----
Net stockholders' equity	44,323	29,964
	-----	-----
Total liabilities and stockholders' equity	\$279,903	\$272,025
	=====	=====