WILLIAMS SONOMA INC
Form 10-Q
June 12, 2009
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended May 3, 2009.

or

¨ **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: 001-14077

WILLIAMS-SONOMA, INC.

(Exact name of registrant as specified in its charter)

California	94-2203880
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3250 Van Ness Avenue, San Francisco, CA	94109
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: (415) 421-7900

(Former name, former address and former fiscal year, if changed since last report)

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 _ü_ No ___

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ___ No ___

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

Large accelerated filer _ü_	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 _ü_

As of May 31, 2009, 105,728,250 shares of the registrant s Common Stock were outstanding.

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WILLIAMS-SONOMA, INC.

REPORT ON FORM 10-Q

FOR THE QUARTER ENDED MAY 3, 2009

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PART I. FINANCIAL INFORMATION

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ITEM 1. FINANCIAL STATEMENTS

WILLIAMS-SONOMA, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

Dollars and shares in thousands, except per share amounts	May 3, 2009	February 1, 2009	May 4, 2008
ASSETS			
Current assets			
Cash and cash equivalents	$ 95,704	$ 148,822	$ 26,838
Accounts receivable	42,464	37,405	60,413
Merchandise inventories, net	548,137	572,899	713,691
Prepaid catalog expenses	37,214	36,424	54,268
Prepaid expenses	61,596	45,354	42,720
Deferred income taxes	90,390	90,349	91,816
Other assets	8,516	9,420	8,404
Total current assets	884,021	940,673	998,150
Property and equipment, net	917,273	942,219	995,734
Non-current deferred income taxes	38,173	36,555	47,032
Other assets	15,002	16,017	18,626
Total assets	$ 1,854,469	$ 1,935,464	$ 2,059,542
LIABILITIES AND SHAREHOLDERS EQUITY			
Current liabilities			
Accounts payable	$ 130,226	$ 162,362	$ 177,341
Accrued salaries, benefits and other	63,002	75,732	82,505
Customer deposits	186,229	192,209	192,403
Income taxes payable	48	112	16,648
Current portion of long-term debt	14,702	14,702	14,734
Borrowings under line of credit	-	-	61,000
Other liabilities	19,249	15,620	16,642
Total current liabilities	413,456	460,737	561,273
Deferred rent and lease incentives	258,327	264,672	259,874
Long-term debt	10,231	10,259	11,238
Other long-term obligations	50,040	51,812	56,436
Total liabilities	732,054	787,480	888,821
Commitments and contingencies			
Shareholders equity			
Preferred stock, $.01 par value, 7,500 shares authorized, none issued	-	-	-
Common stock, $.01 par value, 253,125 shares authorized, issued and outstanding: 105,694, 105,664 and 105,546 shares at May 3, 2009, February 1, 2009 and May 4, 2008, respectively	1,057	1,057	1,055
Additional paid-in capital	421,210	416,366	411,278
Retained earnings	693,531	725,052	743,903
Accumulated other comprehensive income	6,617	5,509	14,485
Total shareholders equity	1,122,415	1,147,984	1,170,721
Total liabilities and shareholders equity	$ 1,854,469	$ 1,935,464	$ 2,059,542

See Notes to Condensed Consolidated Financial Statements.

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WILLIAMS-SONOMA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Thirteen Weeks Ended	
Dollars and shares in thousands, except per share amounts	May 3, 2009	May 4, 2008
Net revenues	$ 611,615	$ 781,784
Cost of goods sold	427,652	505,565
Gross margin	183,963	276,219
Selling, general and administrative expenses	213,204	259,336
Interest income	48	577
Interest expense	318	398
Earnings (loss) before income taxes	(29,511)	17,062
Income tax expense (benefit)	(10,806)	6,615
Net earnings (loss)	$ (18,705)	$ 10,447
Basic earnings (loss) per share	$ (0.18)	$ 0.10
Diluted earnings (loss) per share	$ (0.18)	$ 0.10
Shares used in calculation of earnings (loss) per share:		
Basic	105,669	105,400
Diluted	105,669	107,114

See Notes to Condensed Consolidated Financial Statements.

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WILLIAMS-SONOMA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Thirteen Weeks Ended May 3,	May 4,
Dollars in thousands	2009	2008
Cash flows from operating activities:		
Net earnings (loss)	$ (18,705)	$ 10,447
Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	36,319	37,132
Loss on disposal/impairment of assets	4,821	1,413
Amortization of deferred lease incentives	(7,815)	(7,852)
Deferred income taxes	(2,085)	(2,113)
Tax benefit from exercise of stock options	16	875
Stock-based compensation expense	5,221	6,556
Other	-	(416)
Changes in:		
Accounts receivable	(5,037)	(13,039)
Merchandise inventories	25,089	(20,203)
Prepaid catalog expenses	(790)	639
Prepaid expenses and other assets	(14,345)	(9,180)
Accounts payable	(26,971)	(20,546)
Accrued salaries, benefits and other current and long-term liabilities	(11,092)	(15,451)
Customer deposits	(6,079)	(9,266)
Deferred rent and lease incentives	1,304	19,996
Income taxes payable	(64)	(67,334)
Net cash used in operating activities	(20,213)	(88,342)
Cash flows from investing activities:		
Purchases of property and equipment	(20,636)	(53,481)
Other	90	480
Net cash used in investing activities	(20,546)	(53,001)
Cash flows from financing activities:		
Net borrowings under line of credit	-	61,000
Net proceeds from exercise of stock options	298	(203)
Excess tax benefit from exercise of stock options	-	908
Payment of dividends	(12,779)	(12,210)
Other	(61)	-
Net cash (used in) provided by financing activities	(12,542)	49,495
Effect of exchange rates on cash and cash equivalents	183	(264)
Net decrease in cash and cash equivalents	(53,118)	(92,112)
Cash and cash equivalents at beginning of period	148,822	118,950
Cash and cash equivalents at end of period	$ 95,704	$ 26,838

See Notes to Condensed Consolidated Financial Statements.

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WILLIAMS-SONOMA, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Thirteen Weeks Ended May 3, 2009 and May 4, 2008

(Unaudited)

NOTE A. FINANCIAL STATEMENTS - BASIS OF PRESENTATION

These financial statements include Williams-Sonoma, Inc. and its wholly owned subsidiaries (we, us or our). The condensed consolidated balance sheets as of May 3, 2009 and May 4, 2008, the condensed consolidated statements of operations and the condensed consolidated statements of cash flows for the thirteen weeks ended May 3, 2009 and May 4, 2008 have been prepared by us, without audit. In our opinion, the financial statements include all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position at the balance sheet dates and the results of operations for the thirteen weeks then ended. Significant intercompany transactions and accounts have been eliminated. The balance sheet as of February 1, 2009, presented herein, has been derived from our audited balance sheet included in our Annual Report on Form 10-K for the fiscal year ended February 1, 2009.

The results of operations for the thirteen weeks ended May 3, 2009 are not necessarily indicative of the operating results of the full year.

Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended February 1, 2009.

NOTE B. ACCOUNTING POLICIES

Recent Accounting Pronouncements

On February 2, 2009, we adopted Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*. SFAS No. 157 establishes a standard definition for fair value, provides a framework under generally accepted accounting principles for measuring fair value and expands disclosure requirements for fair value measurements. We do not have significant financial assets and liabilities or nonfinancial assets and liabilities recognized or disclosed at fair value and, as such, the adoption of SFAS No. 157 did not have a material impact on our consolidated financial position, results of operations or cash flows.

On February 2, 2009, we adopted the Financial Accounting Standards Board (FASB) Staff Position (FSP) Emerging Issues Task Force (EITF) 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities* (FSP EITF 03-6-1). FSP EITF 03-6-1 clarifies that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are to be included in the computation of earnings per share under the two-class method described in SFAS No. 128, *Earnings per Share*. The adoption of this FSP did not have and is not expected to have a material impact on our computation of earnings per share.

In April 2009, the FASB issued FSP 107-1 and the Accounting Principles Board (APB) 28-1, Interim Disclosures about Fair Value of Financial Instruments. This FSP amends SFAS No. 107, Disclosures about Fair Value of Financial Instruments, and requires disclosures about fair value of financial instruments for interim reporting periods as well as for annual financial statements. Additionally, this FSP amends APB Opinion No. 28, Interim Financial Reporting, and requires those disclosures in summarized financial information at interim reporting periods. These disclosures are required for

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interim reporting periods ending after June 15, 2009. We do not believe the adoption of this FASB will have a material impact on our financial statements.

NOTE C. STOCK-BASED COMPENSATION

Equity Award Programs

Our Amended and Restated 2001 Long-Term Incentive Plan (the Plan) provides for grants of incentive stock options, nonqualified stock options, stock-settled stock appreciation rights (collectively, option awards), restricted stock awards, restricted stock units, deferred stock awards (collectively, stock awards) and dividend equivalents up to an aggregate of 15,959,903 shares. Awards may be granted under the Plan to officers, employees and non-employee Board members of the company or any parent or subsidiary. Annual grants are limited to 1,000,000 shares covered by option awards and 400,000 shares covered by stock awards on a per person basis. All grants of option awards made under the Plan have a maximum term of ten years, except incentive stock options that may be issued to 10% shareholders, which have a maximum term of five years. The exercise price of these option awards is not less than 100% of the closing price of our stock on the day prior to the grant date or not less than 110% of such closing price for an incentive stock option granted to a 10% shareholder. Option awards granted to employees generally vest over a period of four to five years. Stock awards granted to employees generally vest over a period of three to five years for service based awards. Certain option and stock awards contain vesting acceleration clauses in the event of a merger or similar corporate event. Option and stock awards granted to non-employee Board members generally vest in one year. Non-employee Board members automatically receive stock awards on the date of their initial election to the Board and annually thereafter on the date of the annual meeting of shareholders (so long as they continue to serve as a non-employee Board member). Shares issued as a result of award exercises will be funded with the issuance of new shares.

Stock-Based Compensation Expense

We account for stock-based compensation arrangements in accordance with SFAS No. 123R, Share-Based Payment, which requires us to measure and record compensation expense in our consolidated financial statements for all employee stock-based awards using a fair value method.

During the thirteen weeks ended May 3, 2009 and May 4, 2008, we recognized total stock-based compensation expense, as a component of selling, general and administrative expenses, of $5,221,000 and $6,560,000, respectively.

Equity Award Exchange Program

In response to the significant decline in our stock price, on June 11, 2008, our shareholders approved an offer for our eligible employees to exchange certain outstanding option awards for restricted stock units. This offer commenced on March 16, 2009 and closed on April 10, 2009, at which time, 2,979,735 outstanding option awards were exchanged for 842,019 restricted stock units. Participants exchanged their eligible option awards for restricted stock units of an approximate equal fair value and, as such, no incremental compensation expense was recognized as a result of the exchange. The remaining unamortized compensation expense associated with the newly issued restricted stock units of approximately $19,199,000 will be recognized on a straight-line basis over the vesting periods of the awards of approximately 3 years.

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Stock Options

The following table summarizes our stock option activity during the thirteen weeks ended May 3, 2009:

	Shares
Balance at February 1, 2009	5,626,543
Granted	-
Exercised	(30,200)
Canceled[1]	(1,588,182)
Balance at May 3, 2009	4,008,161
Vested at May 3, 2009	3,860,501
Vested plus expected to vest at May 3, 2009	3,999,346

[1] As a result of the equity award exchange program, a total of 1,134,620 options were cancelled during the first quarter of fiscal 2009 in exchange for the issuance of restricted stock units.

Stock-Settled Stock Appreciation Rights

The following table summarizes our stock-settled stock appreciation rights activity during the thirteen weeks ended May 3, 2009:

	Shares
Balance at February 1, 2009	7,611,514
Granted	-
Converted	-
Canceled[1]	(2,100,056)
Balance at May 3, 2009	5,511,458
Vested at May 3, 2009	677,008
Vested plus expected to vest at May 3, 2009	4,410,629

[1] As a result of the equity award exchange program, a total of 1,845,115 stock-settled stock appreciation rights were cancelled during the first quarter of fiscal 2009 in exchange for the issuance of restricted stock units.

Restricted Stock Units

The following table summarizes our restricted stock unit activity during the thirteen weeks ended May 3, 2009:

	Shares
Balance at February 1, 2009	1,246,333
Granted[1]	842,019
Released	-
Canceled	(19,419)
Balance at May 3, 2009	2,068,933
Vested at May 3, 2009	-
Expected to vest at May 3, 2009	1,844,841

[1] As a result of the equity award exchange program, a total of 842,019 restricted stock units were granted during the first quarter of fiscal 2009.

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NOTE D. BORROWING ARRANGEMENTS

Credit Facility

We have a credit facility that provides for a $300,000,000 unsecured revolving line of credit that may be used for loans or letters of credit. Prior to April 4, 2011, we may, upon notice to the lenders, request an increase in the credit facility of up to $200,000,000, to provide for a total of $500,000,000 of unsecured revolving credit. The revolving line of credit facility contains certain financial covenants, including a maximum leverage ratio (funded debt adjusted for lease and rent expense to earnings before interest, income tax, depreciation, amortization and rent expense EBITDAR), a minimum fixed charge coverage ratio (calculated as EBITDAR to total fixed charges), and covenants limiting our ability to repurchase shares of stock or increase our dividend, in addition to covenants limiting our ability to dispose of assets, make acquisitions, be acquired (if a default would result from the acquisition), incur indebtedness, grant liens and make investments. The credit facility contains events of default that include, among others, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, bankruptcy and insolvency events, material judgments, cross defaults to material indebtedness and events constituting a change of control. The occurrence of an event of default will increase the applicable rate of interest by 2.0% and could result in the acceleration of our obligations under the credit facility and an obligation of any or all of our subsidiaries that have guaranteed our credit facility to pay the full amount of our obligations under the credit facility. The credit facility matures on October 4, 2011, at which time all outstanding borrowings must be repaid and all outstanding letters of credit must be cash collateralized.

We may elect interest rates calculated at (i) Bank of America s prime rate (or, if greater, the average rate on overnight federal funds plus one-half of one percent, or a rate based on LIBOR plus one percent) plus a margin based on our leverage ratio, or (ii) LIBOR plus a margin based on our leverage ratio. As of May 3, 2009 and May 4, 2008, zero and $61,000,000, respectively, was outstanding under the credit facility. Additionally, as of May 3, 2009, $38,359,000 in issued but undrawn standby letters of credit was outstanding under the credit facility. The standby letters of credit were issued to secure the liabilities associated with workers compensation, other insurance programs and certain debt transactions. As of May 3, 2009, we were in compliance with our financial covenants under the credit facility and based on our current projections, expect to be in compliance throughout fiscal 2009.

Letter of Credit Facilities

We have five unsecured commercial letter of credit reimbursement facilities. Based on the general economic environment and our continued expected decrease in inventory purchases, in April 2009 we amended one of these facilities to decrease the aggregate credit available under the facility by $10,000,000. The total available credit under all letter of credit facilities is now $155,000,000. The letter of credit facilities contain substantially similar covenants and provide for substantially similar events of default as the credit facility. Interest on amounts outstanding under the letter of credit facilities accrues at the lender s prime rate (or if greater, the average rate on overnight federal funds plus one-half of one percent) plus 2.0%. As of May 3, 2009, an aggregate of $33,844,000 was outstanding under the letter of credit facilities. Such letters of credit represent only a future commitment to fund inventory purchases to which we had not taken legal title as of May 3, 2009. The letter of credit facilities expire on September 4, 2009, however, we intend to renew these facilities prior to their expiration. For any future letters of credit issued under the reimbursement facilities by September 4, 2009, the latest expiration possible under the facilities is February 1, 2010.

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NOTE E. COMPREHENSIVE INCOME

Comprehensive income for the thirteen weeks ended May 3, 2009 and May 4, 2008 was as follows:

	Thirteen Weeks Ended May 3,	
Dollars in thousands	2009	May 4, 2008
Net earnings (loss)	$ (18,705)	$ 10,447
Other comprehensive income (loss)		
Foreign currency translation adjustment	1,108	(762)
Net unrealized gain (loss) on investment	-	(3)
Comprehensive income (loss)	$ (17,597)	$ 9,682

NOTE F. EARNINGS PER SHARE

Basic earnings per share is computed as net earnings divided by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed as net earnings divided by the weighted average number of common shares outstanding for the period plus common stock equivalents consisting of shares subject to stock-based awards with exercise prices less than or equal to the average market price of our common stock for the period, to the extent their inclusion would be dilutive.

The following is a reconciliation of net earnings (loss) and the number of shares used in the basic and diluted earnings (loss) per share computations:

Dollars and amounts in thousands, except per share amounts	Net Earnings (Loss)	Weighted Average Shares	Per Share Amount
Thirteen weeks ended May 3, 2009			
Basic	$ (18,705)	105,669	$ (0.18)
Effect of dilutive stock-based awards[1]		-	
Diluted	$ (18,705)	105,669	$ (0.18)
Thirteen weeks ended May 4, 2008			
Basic	$ 10,447	105,400	$ 0.10
Effect of dilutive stock-based awards		1,714	
Diluted	$ 10,447	107,114	$ 0.10

[1] *Due to the net loss recognized for the thirteen weeks ended May 3, 2009, all stock-based awards were excluded from the calculation of diluted earnings per share as their inclusion would be anti-dilutive.*

Stock-based awards of 9,877,000 and 6,219,000 for the thirteen weeks ended May 3, 2009 and the thirteen weeks ended May 4, 2008, respectively, were not included in the computation of diluted earnings per share, as their inclusion would be anti-dilutive.

NOTE G. LEGAL PROCEEDINGS

We are involved in lawsuits, claims and proceedings incident to the ordinary course of our business. These disputes are not currently material. Litigation is inherently unpredictable. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in the diversion of significant operational resources. The results of these lawsuits, claims and proceedings cannot be predicted with certainty. However, we believe that the ultimate resolution of these current matters will not have a material adverse effect on our consolidated financial statements taken as a whole.

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NOTE H. ASSET IMPAIRMENT AND LEASE TERMINATION CHARGES

During the thirteen weeks ended May 3, 2009, we recorded expense of approximately $6,082,000 associated with asset impairment and lease termination charges for underperforming retail stores within selling, general and administrative expense. The impairment charges recorded in the first quarter of fiscal 2009 related to long-lived assets whose fair market value was deemed to be less than the current net book value. The fair market value of these long-lived assets was determined using a SFAS No. 157 level 3 analysis, which was based on management s judgment and unobservable inputs.

We review the carrying value of all long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. For any store or facility closures where a lease obligation still exists, we record the estimated future liability associated with the rental obligation on the date the store or facility is closed. Most store and facility closures, however, occur upon the lease expiration. Should future store profitability and general economic, market or business conditions continue to decline, we may be required to record additional impairment charges and/or lease termination charges.

During the thirteen weeks ended May 4, 2008, selling, general and administrative expenses were reduced by approximately $9,350,000 related to an incentive payment from a landlord to compensate us for terminating a store lease prior to its expiration.

NOTE I. SEGMENT REPORTING

We have two reportable segments, retail and direct-to-customer. The retail segment has five merchandising concepts which sell products for the home (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, West Elm and Williams-Sonoma Home). The five retail merchandising concepts are operating segments, which have been aggregated into one reportable segment, retail. The direct-to-customer segment has six merchandising concepts (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, PBteen, West Elm and Williams-Sonoma Home) and sells similar products through our seven direct mail catalogs (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, Pottery Barn Bed and Bath, PBteen, West Elm and Williams-Sonoma Home) and six e-commerce websites (williams-sonoma.com, potterybarn.com, potterybarnkids.com, pbteen.com, westelm.com and wshome.com). Management s expectation is that the overall economics of each of our major concepts within each reportable segment will be similar over time.

These reportable segments are strategic business units that offer similar home-centered products. They are managed separately because the business units utilize two distinct distribution and marketing strategies. Our operating segments are aggregated at the channel level for reporting purposes due to the fact that our brands are interdependent for economies of scale and we do not maintain fully allocated income statements at the brand level. As a result, material financial decisions related to the brands are made at the channel level. Furthermore, it is not practicable for us to report revenue by product group.

We use earnings before unallocated corporate overhead, interest and taxes to evaluate segment profitability. Unallocated costs before income taxes include corporate employee-related costs, occupancy expenses (including depreciation expense), administrative costs and third-party service costs, primarily in our corporate systems, corporate facilities and other administrative departments. Unallocated assets include the net book value of corporate facilities and related information systems, deferred income taxes, other corporate long-lived assets and corporate cash and cash equivalents.

Income tax information by segment has not been included as taxes are calculated at a company-wide level and are not allocated to each segment.

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Segment Information

Dollars in thousands	Retail	Direct-to-Customer	Unallocated	Total
Thirteen weeks ended May 3, 2009				
Net revenues[1]	$ 357,379	$ 254,236	$ -	$ 611,615
Depreciation and amortization expense	23,319	5,335	7,665	36,319
Earnings (loss) before income taxes[2]	(13,710)	29,982	(45,783)	(29,511)
Assets[3]	1,025,833	282,597	546,039	1,854,469
Capital expenditures	14,169	3,101	3,366	20,636
Thirteen weeks ended May 4, 2008				
Net revenues[1]	$ 433,551	$ 348,233	$ -	$ 781,784
Depreciation and amortization expense	25,419	4,982	6,731	37,132
Earnings (loss) before income taxes[4]	17,969	49,604	(50,511)	17,062
Assets[3]	1,183,464	369,786	506,292	2,059,542
Capital expenditures	43,568	3,708	6,205	53,481

[1] *Includes net revenues in the retail channel of $13.5 million and $18.0 million for the thirteen weeks ended May 3, 2009 and May 4, 2008, respectively, related to our foreign operations.*

[2] *Includes expenses in the retail channel of approximately $6.1 million related to asset impairment and early lease termination charges for underperforming retail stores.*

[3] *Includes $29.2 million and $30.0 million of long-term assets as of May 3, 2009 and May 4, 2008, respectively, related to our foreign operations.*

[4] *Includes a benefit in the retail channel of approximately $9.4 million related to an incentive payment received from a landlord to compensate us for terminating a store lease prior to its expiration, partially offset by accelerated depreciation of $1.1 million related to the early termination of this lease.*

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

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they do not fully materialize or prove incorrect, could cause our business and results of operations to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements include projections of earnings, revenues or financial items, including the impact of accounting changes and our expected effective tax rate, statements of the plans, strategies and objectives of management for future operations, statements related to the future performance of our brands, statements related to macroeconomic and retail trends, statements related to seasonal marketing and merchandising, statements related to compliance with financial covenants in our credit facility, statements related to our intention and ability to renew our credit facilities, statements related to future store profitability, statements related to impairment and lease termination charges, statements related to the stabilization of our business and the success of our new merchandising and customer service strategies, statements related to expanding the reach and improving the profitability of the West Elm brand, statements related to our sales expectations for the West Elm brand, statements related to the long-term growth potential of the PBteen brand, statements related to trends in the Williams-Sonoma brand, statements related to working with our landlords on potential store closings and assessing the potential of the Williams-Sonoma brand, statements related to the opportunity in the refinement of the balance between catalog circulation and on-line marketing, statements related to the opportunity to reduce our costs as we assume greater control over our Asian furniture operations and consolidate our home furnishings inventories, statements related to our five major initiatives for the remainder of the year and the ability of these initiatives to improve our bottom line, strengthen our balance sheet and improve the positioning of our brands, statements related to the adequacy and use of our available cash, including the payment of a dividend, statements related to our projected capital expenditures, and statements of belief and statements of assumptions underlying any of the foregoing. You can identify these and

other forward-looking statements by the use of words such as may, should, expects, plans, anticipates, believes, estimates, predicts, potential, continue, or the negative of such terms, or other comparable terminology.

The risks, uncertainties and assumptions referred to above that could cause our results to differ materially from the results expressed or implied by such forward-looking statements include those discussed under the heading Risk Factors in this document and the risks, uncertainties and assumptions discussed from time to time in our other public filings and public announcements. All forward-looking statements included in this document are based on information available to us as of the date hereof, and we assume no obligation to update these forward-looking statements.

OVERVIEW

We are a specialty retailer of products for the home. The retail segment of our business sells our products through our five retail store concepts (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, West Elm and Williams-Sonoma Home). The direct-to-customer segment of our business sells similar products through our seven direct-mail catalogs (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, Pottery Barn Bed and Bath, PBteen, West Elm and Williams-Sonoma Home) and six e-commerce websites (williams-sonoma.com, potterybarn.com, potterybarnkids.com, pbteen.com, westelm.com and wshome.com). Based on net revenues in fiscal 2008, retail net revenues accounted for 58.4% of our business and direct-to-customer net revenues accounted for 41.6% of our business. Based on their contribution to our net revenues in fiscal 2008, the core brands in both the retail and direct-to-customer channels are: Pottery Barn, which sells casual home furnishings; Williams-Sonoma, which sells cooking and entertaining essentials; and Pottery Barn Kids, which sells stylish children s furnishings.

The following discussion and analysis of financial condition, results of operations, and liquidity and capital resources for the thirteen weeks ended May 3, 2009 (first quarter of fiscal 2009) as compared to the thirteen weeks ended May 4, 2008 (first quarter of fiscal 2008), should be read in conjunction with our condensed consolidated financial statements and the notes thereto.

All explanations of changes in operational results are discussed in order of their magnitude.

First Quarter of Fiscal 2009 Financial Results

During the first quarter of fiscal 2009, our net revenues decreased 21.8% to $611,615,000 from $781,784,000 for the first quarter of fiscal 2008. This decrease was driven by declining revenues in all brands primarily due to the continued negative impact of the general economic environment during the first quarter of fiscal 2009. Our diluted loss per share in the first quarter of fiscal 2009 was $0.18 (including a $0.04 per diluted share charge for asset impairment and lease terminations) compared to diluted earnings per share of $0.10 for the first quarter of fiscal 2008.

Retail net revenues in the first quarter of fiscal 2009 decreased $76,172,000, or 17.6%, compared to the first quarter of fiscal 2008. All brands had declining net revenues during the quarter led by Pottery Barn, Williams-Sonoma and Pottery Barn Kids. This decrease was driven by the continued negative impact of the general economic environment and a comparable store sales decrease of 21.0%, partially offset by a 7.4% increase in retail leased square footage, including 27 net new stores.

Direct-to-customer net revenues in the first quarter of fiscal 2009 decreased $93,997,000, or 27.0%, compared to the first quarter of fiscal 2008. All brands had declining net revenues during the quarter, led primarily by Pottery Barn and Pottery Barn Kids, due to the continued negative impact of the general economic environment and a decrease in catalog and page circulation of 17.1% and 22.7%, respectively, (including the impact of our catalog circulation optimization strategy).

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In our core brands, net revenues in the first quarter of fiscal 2009 decreased by 22.5% compared to the first quarter of fiscal 2008. This decline was driven by a decrease in Pottery Barn Kids, Pottery Barn and Williams-Sonoma, primarily resulting from the overall negative impact of the general economic environment. In the Pottery Barn Kids brand, comparable store sales decreased 25.0% and selling margin remained under pressure as we focused on significantly reducing our inventory balances. In the Pottery Barn brand, although comparable store sales decreased 22.6%, the results were encouraging as it was the first positive indication we have that there may be stabilization in our business and it gives us affirmation of the success we are having with our new merchandising and customer service strategies. In the Williams-Sonoma brand, although net revenues decreased, the brand proved to be more resilient than our other core brands, ending the period with a comparable store sales decrease of only 15.4%.

Similar to our core brands, our emerging brands (including West Elm, PBteen and Williams-Sonoma Home) also continued to be negatively impacted by the general economic environment, where net revenues decreased 17% primarily due to a decrease in West Elm, PBteen and Williams-Sonoma Home.

Although net revenues in the West Elm brand declined in the first quarter of fiscal 2009, it continued to be less impacted than our other home furnishings brands, despite having a large percentage of their stores located in the housing-impacted areas of the country. Our focus in West Elm is to continue to expand the reach of the brand and improve profitability, despite our expectation that sales will continue to be negative throughout the remainder of fiscal 2009.

While the PBteen brand, which effectively operates only in the direct-to-customer channel, did see a net revenue decline during the first quarter of fiscal 2009, it continued to be our best performing home furnishings brand. We continue to be excited about the long-term growth potential of the brand as it solidifies its positioning in the Pottery Barn portfolio of brands.

In the Williams-Sonoma Home brand, the first quarter remained very challenging as the luxury consumer continued to retrench. We believe the Williams-Sonoma Home customer has been particularly impacted by the macro-economic environment and that these trends are likely to continue for the foreseeable future. Given the brands performance to date and the continued fixed cost pressure from underperforming retail stores, we are working with our landlords on potential store closings and we will continue to assess the brand s overall market potential in this economic environment as we progress throughout the year.

First Quarter of Fiscal 2009 Operational Results

While our net revenues continued to be a challenge for us throughout the quarter, we made significant progress on several of our key initiatives and continued to focus on exclusivity, perceived value and accessibility of price points across our merchandise assortment.

In direct marketing, we continued to move forward with our catalog circulation optimization strategy, which combined with catalog product cost savings, drove an approximate 30% reduction in advertising expense during the quarter, net of a 25% increase in on-line marketing. We continue to believe there is significant opportunity in the refinement of the balance between catalog circulation and on-line marketing and we will be evaluating these opportunities as the year progresses.

In supply chain, we saw both customer service and financial benefits from our on-going returns, replacements and damages initiative. This is a key initiative for us and we believe there is still significant opportunity to reduce our costs further as we assume greater control over our Asian furniture operations and consolidate our remaining large-cube home furnishings inventories into our regional hubs.

We also made significant progress on our inventory reduction initiative, where at the end of the first quarter of fiscal 2009, year-over-year inventory was down $165,554,000, or 23.2%.

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Fiscal 2009

As we look forward to the balance of the year, we expect to see a net revenue decline of 13% to 16% in fiscal 2009, reflective of the current economic conditions. Despite this expected net revenue decline, we remain focused on the things we can control and are committed to the following initiatives for the balance of the year: (1) capturing market share through innovative merchandising, superior customer service and a greater emphasis on opening price points; (2) continuing to optimize our advertising spend through refinements in catalog circulation and internet marketing; (3) driving efficiencies in our supply chain, including the continuation of our returns, replacements and damages and worldwide sourcing initiatives; (4) developing an aggressive plan to reduce fixed occupancy costs where possible, including the closure and renegotiation of leases associated with underperforming retail stores and the elimination of excess distribution and corporate office space; and (5) maximizing profitability and cash flow through aggressive cost reduction, inventory management and capital spending initiatives. We believe that all of these initiatives will improve our bottom line, strengthen our balance sheet and position our brands to emerge stronger when the economy improves.

Finally, in fiscal 2009, we expect to continue to return excess capital to our shareholders through a quarterly cash dividend of $0.12 per diluted share for an indicated annual cash dividend of $0.48 per diluted share, or approximately $51,000,000, subject to capital availability.

Results of Operations

NET REVENUES

Net revenues consist of retail sales and direct-to-customer sales, both of which include shipping fees. Retail sales include sales of merchandise to customers at our retail stores and shipping fees on retail products shipped to our customers homes. Direct-to-customer sales include sales of merchandise to customers through our catalogs and the Internet and shipping fees. Shipping fees consist of revenue received from customers for delivery of merchandise to their homes. Revenues are presented net of sales returns and other discounts.

The following table summarizes our net revenues for the first quarter of fiscal 2009 and the first quarter of fiscal 2008:

	Thirteen Weeks Ended			
Dollars in thousands	May 3, 2009	% Total	May 4, 2008	% Total
Retail revenues	$ 357,379	58.4%	$ 433,551	55.5%
Direct-to-customer revenues	254,236	41.6%	348,233	44.5%
Net revenues	$ 611,615	100.0%	$ 781,784	100.0%

Net revenues in the first quarter of fiscal 2009 decreased by $170,169,000, or 21.8%, compared to the first quarter of fiscal 2008. This decrease was driven by declining revenues in all brands primarily due to the continued negative impact of the general economic environment during the first quarter of fiscal 2009, which resulted in a comparable store sales decrease of 21.0%, and a decrease in catalog and page circulation of 17.1% and 22.7%, respectively (including the impact of our catalog circulation optimization strategy). This decrease was partially offset by a 7.4% increase in retail leased square footage, including 27 net new stores.

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RETAIL REVENUES AND OTHER DATA

	Thirteen Weeks Ended May 3,	May 4,
Dollars in thousands	2009	2008
Retail revenues	$ 357,379	$ 433,551
Percent decline in retail revenues	(17.6%)	(4.4%)
Percent decrease in comparable store sales	(21.0%)	(9.0%)
Number of stores - beginning of period	627	600
Number of new stores	7	7
Number of new stores due to remodeling[1]	2	2
Number of closed stores due to remodeling[1]	(3)	(5)
Number of permanently closed stores	(3)	(1)
Number of stores - end of period	630	603
Store selling square footage at period-end	3,876,000	3,624,000
Store leased square footage (LSF) at period-end	6,237,000	5,808,000

[1] Remodeled stores are defined as those stores temporarily closed and subsequently reopened during the period due to square footage expansion, store modification or relocation.

	Store Count February 1,			May 3,	Store Count May 4,	Avg. LSF Per Store May 3,	Avg. LSF Per Store May 4,
	2009	Openings	Closings	2009	2008	2009	2008
Williams-Sonoma	264	1	(2)	263	256	6,300	6,200
Pottery Barn	204	2	(2)	204	198	12,900	12,600
Pottery Barn Kids	95	2	(2)	95	94	8,000	7,900
West Elm	36	3	-	39	29	17,300	17,800
Williams-Sonoma Home	10	1	-	11	9	13,200	14,300
Outlets	18	-	-	18	17	20,300	20,900
Total	627	9	(6)	630	603	9,900	9,600

Retail net revenues in the first quarter of fiscal 2009 decreased $76,172,000, or 17.6%, compared to the first quarter of fiscal 2008. All brands had declining net revenues led by Pottery Barn, Williams-Sonoma and Pottery Barn Kids. This decrease was driven by the continued negative impact of the general economic environment and a comparable store sales decrease of 21.0%, partially offset by a 7.4% increase in retail leased square footage, including 27 net new stores.

Comparable Store Sales

Comparable stores are defined as those stores in which gross square footage did not change by more than 20% in the previous 12 months and which have been open for at least 12 consecutive months without closure for seven or more consecutive days. By measuring the year-over-year sales of merchandise in the stores that have a history of being open for a full comparable 12 months or more, we can better gauge how the core store base is performing since it excludes new store openings, store remodelings and expansions. Comparable stores exclude new retail concepts until such time as we believe that comparable store results in those concepts are of sufficient size to evaluate the performance of the retail strategy. Therefore, in the first quarter of fiscal 2009 and fiscal 2008, West Elm and Williams-Sonoma Home were excluded.

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Percentages represent changes in comparable store sales compared to the same period in the prior year.

	Thirteen Weeks Ended	
	May 3,	May 4,
Percent decrease in comparable store sales	2009	2008
Williams-Sonoma	(15.4%)	(4.8%)
Pottery Barn	(22.6%)	(10.5%)
Pottery Barn Kids	(25.0%)	(10.9%)
Outlets	(26.8%)	(13.0%)
Total	(21.0%)	(9.0%)

Various factors affect comparable store sales, including the overall economic and general retail sales environment as well as current local and global economic conditions, each of which were significant factors in the overall decline of our comparable store sales in fiscal 2009. Additional factors have affected our comparable store sales results in the past and may continue to affect them in the future, such as the number, size and location of stores we open, close, remodel or expand in any period, consumer preferences and buying trends, changes in sales mix between distribution channels, our ability to efficiently source and distribute products, changes in our merchandise mix, competition (including competitive promotional activity and discount retailers), the timing of our releases of new merchandise and promotional events, the success of marketing programs, the cannibalization of existing store sales by our new stores, changes in catalog circulation, continued strength in our Internet business and fluctuations in foreign exchange rates. Among other things, weather conditions can affect comparable store sales because inclement weather can alter consumer behavior or require us to close certain stores temporarily and thus reduce store traffic. Even if stores are not closed, many customers may decide to avoid going to stores in bad weather. These factors have caused our comparable store sales to fluctuate significantly in the past on an annual, quarterly and monthly basis and, as a result, we expect that comparable store sales will continue to fluctuate in the future.

DIRECT-TO-CUSTOMER REVENUES

	Thirteen Weeks Ended	
	May 3,	May 4,
Dollars in thousands	2009	2008
Catalog revenues[1]	$ 60,092	$ 96,711
Internet revenues[1]	194,144	251,522
Total direct-to-customer revenues[1]	$ 254,236	$ 348,233
Percent decrease in direct-to-customer revenues	(27.0%)	(4.0%)
Percent decrease in number of catalogs circulated	(17.1%)	(16.3%)
Percent decrease in number of pages circulated	(22.7%)	(25.2%)

[1]Approximately 60% of our company-wide non-gift registry Internet revenues are driven by customers who recently received a catalog and approximately 40% are incremental to the direct-to-customer channel.

Direct-to-customer net revenues in the first quarter of fiscal 2009 decreased $93,997,000, or 27.0%, compared to the first quarter of fiscal 2008. All brands had declining net revenues during the quarter, led primarily by Pottery Barn and Pottery Barn Kids, due to the continued negative impact of the general economic environment and a decrease in catalog and page circulation of 17.1% and 22.7%, respectively (including the impact of our catalog circulation optimization strategy). In addition, net revenues generated in our Internet business decreased 22.8% to $194,144,000 in the first quarter of fiscal 2009 compared to $251,522,000 in the first quarter of fiscal 2008.

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COST OF GOODS SOLD

	Thirteen Weeks Ended			
	May 3,	% Net	May 4,	% Net
Dollars in thousands	2009	Revenues	2008	Revenues
Cost of goods sold	$ 427,652	69.9%	$ 505,565	64.7%

Cost of goods sold includes cost of goods, occupancy expenses and shipping costs. Cost of goods consists of cost of merchandise, inbound freight expenses, freight-to-store expenses and other inventory related costs such as shrinkage, damages and replacements. Occupancy expenses consist of rent, depreciation and other occupancy costs, including common area maintenance and utilities. Shipping costs consist of third party delivery services and shipping materials.

Our classification of expenses in cost of goods sold may not be comparable to other public companies, as we do not include non-occupancy related costs associated with our distribution network in cost of goods sold. These costs, which include distribution network employment, third party warehouse management, and other distribution-related administrative expenses, are recorded in selling, general and administrative expenses.

Within our reportable segments, the direct-to-customer channel does not incur freight-to-store or store occupancy expenses, and typically operates with lower markdowns and inventory shrinkage than the retail channel. However, the direct-to-customer channel incurs higher customer shipping, damage and replacement costs than the retail channel.

First Quarter of Fiscal 2009 vs. First Quarter of Fiscal 2008

Cost of goods sold decreased by $77,913,000, or 15.4%, in the first quarter of fiscal 2009 compared to the first quarter of fiscal 2008. However, cost of goods sold as a percentage of net revenues increased to 69.9% in the first quarter of fiscal 2009 from 64.7% in the first quarter of fiscal 2008. This increase as a percentage of net revenues was primarily driven by the deleverage of fixed occupancy expenses resulting from declining sales and an increase in cost of merchandise (including the impact of increased markdowns).

In the retail channel, cost of goods sold as a percentage of net revenues increased 470 basis points in the first quarter of fiscal 2009 compared to the first quarter of fiscal 2008. This increase as a percentage of net revenues was primarily driven by the deleverage of fixed occupancy expenses resulting from declining sales and an increase in cost of merchandise (including the impact of increased markdowns).

In the direct-to-customer channel, cost of goods sold as a percentage of net revenues increased 310 basis points in the first quarter of fiscal 2009 compared to the first quarter of fiscal 2008. This increase as a percentage of net revenues was primarily driven by an increase in cost of merchandise (including the impact of increased markdowns) and the deleverage of fixed occupancy expenses resulting from declining sales.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	Thirteen Weeks Ended			
	May 3,	% Net	May 4,	% Net
Dollars in thousands	2009	Revenues	2008	Revenues
Selling, general and administrative expenses	$ 213,204	34.9%	$ 259,336	33.2%

Selling, general and administrative expenses consist of non-occupancy related costs associated with our retail stores, distribution warehouses, customer care centers, supply chain operations (buying, receiving and inspection) and corporate administrative functions. These costs include employment, advertising, third party credit card processing and other general expenses.

Due to their distinct distribution and marketing strategies, we experience differing employment and advertising costs as a percentage of net revenues within the retail and direct-to-customer channels. Store employment costs represent a greater percentage of retail net revenues than employment costs as a percentage of net revenues within the direct-to-customer channel. However, catalog advertising expenses are greater within the direct-to-customer channel than the retail channel.

First Quarter of Fiscal 2009 vs. First Quarter of Fiscal 2008

Selling, general and administrative expenses decreased by $46,132,000, or 17.8%, in the first quarter of fiscal 2009 compared to the first quarter of fiscal 2008. However, selling, general and administrative expenses as a percentage of net revenues increased to 34.9% in the first quarter of fiscal 2009 from 33.2% in the first quarter of fiscal 2008. This increase as a percentage of net revenues was primarily driven by the $9,350,000 early lease termination benefit received from a landlord in the first quarter of fiscal 2008 that did not recur in fiscal 2009, asset impairment and early lease termination charges of $6,082,000 for underperforming retail stores in the first quarter of fiscal 2009 and the deleverage of employment costs due to declining sales. This increase as a percentage of net revenues was partially offset by reductions in total advertising costs resulting from the continuation of our catalog circulation optimization strategy.

In the retail channel, selling, general and administrative expenses as a percentage of net revenues increased 330 basis points in the first quarter of fiscal 2009 compared to the first quarter of fiscal 2008. This increase as a percentage of net revenues was primarily driven by a fiscal 2008 early lease termination benefit received from a landlord that did not recur in fiscal 2009 and asset impairment and early lease termination charges for underperforming retail stores in the first quarter of fiscal 2009, partially offset by a decrease in our employment costs associated with our infrastructure cost reduction program.

In the direct-to-customer channel, selling, general and administrative expenses as a percentage of net revenues decreased 70 basis points in the first quarter of fiscal 2009 compared to the first quarter of fiscal 2008. This decrease as a percentage of net revenues was primarily driven by a reduction in total advertising costs resulting from the continuation of our catalog circulation optimization strategy, partially offset by the deleverage of employment costs due to declining sales.

INCOME TAXES

The effective tax rate was a benefit of 36.6% in the first quarter of fiscal 2009 versus a provision of 38.8% in the first quarter of fiscal 2008. The decrease in the effective tax rate was primarily driven by changes in the mix and level of our earnings during the period.

We expect our effective tax rate to be in the range of 35% to 41% in fiscal 2009. Throughout the year, we expect that there could be ongoing variability in our quarterly tax rates due to volatility in earnings or losses in addition to taxable events that could occur and exposures that are re-evaluated.

LIQUIDITY AND CAPITAL RESOURCES

As of May 3, 2009, we held $95,704,000 in cash and cash equivalent funds. As is consistent with our industry, our cash balances are seasonal in nature, with the fourth quarter representing a significantly higher level of cash than other periods.

Throughout the fiscal year, we utilize our cash balances to build our inventory levels in preparation for our fourth quarter holiday sales. In fiscal 2009, we plan to use our cash resources to fund our inventory and inventory related purchases, catalog advertising and marketing initiatives, purchases of property and equipment and dividend payments. In addition to the current cash balances on-hand, as of May 3, 2009, we have a credit facility that provides for a $300,000,000 unsecured revolving line of credit that may be used for loans or letters of credit. Prior to April 4, 2011, we may, upon notice to the lenders, request an increase in the credit facility of up to $200,000,000, to provide for a total of $500,000,000 of unsecured revolving credit. As of May 3, 2009 and May 4, 2008, zero and $61,000,000, respectively, was outstanding under this credit facility. However, as of May 3, 2009, $38,359,000 in issued but undrawn standby letters of credit was outstanding under this credit facility. Additionally, we have five unsecured commercial letter of credit reimbursement facilities for a total of $155,000,000 of available credit. As of May 3, 2009, an aggregate of $33,844,000 was outstanding under the letter of credit facilities, which represent only a future commitment to fund inventory purchases to which we had not taken legal title as of May 3, 2009. We believe our cash on-hand, in addition to our available credit facilities, will provide adequate liquidity for our business operations over the next 12 months. Further, we are currently in compliance with all of our bank covenants and expect to remain in compliance throughout fiscal 2009.

For the first quarter of fiscal 2009, net cash used in operating activities was $20,213,000 compared to net cash used in operating activities of $88,342,000 for the first quarter of fiscal 2008. Net cash used in operating activities for the first quarter of fiscal 2009 was primarily attributable to a decrease in accounts payable and accrued salaries, benefits, and other long-term liabilities primarily due to the timing of payments and an increase in prepaid expenses and other assets associated with our first quarter of fiscal 2009 income tax benefit, partially offset by a decrease in merchandise inventories due to our continued inventory reduction initiatives. Net cash used in operating activities in the first quarter of fiscal 2009 decreased compared to the first quarter of fiscal 2008 primarily due to a significant reduction in our income taxes payable due to a current quarter net loss and a substantial reduction in our inventory balances due to reduced inventory purchases.

For the first quarter of fiscal 2009, net cash used in investing activities was $20,546,000 compared to net cash used in investing activities of $53,001,000 for the first quarter of fiscal 2008. For the first quarter of fiscal 2009, purchases of property and equipment were $20,636,000, comprised of $13,783,000 for stores, $5,785,000 for systems development projects (including e-commerce websites) and $1,068,000 for distribution, facility infrastructure and other projects. Net cash used in investing activities in the first quarter of fiscal 2009 decreased compared to the first quarter of fiscal 2008 primarily due to a reduction in purchases of property and equipment resulting from a decrease in the number of new and remodeled stores we expect to open during fiscal 2009.

For fiscal 2009, we anticipate investing $90,000,000 to $100,000,000 in the purchase of property and equipment, primarily for the construction of 8 new stores and 7 remodeled or expanded stores, systems development projects (including e-commerce websites), and distribution, facility infrastructure and other projects.

For the first quarter of fiscal 2009, net cash used in financing activities was $12,542,000 compared to net cash provided by financing activities of $49,495,000 for the first quarter of fiscal 2008. Net cash used in financing activities for the first quarter of fiscal 2009 was primarily attributable to the payment of dividends. Net cash from financing activities decreased in the first quarter of fiscal 2009 compared to the first quarter of fiscal 2008 due to net borrowings under our line of credit agreement in fiscal 2008 which did not recur in fiscal 2009.

Dividend Policy

Our quarterly cash dividend is $0.12 per common share. The indicated annual cash dividend, subject to capital availability, is $0.48 per common share or approximately $51,000,000 in fiscal 2009. Our quarterly cash dividend may be limited or terminated at any time.

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Critical Accounting Policies

Management s Discussion and Analysis of Financial Condition and Results of Operations is based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. The estimates and assumptions are evaluated on an ongoing basis and are based on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results may differ significantly from these estimates. During the first quarter of fiscal 2009, there have been no significant changes to the policies discussed in our Annual Report on Form 10-K for the year ended February 1, 2009.

Impact of Inflation

The impact of inflation on results of operations was not significant for year-to-date 2009 or year-to-date 2008.

Seasonality

Our business is subject to substantial seasonal variations in demand. Historically, a significant portion of our revenues and net earnings have been realized during the period from October through December, and levels of net revenues and net earnings have generally been significantly lower during the period from January through September. We believe this is the general pattern associated with the retail and direct-to-customer industries. In anticipation of our peak season, we hire a substantial number of additional temporary employees in our retail stores, call centers and distribution centers, and incur significant fixed catalog production and mailing costs.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks, which include significant deterioration of the U.S. and foreign markets, changes in U.S. interest rates, foreign currency exchange rates, including the devaluation of the U.S. dollar, and the effects of uncertain economic forces which may affect the prices we pay our vendors in the foreign countries in which we do business. We do not engage in financial transactions for trading or speculative purposes.

Interest Rate Risk

As of May 3, 2009, we have three debt instruments with variable interest rates which subject us to risks associated with changes in interest rates (the interest payable on our credit facility, our Mississippi industrial development bond and the bond-related debt associated with one of our Memphis-based distribution facilities). As of May 3, 2009, the total outstanding principal balance on these instruments was $13,575,000 (with a weighted average interest rate of approximately 1.9%). If interest rates on these existing variable rate debt instruments rose 19 basis points (an approximate 10% increase in the associated variable rates as of May 3, 2009), our results from operations and cash flows would not be materially affected.

In addition, we have fixed and variable income investments consisting of short-term investments classified as cash and cash equivalents, which are also affected by changes in market interest rates. As of May 3, 2009, our investments, made solely in U.S. Treasury bills and money market funds, are stated at cost and approximate their fair values. An increase in interest rates of 10% would have an immaterial effect on the value of these investments. Declines in interest rates, however, have and would in the future decrease the income derived from these investments.

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Foreign Currency Risks

We purchase a significant amount of inventory from vendors outside of the U.S. in transactions that are denominated in U.S. dollars, however, only approximately 3% of our international purchase transactions are in currencies other than the U.S. dollar, primarily the euro. Any currency risks related to these international purchase transactions were not significant to us during the first quarter of fiscal 2009 and the first quarter of fiscal 2008. Since we pay for the majority of our international purchases in U.S. dollars, however, a decline in the U.S. dollar relative to other foreign currencies would subject us to risks associated with increased purchasing costs from our vendors in their effort to offset any lost profits associated with any currency devaluation. We cannot predict with certainty the effect these increased costs may have on our financial statements or results of operations.

In addition, as of May 3, 2009, we have 17 retail stores in Canada and limited sourcing operations in both Europe and Asia, each of which expose us to market risk associated with foreign currency exchange rate fluctuations. Although these exchange rate fluctuations have not been material to us in the past, we may enter into foreign currency contracts in the future to minimize any currency remeasurement risk associated with the intercompany assets and liabilities of our subsidiaries. We did not enter into any foreign currency contracts during the first quarter of fiscal 2009 or the first quarter of fiscal 2008.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of May 3, 2009, an evaluation was performed by management, with the participation of our Chief Executive Officer (CEO) and our Executive Vice President, Chief Operating and Chief Financial Officer (CFO), of the effectiveness of our disclosure controls and procedures. Based on that evaluation, our management, including our CEO and CFO, concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely discussions regarding required disclosures, and that such information is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information required by this Item is contained in Note G to our Consolidated Financial Statements within Part I of this Form 10-Q.

ITEM 1A. RISK FACTORS

A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider such risks and uncertainties, together with the other information contained in this report and in our other public filings. If any of such risks and uncertainties actually occurs, our business, financial condition or operating results could differ materially from the plans, projections and other forward-looking statements included in the section titled Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report and in our other public filings. In addition, if any of the following risks and uncertainties, or if any other risks and uncertainties, actually occurs, our business, financial condition or operating results could be harmed substantially, which could cause the market price of our stock to decline, perhaps significantly.

The recent changes in general economic conditions, and the resulting impact on consumer confidence and consumer spending, could continue to adversely impact our results of operations.

Our financial performance is subject to changes in general economic conditions and the impact of such economic conditions on levels of consumer confidence and consumer spending. Recently, consumer confidence and consumer spending have deteriorated significantly, and could remain depressed for an extended period of time. Consumer purchases of discretionary items, including our merchandise, generally decline during periods where disposable income is adversely affected, unemployment rates increase or there is economic uncertainty. The current economic environment could cause our vendors to go out of business or our banks to discontinue lending us money or it could cause us to undergo additional restructurings, any of which would adversely impact our business and operating results.

We are unable to control many of the factors affecting consumer spending, and declines in consumer spending on home furnishings in general could reduce demand for our products.

Our business depends on consumer demand for our products and, consequently, is sensitive to a number of factors that influence consumer spending, including general economic conditions, disposable consumer income, fuel prices, recession and fears of recession, unemployment, war and fears of war, inclement weather, availability of consumer credit, consumer debt levels, conditions in the housing market, interest rates, sales tax rates and rate increases, inflation, consumer confidence in future economic conditions and political conditions, and consumer perceptions of personal well-being and security. In particular, an economic downturn, such as the one we are in, has led to decreased discretionary spending, which has adversely impacted our business. In addition, a decrease in home purchases has led and may continue to lead to significantly decreased consumer spending on home products. These factors have affected our various brands and channels differently. Adverse changes in factors affecting discretionary consumer spending have reduced and may continue to further reduce consumer demand for our products, thus reducing our sales and harming our business and operating results.

If we are unable to identify and analyze factors affecting our business, anticipate changing consumer preferences and buying trends, and manage our inventory commensurate with customer demand, our sales levels and profit margin may decline.

Our success depends, in large part, upon our ability to identify and analyze factors affecting our business and to anticipate and respond in a timely manner to changing merchandise trends and customer demands. For example, in the specialty home products business, style and color trends are constantly evolving. Consumer preferences cannot be predicted with certainty and may change between selling seasons. Changes in customer preferences and buying trends may also affect our brands differently. We must be able to stay current with preferences and trends in our brands and address the customer tastes for each of our target customer demographics. We must also be able to identify and adjust the customer offerings in our brands to cater to customer demands. For example, a change in customer preferences for children s room furnishings may not correlate to a similar change in buying trends for other home furnishings. If we misjudge either the market for our merchandise or our customers purchasing habits, our sales may decline significantly, and we may be required to mark down certain products to sell the resulting excess inventory or to sell such inventory through our outlet stores or other liquidation channels at prices which are significantly lower than our retail prices, either of which would negatively impact our business and operating results.

In addition, we must manage our inventory effectively and commensurate with customer demand. Much of our inventory is sourced from vendors located outside the United States. Thus, we usually must order merchandise, and enter into contracts for the purchase and manufacture of such merchandise, up to twelve months in advance of the applicable selling season and frequently before trends are known. The extended lead times for many of our purchases may make it difficult for us to respond rapidly to new or changing trends. Our vendors also may not have the capacity to handle our demands, or may go out of business in times of economic crisis. In addition, the seasonal nature of the specialty home products business requires us to carry a significant amount of inventory prior to peak selling season. As a result, we are vulnerable to demand and pricing shifts and to misjudgments in the selection and timing of merchandise purchases. If we do not accurately predict our customers preferences and acceptance levels of our products, our inventory levels will not be appropriate, and our business and operating results may be negatively impacted.

Our sales may be negatively impacted by increasing competition from companies with brands or products similar to ours.

The specialty retail and direct-to-customer business is highly competitive. Our specialty retail stores, direct mail catalogs and e-commerce websites compete with other retail stores, other direct mail catalogs and other e-commerce websites that market lines of merchandise similar to ours. We compete with national, regional and local businesses utilizing a similar retail store strategy, as well as traditional furniture stores, department stores and specialty stores. The substantial sales growth in the direct-to-customer industry within the last decade has encouraged the entry of many new competitors and an increase in competition from established companies. In addition, the decline in the global economic environment has led to increased competition from discount retailers selling similar products at reduced prices.

The competitive challenges facing us include:

- anticipating and quickly responding to changing consumer demands or preferences better than our competitors;

- maintaining favorable brand recognition and achieving customer perception of value;

- effectively marketing and competitively pricing our products to consumers in several diverse market segments;

- developing innovative, high-quality products in colors and styles that appeal to consumers of varying age groups and tastes, and in ways that favorably distinguish us from our competitors; and

- effectively managing our supply chain and distribution strategies in order to provide our products to our consumers on a timely basis and minimize returns, replacements, and damaged products.

In light of the many competitive challenges facing us, we may not be able to compete successfully. Increased competition could reduce our sales and harm our operating results and business.

We depend on key domestic and foreign agents and vendors for timely and effective sourcing of our merchandise, and we may not be able to acquire products in sufficient quantities and at acceptable prices to meet our needs which would impact our operations and financial results.

Our performance depends, in part, on our ability to purchase our merchandise in sufficient quantities at competitive prices. We purchase our merchandise from numerous foreign and domestic manufacturers and importers. We have no contractual assurances of continued supply, pricing or access to new products, and any vendor could change the terms upon which they sell to us, discontinue selling to us, or go out of business at any time. We may not be able to acquire desired merchandise in sufficient quantities on terms acceptable to us in the future. Better than expected sales demand may also lead to customer backorders and lower in-stock positions of our merchandise.

Any inability to acquire suitable merchandise on acceptable terms or the loss of one or more of our key agents or vendors could have a negative effect on our business and operating results because we would be missing products that we felt were important to our assortment, unless and until alternative supply arrangements are secured. We may not be able to develop relationships with new agents or vendors, and products from alternative sources, if any, may be of a lesser quality and/or more expensive than those we currently purchase.

In addition, we are subject to certain risks, including availability of raw materials, labor disputes, union organizing activities, vendor financial liquidity, inclement weather, natural disasters, and general economic and political conditions that could limit our vendors ability to provide us with quality merchandise on a timely basis and at a price that is commercially acceptable. For these or other reasons, one or more of our vendors might not adhere to our quality control standards, and we might not identify the deficiency before merchandise ships to our stores or customers. In addition, our vendors may have difficulty adjusting to our changing demands and growing business. Our vendors failure to manufacture or import quality merchandise in a timely and effective manner could damage our reputation and brands, and could lead to an increase in customer litigation against us and an attendant increase in our routine litigation costs. Further, any merchandise that does not meet our quality standards could become subject to a recall, which would damage our reputation and brands, and harm our business.

Our dependence on foreign vendors and our increased overseas operations subject us to a variety of risks and uncertainties that could impact our operations and financial results.

In fiscal 2008, we sourced our products from vendors in 42 countries outside of the United States. Approximately 59% of our merchandise purchases were foreign-sourced, predominantly from Asia. Our dependence on foreign vendors means that we may be affected by changes in the relative value of the U.S. dollar to other foreign currencies, as well as increases in the cost of living in the vendor s local countries due to the economic slowdown. For example, any upward valuation in the Chinese yuan, the euro, or any other foreign currency against the U.S. dollar may result in higher costs to us for those goods. In addition, an increase in the cost of living in the foreign countries may result in an increase in our costs or in our vendors going out of business. In fiscal 2009, although approximately 97% of our foreign purchases of merchandise are negotiated and paid for in U.S. dollars, declines in foreign currencies and currency exchange rates might negatively affect the profitability and business prospects of one or more of our foreign vendors. This, in turn, might cause such foreign vendors to demand higher prices for merchandise in their effort to offset any lost profits associated with any currency devaluation, delay merchandise shipments to us, or discontinue selling to us, any of which could ultimately reduce our sales or increase our costs.

We are also subject to other risks and uncertainties associated with changing economic and political conditions in foreign countries. These risks and uncertainties include import duties and quotas, concerns over anti-dumping, work stoppages, economic uncertainties and adverse economic conditions (including inflation and recession), foreign government regulations, employment matters, wars and fears of war, political unrest, natural disasters and other trade restrictions. We cannot predict whether any of the countries in which our products are currently manufactured or may be manufactured in the future will be subject to trade restrictions imposed by the U.S. or foreign governments or the likelihood, type or effect of any such restrictions. Any event causing a disruption or delay of imports from foreign vendors, including the imposition of additional import restrictions, restrictions on the transfer of funds and/or increased tariffs or quotas, or both, could increase the cost or reduce the supply of merchandise available to us and adversely affect our business, financial condition and operating results. Furthermore, some or all of our foreign vendors operations may be adversely affected by political and financial instability resulting in the disruption of trade from exporting countries, restrictions on the transfer of funds and/or other trade disruptions. In addition, an economic downturn in or failure of foreign markets may result in financial instabilities for our foreign vendors, which may cause our foreign vendors to decrease production, discontinue selling to us, or to cease operations altogether. Our overseas operations in Europe and Asia could also be affected by changing economic and political conditions in foreign countries, any of which could have a negative effect on our business, financial condition and operating results.

In addition, although we continue to improve our global compliance program, there remains a risk that one or more of our foreign vendors will not adhere to our global compliance standards such as fair labor standards and the prohibition on child labor. Non-governmental organizations might attempt to create an unfavorable impression of our sourcing practices or the practices of some of our vendors that could harm our image. If either

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of these occurs, we could lose customer goodwill and favorable brand recognition, which could negatively affect our business and operating results.

Our overseas operations are subject to certain U.S. laws applicable to us, including the Foreign Corrupt Practices Act. We must ensure that the employees in our overseas operations comply with these laws. If any of our overseas operations, or our employees or agents, violates such U.S. laws, we could become subject to sanctions, which could negatively affect our business and operating results.

A number of factors that affect our ability to successfully open new stores or close existing stores are beyond our control, and these factors may harm our ability to expand or retract our retail operations and harm our ability to increase our sales and profits.

In each of the past three fiscal years, the majority of our net revenues have been generated by our retail stores. Our ability to open additional stores or close existing stores successfully will depend upon a number of factors, including:

- general economic conditions;
- our identification and availability of suitable store locations;
- our success in negotiating new leases or terminating existing leases on acceptable terms;
- the success of other retail stores in and around our retail locations;
- our ability to secure required governmental permits and approvals;
- our hiring and training of skilled store operating personnel, especially management; and
- the availability of financing on acceptable terms, if at all.

Many of these factors are beyond our control. For example, for the purpose of identifying suitable store locations, we rely, in part, on demographic surveys regarding location of consumers in our target market segments. While we believe that the surveys and other relevant information are helpful indicators of suitable store locations, we recognize that the information sources cannot predict future consumer preferences and buying trends with complete accuracy. In addition, changes in demographics, in the types of merchandise that we sell and in the pricing of our products may reduce the number of suitable store locations. Further, time frames for lease negotiations and store development vary from location to location and can be subject to unforeseen delays. Construction and other delays in store openings could have a negative impact on our business and operating results. We may not be able to open new stores or, if opened, operate those stores profitably. Additionally, in these economic times, we may not be able to renegotiate the terms of our current leases or close our underperforming stores, both of which could negatively impact our operating results. For example, in the first quarter of fiscal 2009, we incurred lease termination charges to close underperforming stores early.

Our business and operating results may be harmed if we are unable to timely and effectively deliver merchandise to our stores and customers.

The success of our business depends on our ability to timely and effectively deliver merchandise to our stores and customers. We cannot control all of the various factors that might affect our fulfillment rates in direct-to-customer sales and timely and effective merchandise delivery to our stores. We rely upon third party carriers for our merchandise shipments and reliable data regarding the timing of those shipments, including shipments to our customers and to and from all of our stores. In addition, we are heavily dependent upon two carriers for the delivery of our merchandise to our customers. Accordingly, we are subject to the risks, including labor disputes, union organizing activity, inclement weather, natural disasters, the closure of their offices or a reduction in operational hours due to an economic slowdown and possible acts of terrorism associated with such carriers ability to provide delivery services to meet our shipping needs. Failure to deliver merchandise in a timely and effective manner could damage our reputation and brands. In addition, fuel costs have been volatile and airline and other transportation companies struggle to operate profitably, which could lead to increased fulfillment expenses. Any fulfillment costs could negatively affect our business and operating results by increasing our

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transportation costs and decreasing the efficiency of our shipments.

Our failure to successfully manage our order-taking and fulfillment operations could have a negative impact on our business and operating results.

Our direct-to-customer business depends on our ability to maintain efficient and uninterrupted order-taking and fulfillment operations in our call centers and on our e-commerce websites. Disruptions or slowdowns in these areas could result from disruptions in telephone service or power outages, inadequate system capacity, system issues, computer viruses, security breaches, human error, changes in programming, union organizing activity, disruptions in our third party labor contracts, natural disasters or adverse weather conditions. Industries that are particularly seasonal, such as the home products business, face a higher risk of harm from operational disruptions during peak sales seasons. These problems could result in a reduction in sales as well as increased selling, general and administrative expenses.

In addition, we face the risk that we cannot hire enough qualified employees, or that there will be a disruption in the labor we hire from our third party providers, especially during our peak season, to support our direct-to-customer operations, due to circumstances that reduce the relevant workforce. The need to operate with fewer employees could negatively impact our customer service levels and our operations.

Our facilities and systems, as well as those of our vendors, are vulnerable to natural disasters and other unexpected events, any of which could result in an interruption in our business and harm our operating results.

Our retail stores, corporate offices, distribution centers, infrastructure projects and direct-to-customer operations, as well as the operations of vendors from which we receive goods and services, are vulnerable to damage from earthquakes, tornadoes, hurricanes, fires, floods, power losses, telecommunications failures, hardware and software failures, computer viruses and similar events. If any of these events result in damage to our facilities or systems, or those of our vendors, we may experience interruptions in our business until the damage is repaired, resulting in the potential loss of customers and revenues. In addition, we may incur costs in repairing any damage beyond our applicable insurance coverage.

Declines in our comparable store sales may harm our operating results and cause a decline in the market price of our common stock.

Various factors affect comparable store sales, including the number, size and location of stores we open, close, remodel or expand in any period, the overall economic and general retail sales environment, consumer preferences and buying trends, changes in sales mix among distribution channels, our ability to efficiently source and distribute products, changes in our merchandise mix, competition (including competitive promotional activity and discount retailers), current local and global economic conditions, the timing of our releases of new merchandise and promotional events, the success of marketing programs, the cannibalization of existing store sales by our new stores, changes in catalog circulation, continued strength in our Internet business and fluctuation in foreign exchange rates. Among other things, weather conditions can affect comparable store sales because inclement weather can alter consumer behavior or require us to close certain stores temporarily and thus reduce store traffic. Even if stores are not closed, many customers may decide to avoid going to stores in bad weather. These factors have caused and may continue to cause our comparable store sales results to differ materially from prior periods and from earnings guidance we have provided. For example, the overall economic and general retail sales environment, as well as the current local and global economic conditions, have caused an overall significant decline in our comparable store sales results.

Our comparable store sales have fluctuated significantly in the past on an annual, quarterly and monthly basis, and we expect that comparable store sales will continue to fluctuate in the future. Past comparable store sales are no indication of future results. Comparable store sales have decreased in the past and are expected to continue to decrease in fiscal 2009. Our ability to maintain and improve our comparable store sales results depends, in large part, on maintaining and improving our forecasting of customer demand and buying trends, selecting effective marketing techniques, providing an appropriate mix of merchandise for our broad and diverse customer base and using effective pricing strategies. Any failure to meet the comparable store sales expectations of investors and securities analysts in one or more future periods could significantly reduce the market price of our common stock.

Our failure to successfully manage the costs and performance of our catalog mailings might have a negative impact on our business.

Catalog mailings are an important component of our business. Postal rate increases, paper costs, printing costs and other catalog distribution costs affect the cost of our catalog mailings. We rely on discounts from the basic postal rate structure, which could be changed or discontinued at any time. Our cost of paper has fluctuated significantly during the past three fiscal years, and our paper costs may continue to fluctuate in the future. Future increases in postal rates, paper costs or printing costs would have a negative impact on our operating results to the extent that we are unable to offset such increases by raising prices or by implementing more efficient printing, mailing, delivery and order fulfillment systems. In addition, if the performance of our catalogs declines or we misjudge the correlation between our catalog circulation and net sales, or if our catalog circulation optimization strategy overall is not successful, our results of operations could be negatively impacted.

We have historically experienced fluctuations in customer response to our catalogs. Customer response to our catalogs is substantially dependent on merchandise assortment, merchandise availability and creative presentation, as well as the selection of customers to whom the catalogs are mailed, changes in mailing strategies, the sizing and timing of delivery of the catalogs as well as the general retail sales environment and current domestic and global economic conditions. In addition, environmental organizations and other consumer advocacy groups may attempt to create an unfavorable impression of our paper use in catalogs and our distribution of catalogs generally, which may have a negative effect on our sales and our reputation. In addition, we depend upon external vendors to print our catalogs. The failure to effectively produce or distribute our catalogs could affect the timing of catalog delivery. The timing of catalog delivery has been and can be affected by postal service delays. Any delays in the timing of catalog delivery could cause customers to forego or defer purchases.

If we are unable to effectively manage our Internet business, our reputation and operating results may be harmed.

Our Internet business has been our fastest growing channel over the last several years and continues to be a significant part of our sales success. The success of our Internet business depends, in part, on factors over which we have limited control. We must successfully respond to changing consumer preferences and buying trends relating to Internet usage. We are also vulnerable to certain additional risks and uncertainties associated with the Internet, including changes in required technology interfaces, website downtime and other technical failures, costs and technical issues as we upgrade our website software, computer viruses, changes in applicable federal and state regulation, security breaches and consumer privacy concerns. In addition, we must keep up to date with competitive technology trends, including the use of improved technology, creative user interfaces and other Internet marketing tools, which may increase costs and which may not succeed in increasing sales or attracting customers. Our failure to successfully respond to these risks and uncertainties might adversely affect the sales in our Internet business, as well as damage our reputation and brands.

Our failure to successfully anticipate merchandise returns might have a negative impact on our business.

We record a reserve for merchandise returns based on historical return trends together with current product sales performance in each reporting period. If actual returns are greater than those projected by management, additional sales returns might be recorded in the future. Actual merchandise returns may exceed our reserves. In addition, to the extent that returned merchandise is damaged, we often do not receive full retail value from the resale or liquidation of the merchandise. Further, the introduction of new merchandise, changes in merchandise mix, changes in consumer confidence, or other competitive and general economic conditions may cause actual returns to exceed merchandise return reserves. In particular, the current adverse economic conditions may result in increased merchandise returns. Any significant increase in merchandise returns that exceeds our reserves could harm our business and operating results.

If we are unable to manage successfully the complexities associated with a multi-channel and multi-brand business, we may suffer declines in our existing business and our ability to attract new business.

During the past few years, with the launch and expansion of our Internet business, new brands and brand extensions, our overall business has become substantially more complex. The changes in our business have forced us to develop new expertise and face new challenges, risks and uncertainties. For example, we face the risk that our Internet business might cannibalize a significant portion of our retail and catalog businesses, and we face the risk of increased catalog circulation cannibalizing our retail sales. While we recognize that our Internet sales cannot be entirely incremental to sales through our retail and catalog channels, we seek to attract as many new customers as possible to our e-commerce websites. We continually analyze the business results of our three channels and the relationships among the channels, in an effort to find opportunities to build incremental sales.

If we are unable to introduce new brands and brand extensions successfully, or to reposition existing brands, we may not be able to grow our business.

We have in the past and may in the future introduce new brands and brand extensions, or reposition existing brands. Our newest brands West Elm, PBteen and Williams-Sonoma Home and any other new brands, however, may not be successful growth vehicles. Further, if we devote time and resources to new brands, brand extensions or brand repositioning, and those businesses are not as successful as we planned, then we risk damaging our overall business results. Alternatively, if our new brands, brand extensions or repositioned brands prove to be very successful, we risk hurting our other existing brands through the potential migration of existing brand customers to the new businesses. In addition, we may not be able to introduce new brands and brand extensions, or to reposition brands, in a manner that improves our overall business and operating results.

Our inability to obtain commercial insurance at acceptable prices or our failure to adequately reserve for self-insured exposures might increase our expenses and have a negative impact on our business.

We believe that commercial insurance coverage is prudent in certain areas for risk management. Insurance costs may increase substantially in the future and may be affected by natural catastrophes, fear of terrorism, financial irregularities and other fraud at publicly-traded companies, intervention by the government and a decrease in the number of insurance carriers. In addition, the carriers with which we hold our policies, including AIG, may go out of business, or may be otherwise unable to fulfill their contractual obligations. In addition, for certain types or levels of risk, such as risks associated with earthquakes, hurricanes or terrorist attacks, we may determine that we cannot obtain commercial insurance at acceptable prices, if at all. Therefore, we may choose to forego or limit our purchase of relevant commercial insurance, choosing instead to self-insure one or more types or levels of risks. We are primarily self-insured for workers compensation, employee health benefits and product and general liability claims. If we suffer a substantial loss that is not covered by commercial insurance or our self-insurance reserves, the loss and attendant expenses could harm our business and operating results. In addition, exposures exist for which no insurance may be available and for which we have not reserved.

Our inability or failure to protect our intellectual property would have a negative impact on our brands, goodwill and operating results.

Our trademarks, service marks, copyrights, patents, trade dress rights, trade secrets, domain names and other intellectual property are valuable assets that are critical to our success. The unauthorized reproduction or other misappropriation of our intellectual property could diminish the value of our brands or goodwill and cause a decline in our sales. In industries in which many competitors market and sell similar products, protection of intellectual property and maintenance of distinct branding are particularly important. We may not be able to adequately protect our intellectual property. In addition, the costs of defending our intellectual property may adversely affect our operating results.

We may be subject to legal proceedings that could be time consuming, result in costly litigation, require significant amounts of management time and result in the diversion of significant operational resources.

We are involved in lawsuits, claims and proceedings incident to the ordinary course of our business. Litigation is inherently unpredictable. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in the diversion of significant operational resources. There are an increasing number of cases being filed against companies generally, including a growing number of business method patent infringement lawsuits. The plaintiff in each case claims to hold a patent that covers certain technology or methodologies, which are allegedly infringed by the operation of the defendants business. We are currently a defendant in such patent infringement cases and may be named in others in the future, as part of an industry-wide trend. There has also been a rise in lawsuits against companies like us that collect personal information from customers. The cost of defending such claims or the ultimate resolution of such claims may harm our business and operating results. In addition, the significant deterioration in the global financial markets can create a more litigious environment and therefore subjects us to increased exposure to shareholder lawsuits.

Our operating results may be harmed by unsuccessful management of our employment, occupancy and other operating costs, and the operation and growth of our business may be harmed if we are unable to attract qualified personnel.

To be successful, we need to manage our operating costs and continue to look for opportunities to reduce costs. We recognize that we may need to increase the number of our employees, especially during peak sales seasons, and incur other expenses to support new brands and brand extensions, as well as the opening of new stores and direct-to-customer growth of our existing brands. Alternatively, if we are unable to make substantial adjustments to our cost structure during times of uncertainty, such as this current economic environment, we may incur unnecessary expenses, may have too few resources to properly run our business, or our business and operating results may be negatively impacted. From time to time, we may also experience union organizing activity in currently non-union facilities. Union organizing activity may result in work slowdowns or stoppages and higher labor costs. In addition, there appears to be a growing number of wage-and-hour lawsuits against retail companies, especially in California.

We contract with various agencies to provide us with qualified personnel for our workforce. Any negative publicity regarding these agencies, such as in connection with immigration issues or employment practices, could damage our reputation, disrupt our ability to obtain needed labor or result in financial harm to our business, including the potential loss of business-related financial incentives in the jurisdictions where we operate.

Although we strive to secure long-term contracts with our service providers and other vendors and to otherwise limit our financial commitment to them, we may not be able to avoid unexpected operating cost increases in the future. Further, we incur substantial costs to warehouse and distribute our inventory. Significant increases in our inventory levels may result in increased warehousing and distribution costs in addition to potential increases in costs associated with inventory that is lost, damaged or aged. Higher than expected costs, particularly if coupled with lower than expected sales, would negatively impact our business and operating results.

We are undertaking certain systems changes that might disrupt our business operations.

Our success depends, in part, on our ability to source and distribute merchandise efficiently through appropriate systems and procedures. We are in the process of substantially modifying our information technology systems which involve updating or replacing legacy systems with successor systems during the course of several years. There are inherent risks associated with replacing our core systems, including supply chain and merchandising systems disruptions that affect our ability to get the correct products into the appropriate stores and delivered to customers. We may not successfully launch these new systems, or the launch of such systems may result in disruptions to our business operations. In addition, changes to any of our software implementation strategies could result in the impairment of software-related assets. We are also subject to the risks associated with the ability of our vendors to provide information technology solutions to meet our needs. Any disruptions could negatively impact our business and operating results.

We outsource certain aspects of our business to third party vendors and are in the process of in sourcing certain business functions from third party vendors, both of which subject us to risks, including disruptions in our business and increased costs.

We outsource certain aspects of our business to third party vendors that subject us to risks of disruptions in our business as well as increased costs. For example, we utilize outside vendors for such things as payroll processing and various information technology and distribution center services. Accordingly, we are subject to the risks associated with their ability to successfully provide the necessary services to meet our needs. If our vendors are unable to adequately protect our data and information is lost, our ability to deliver our services is interrupted, or our vendors fees are more than expected, then our business and operating results may be negatively impacted.

In addition, we are in the process of in sourcing certain aspects of our business, including the management of certain infrastructure technology, furniture manufacturing, furniture delivery to our customers and the management of our international vendors, each of which were previously outsourced to third party providers. This may cause disruptions in our business and result in increased cost to us. In addition, if we are unable to perform these functions better than, or at least as well as, our third party providers, our business may be harmed.

If our operating and financial performance in any given period do not meet the extensive guidance that we have provided to the public, our stock price may decline.

We provide extensive public guidance on our expected operating and financial results for future periods. Although we believe that this guidance provides investors and analysts with a better understanding of management s expectations for the future and is useful to our shareholders and potential shareholders, such guidance is comprised of forward-looking statements subject to the risks and uncertainties described in this report and in our other public filings and public statements. Our actual results may not always be in line with or exceed the guidance we have provided, especially in times of great economic uncertainty. In the past, when we have reduced our previously provided guidance, the market price of our common stock has declined. If, in the future, our operating or financial results for a particular period do not meet our guidance or the expectations of investment analysts or if we reduce our guidance for future periods, the market price of our common stock may decline as well.

A variety of factors, including seasonality and economic downturn, may cause our quarterly operating results to fluctuate, leading to volatility in our stock price.

Our quarterly results have fluctuated in the past and may fluctuate in the future, depending upon a variety of factors, including shifts in the timing of holiday selling seasons, including Valentine s Day, Easter, Halloween, Thanksgiving and Christmas. A significant portion of our revenues and net earnings has been realized during the period from October through December each year. In anticipation of increased holiday sales activity, we incur certain significant incremental expenses prior to and during peak selling seasons, particularly October through December, including fixed catalog production and mailing costs and the costs associated with hiring a substantial number of temporary employees to supplement our existing workforce. For example, we realized significantly lower-than-expected revenues and net earnings during the October through December selling season of fiscal 2008 due to the economic downturn, which affected our business and operating results.

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We may require external funding sources for operating funds, which may cost more than we expect, or not be available at the levels we require and, as a consequence, our expenses and operating results could be negatively affected.

We regularly review and evaluate our liquidity and capital needs. We currently believe that our available cash, cash equivalents, cash flow from operations and cash available under our existing credit facilities will be sufficient to finance our operations and expected capital requirements for at least the next 12 months. However, we might experience periods during which we encounter additional cash needs during the course of our fiscal year, and we might need additional external funding to support our operations. Although we were able to amend our line of credit facility during fiscal 2008 on acceptable terms, in the event we require additional liquidity from our lenders, such funds may not be available to us or may not be available to us on acceptable terms. For example, in the event we were to breach any of our financial covenants, our banks would not be required to provide us with additional funding, or they may require us to renegotiate our existing credit facility on less acceptable terms. In addition, we may not be able to renew our letters of credit that we use to help pay our suppliers on terms that are acceptable to us, or at all, as the availability of letter of credit facilities may continue to be limited. Further, the providers of such credit may reallocate the available credit to other borrowers. If we are unable to access credit at the levels we require, or the cost of credit is greater than expected, it could adversely affect our operating results.

Disruptions in the financial markets may adversely affect our liquidity and capital resources and our business.

Disruptions in global financial markets and banking systems have made credit and capital markets more difficult for companies to access, even for some companies with established revolving or other credit facilities. We have access to capital through our revolving line of credit facility. Each financial institution which is part of the syndicate for our revolving line of credit facility is responsible for providing a portion of the loans to be made under the facility. If any participant or group of participants with a significant portion of the commitments in our revolving line of credit facility fail to satisfy its or their respective obligations to extend credit under the facility and we are unable to find a replacement for such participant or participants on a timely basis (if at all), our liquidity may be adversely affected and our business could be materially adversely affected.

If we are unable to pay quarterly dividends at intended levels, our reputation and stock price may be harmed.

Our current quarterly cash dividend is $0.12 per common share. The dividend program requires the use of a significant portion of our cash earnings. As a result, we may not retain a sufficient amount of cash to fund our operations or finance future growth opportunities, new product development initiatives and unanticipated capital expenditures. Our Board of Directors may, at its discretion, decrease the intended level of dividends or entirely discontinue the payment of dividends at any time. Our ability to pay dividends will depend on our ability to generate sufficient cash flows from operations in the future. This ability may be subject to certain economic, financial, competitive and other factors that are beyond our control. Any failure to pay dividends after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and negatively impact our stock price.

If we fail to maintain proper and effective internal controls, our ability to produce accurate and timely financial statements could be impaired and investors views of us could be harmed.

We have evaluated and tested our internal controls in order to allow management to report on, and our registered independent public accounting firm to attest to, our internal controls, as required by Section 404 of the Sarbanes-Oxley Act of 2002. We have incurred, and expect to continue to incur, significant expenses and a diversion of management s time to meet the requirements of Section 404. If we are not able to continue to meet the requirements of Section 404 in a timely manner or with adequate compliance, we would be required to disclose material weaknesses if they develop or are uncovered and we may be subject to sanctions or investigation by regulatory authorities, such as the Securities and Exchange Commission or the New York Stock Exchange. Any such action could negatively impact the perception of us in the financial market and our business. In addition, our internal controls may not prevent or detect all errors and fraud. A control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable assurance that the objectives of the control system will be met.

Changes to accounting rules or regulations may adversely affect our operating results.

Changes to existing accounting rules or regulations may impact our future operating results. A change in accounting rules or regulations may even affect our reporting of transactions completed before the change is effective. Other new accounting rules or regulations and varying interpretations of existing accounting rules or regulations have occurred and may occur in the future. Future changes to accounting rules or regulations or the questioning of current accounting practices may adversely affect our operating results.

Changes to estimates related to our property and equipment, including information technology systems, or operating results that are lower than our current estimates at certain store locations, may cause us to incur impairment charges.

We make certain estimates and projections in connection with impairment analyses for certain of our store locations and other property and equipment, including information technology systems, in accordance with Statement of Financial Accounting Standards (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. These impairment analyses require that we review for impairment all stores for which current or projected cash flows from operations are either negative or nominal, or the construction costs are significantly in excess of the amount originally expected. An impairment charge is required when the carrying value of the asset exceeds the undiscounted future cash flows over the remaining life of the lease. These calculations require us to make a number of estimates and projections of future results, often up to 20 years into the future. If these estimates or projections change or prove incorrect, we may be, and have been, required to record impairment charges on certain store locations and other property and equipment, including information technology systems. These impairment charges have been significant in the past and may be in the future and, as a result of these charges, our operating results have been and may be adversely affected. For example, during fiscal 2008 and the first quarter of fiscal 2009, we recorded impairment charges related to underperforming retail stores.

If we do not properly account for our unredeemed gift certificates, gift cards and merchandise credits, our operating results will be harmed.

We maintain a liability for unredeemed gift cards, gift certificates and merchandise credits until the earlier of redemption, escheatment or four years. After four years, the remaining unredeemed gift cards, gift certificate or merchandise credit liability is relieved and recorded within selling, general and administrative expenses. In the event that our historical redemption patterns change in the future, we might change the minimum time period for maintaining a liability for unredeemed gift certificates on our balance sheets, which would affect our financial position or operating results. Further, in the event that a state or states were to require that the unredeemed amounts should have been escheated to that state or states, our business and operating results would be harmed.

Fluctuations in our tax obligations and effective tax rate may result in volatility of our operating results and stock price.

We are subject to income taxes in many U.S. and certain foreign jurisdictions. We record tax expense based on our estimates of future payments, which include reserves for estimates of probable settlements of foreign and domestic tax audits. At any one time, many tax years are subject to audit by various taxing jurisdictions. The results of these audits and negotiations with taxing authorities may affect the ultimate settlement of these issues. As a result, we expect that throughout the year there could be on-going variability in our quarterly tax rates as taxable events occur and exposures are evaluated. Further, our effective tax rate in a given financial statement period may be materially impacted by changes in the mix and level of earnings or by changes to existing accounting rules or regulations.

If we fail to attract and retain key personnel, our business and operating results may be harmed.

Our future success depends to a significant degree on the skills, experience and efforts of key personnel in our senior management, whose vision for our company, knowledge of our business and expertise would be difficult to replace. If any of our key employees leaves, is seriously injured or is unable to work, and we are unable to find a qualified replacement, we may be unable to execute our business strategy.

In addition, our main offices are located in the San Francisco Bay Area, where competition for personnel with retail and technology skills can be intense. If we fail to identify, attract, retain and motivate these skilled personnel, especially in this challenging economic environment, our business may be harmed. Further, in the event we need to hire additional personnel, we may experience difficulties in attracting and successfully hiring such individuals due to competition for highly skilled personnel in our market.

We may be exposed to risks and costs associated with credit card fraud and identity theft that could cause us to incur unexpected expenditures and loss of revenue.

A significant portion of our customer orders are placed through our website or through our customer care centers. In addition, a significant portion of sales made through our retail channel require the collection of certain customer data, such as credit card information. In order for our sales channel to function and develop successfully, we and other parties involved in processing customer transactions must be able to transmit confidential information, including credit card information, securely over public networks. Third parties may have the technology or knowledge to breach the security of customer transaction data. Although we take the security of our systems and the privacy of our customers confidential information seriously, we cannot guarantee that our security measures will effectively prevent others from obtaining unauthorized access to our information and our customers information. Any person who circumvents our security measures could destroy or steal valuable information or disrupt our operations. Any security breach could cause consumers to lose confidence in the security of our website or stores and choose not to purchase from us. Any security breach could also expose us to risks of data loss, litigation and liability and could seriously disrupt our operations and harm our reputation, any of which could harm our business.

In addition, states and the federal government are increasingly enacting laws and regulations to protect consumers against identity theft. We collect personal information from consumers in the course of doing business. These laws will likely increase the costs of doing business and, if we fail to implement appropriate safeguards or to detect and provide prompt notice of unauthorized access as required by some of these new laws, we could be subject to potential claims for damages and other remedies, which could harm our business.

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ITEM 6. EXHIBITS

(a) Exhibits

Exhibit Number	Exhibit Description
10.1	Form of Williams-Sonoma, Inc. Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K as filed with the Commission on March 24, 2009, File No. 001-14077).
10.2	Fifth Amendment, dated as of April 13, 2009, to the Reimbursement Agreement between the Company and JPMorgan Chase Bank, N.A., dated as of September 8, 2006.
31.1	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
31.2	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
32.1	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE

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.

WILLIAMS-SONOMA, INC.

By: /s/ Sharon L. McCollam
Sharon L. McCollam
Executive Vice President,
Chief Operating and Chief Financial Officer

Date: June 12, 2009