

Fresh Market, Inc.  
Form 10-K  
March 21, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended January 26, 2014  
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: 1-34940

THE FRESH MARKET, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

56-1311233  
(I.R.S. Employer  
Identification No.)

628 Green Valley Road  
Greensboro, NC  
(Address of principal executive offices)

27408  
(Zip Code)

(336) 272-1338  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common stock, par value \$0.01 per share	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Edgar Filing: Fresh Market, Inc. - Form 10-K

..

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

---

Edgar Filing: Fresh Market, Inc. - Form 10-K

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

Aggregate market value of the registrant's common stock held by non-affiliates as of July 26, 2013, based upon the closing sales price of common stock on such date reported on the NASDAQ Global Select Market, was approximately \$2,550,000,000.

The number of shares of the registrant's common stock, \$0.01 par value, outstanding as of March 12, 2014 was 48,392,582 shares.

**Documents Incorporated by Reference**

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission in connection with its 2014 Annual Meeting of Stockholders to be held June 3, 2014 are incorporated by reference in Part III of this Form 10-K to the extent described herein.

---

### Cautionary Note Regarding Forward Looking Statements

This Form 10-K and our 2013 Annual Report contain forward-looking statements in addition to historical information. The forward-looking statements relate to matters such as our industry, business strategy, goals and expectations concerning our market position, future operations, future performance or results, margins, profitability, capital expenditures, liquidity and capital resources and other financial and operating information. We use words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “intend,” “looking forward,” “may,” “plan,” “potential,” “project,” “target,” “will” and “would” or any variations of these words or other words with similar meanings to identify such forward-looking statements. All statements that address activities, events or developments that we intend, expect or believe may occur in the future are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These “forward looking statements” may relate to such matters as our industry, business strategy, goals and expectations concerning our market position, future operations, future performance or results, margins, profitability, capital expenditures, liquidity and capital resources, interest rates and other financial and operating information and the outcome of contingencies such as legal and administrative proceedings.

Our forward-looking statements contained in this Form 10-K are based on management’s current expectations and are subject to uncertainty and changes in circumstances. We cannot guarantee that the results and other expectations expressed, anticipated or implied in any forward-looking statement will be realized. The following are some of the factors that could cause actual future results to differ materially from those expressed in any forward-looking statements: unexpected expenses and risks associated with our business; our ability to remain competitive in the areas of merchandise quality, price, breadth of selection, customer service and convenience; the effective management of our merchandise buying and inventory levels; accounting entries and adjustments at the close of a fiscal quarter; the quality and safety of food products and other items that we may sell; our ability to anticipate and/or react to changes in customer demand; changes in economic and financial conditions, including the outcome of negotiations surrounding U.S. fiscal policy, which, even if resolved, may be adverse due to tax increases and spending cuts, and the resulting impact on consumer confidence; other changes in consumer confidence and spending; unexpected consumer responses to promotional programs; unusual, unpredictable and/or severe weather conditions including their effect on our supply chain and our store operations; the effectiveness of our logistics and supply chain model, including the ability of our third-party logistics providers to meet our product demands and restocking needs on a cost competitive basis; the execution and management of our store growth, including the availability and cost of acceptable real estate locations for new store openings, the capital that we utilize in connection with new store development and the anticipated time between lease execution and store opening; the mix of our new store openings as between build to suit sites and second-generation, as-is sites and as between existing markets and newer markets; the actions of third parties involved in our store growth activities, including property owners, landlords, property managers, contractors, subcontractors, government agencies, and current tenants who occupy one or more of our proposed new store locations, all of whom may be impacted by their financial condition, their lenders, their activities outside of those focused on our new store growth and other tenants, customers and business partners of theirs; our requirement to impair recorded goodwill and other long-lived assets; global economies and credit and financial markets; our ability to maintain the security of electronic and other confidential and/or personal information; serious disruptions and catastrophic events; competition; personnel recruitment and retention; acquisitions and divestitures, including the ability to integrate successfully any such acquisitions; information systems and technology; commodity, energy, fuel and other cost increases; compliance with laws, regulations and orders; changes in laws and regulations; outcomes of litigation and proceedings and the availability of insurance, indemnification and other third-party coverage of any losses suffered in connection therewith; tax matters; numerous other matters of national, regional and global scale, including those of a political, economic, business, and competitive nature; and other factors, many of which are beyond our control. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, our actual results may vary in material respects from those projected in these forward-looking statements. You should bear this in mind as you consider forward-looking statements.

Edgar Filing: Fresh Market, Inc. - Form 10-K

Any forward-looking statement made by us in this Form 10-K speaks only as of the date hereof. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws. You are advised, however, to consult any further disclosures we may make in our future reports to the Securities and Exchange Commission, on our website, or otherwise.

3

---

The Fresh Market, Inc.

2013 Annual Report on Form 10-K  
 For Fiscal Year Ended January 26, 2014  
 Table of Contents

PART I		
Item 1.	Business	<u>5</u>
Item 1A.	Risk Factors	<u>15</u>
Item 1B.	Unresolved Staff Comments	<u>26</u>
Item 2.	Properties	<u>27</u>
Item 3.	Legal Proceedings	<u>27</u>
Item 4.	Mine Safety Disclosures	<u>28</u>
PART II		
Item 5.	Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	<u>29</u>
Item 6.	Selected Financial Data	<u>30</u>
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>33</u>
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	<u>49</u>
Item 8.	Financial Statements and Supplementary Data	<u>49</u>
Item 9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	<u>49</u>
Item 9A.	Controls and Procedures	<u>50</u>
Item 9B.	Other Information	<u>51</u>
PART III		
Item 10.	Directors, Executive Officers and Corporate Governance	<u>52</u>
Item 11.	Executive Compensation	<u>52</u>
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	<u>52</u>
Item 13.	Certain Relationships and Related Transactions, and Director Independence	<u>52</u>
Item 14.	Principal Accountant Fees and Services	<u>52</u>
PART IV		
Item 15.	Exhibits and Financial Statement Schedules	<u>53</u>
	SIGNATURES	<u>55</u>

## PART I

### Item 1. Business.

#### General

The Fresh Market is a fast-growing specialty retailer focused on creating an extraordinary food shopping experience for our customers. Since opening our first store in 1982, we have offered high-quality food products, with an emphasis on fresh, premium perishables and an uncompromising commitment to customer service. We seek to provide an attractive, convenient shopping environment while offering our customers a compelling price-value combination. As of January 26, 2014, we operated 151 stores in 26 states across the United States.

#### History

The Fresh Market opened its first store in Greensboro, North Carolina in 1982. In the 1980s and early 1990s, the company expanded its presence throughout the Southeastern United States. In 1996, the company entered Florida, and as of January 26, 2014 we have 33 stores, making Florida our largest market. We continue to introduce our store to new markets and entered the Midwest in 2005, the Northeast in 2009, the Plains states and California in 2012, and Texas in 2013.

Throughout The Fresh Market's history, our company has been characterized by a culture of continuous growth and an innovative approach to perishable product offerings. As the company has grown, we have implemented numerous organizational, technological and process improvements to better standardize our systems and processes and contribute to our ability to scale our operations. At the same time we have fostered a spirit of innovation that encourages our management to continually challenge and enhance our product offerings and services.

#### Competitive Strengths

We attribute our success in large part to the following competitive strengths:

Outstanding food quality, store environment and customer service. We are dedicated to delivering a superior shopping experience that exceeds our customers' expectations by offering fresh, premium products and providing a high level of customer service. Our high-quality food offerings are the result of our careful selection of distinct products based on a range of attributes such as taste, color, size, grade, marbling, growing conditions, origins and freshness. Additionally, our stores are designed to delight our customers' senses with an aesthetically pleasing environment. Elements of this environment include colorful product presentations, accent lighting, music and various aromas including flowers, coffee and freshly baked goods. Additionally, we strive to engender employee pride and enthusiasm, reflecting our belief that a motivated, knowledgeable staff and a service-oriented, engaging shopping experience foster a strong relationship with our customers, generate favorable word-of-mouth publicity and drive sales.

Business well positioned for changing industry trends. We believe that our company is well positioned to capitalize on evolving consumer preferences and other trends currently shaping the food retail industry. These trends include:

- a growing emphasis on customer convenience and the shopping experience;
- an increasing consumer focus on healthy, fresh and quality offerings as well as organic and conventional offerings;
- an increasing consumer interest in locally-grown products including regionally and locally sourced food;
- an improving perception of private-label product quality; and

an increase in the average age of the U.S. population, driven by an aging Baby Boomer population which, we believe, tends to make a greater number of shopping trips and higher food at home spending per household than younger age groups.

5

---



We believe that our differentiated food shopping experience, product offerings and smaller-box format complement these industry dynamics and will enable us to continue growing successfully and profitably.

Highly-profitable smaller-box format. Since our founding, we have exclusively operated a smaller-box format, which has proven to be highly profitable. Our stores average approximately 21,000 square feet and carry an edited assortment of approximately 9,000 to 10,000 SKUs at any one time, while many conventional supermarkets are approximately 40,000 to 60,000 square feet and carry an average of 45,000 SKUs. Within this smaller-box format, we focus on higher-margin food categories. Further, we believe our format facilitates interaction among our store managers, customers and staff, enhancing the customers' shopping experience. Our disciplined, exclusive focus on this format leads to more consistent execution across our store base, which we believe allows us to generate higher operating margins than conventional supermarkets. Additionally, the smaller-box format is adaptable to different retail sites and configurations. We expect this format will enable us to continue to extend our geographic presence without compromising our profitability or shopping experience.

Scalable operations and replicable store model. We believe that our infrastructure, including our management systems and distribution network, enables us to replicate our profitable store format and differentiated shopping experience. We expect this infrastructure to be capable of supporting significant expansion. We believe our standardized systems and processes, which rely on refined tools for procurement, inventory management, store operations and employee hiring, training and scheduling, are scalable to meet our expansion goals. We outsource substantially all of our logistics functions to third-party distributors and vendors whom we expect to have sufficient capacity to accommodate our anticipated growth. Additionally, each of our stores utilizes standard product display fixtures with flexible arrangement and design options that enable us to successfully replicate our customers' shopping experience in stores of various sizes and dimensions. Our store management mobility tracking system allows us to efficiently deploy staff across our stores and place experienced managers in each of our new stores, helping provide a consistent shopping experience at each of our stores.

Experienced management team with proven track record. Our executive management team has extensive experience across a broad range of industries and employs an analytical, data-driven approach to decision-making that is designed to encourage innovation and stimulate continuous improvement throughout the organization. Our executive management team has an average of fourteen years of experience in the retail industry and an average of seven years with our company, and is complemented by merchandising and operations management with an average of over thirty years of food retail experience and an average of thirteen years with our company.

While we have set forth our competitive strengths above, food retail is a large and competitive industry and our business involves numerous risks and uncertainties. These risks include the possibility that our competitors may be more successful than us in attracting customers. Some of these competitors have been in business longer or may have greater financial resources than us, which may give them a competitive advantage in sourcing, promoting and selling products. In addition, achieving our store growth and margin improvement objectives will be subject to a number of important challenges. For a more complete description of these challenges and the other risks associated with an investment in our common stock, see "Risk Factors."

#### Growth Strategy

Expand our store base. We intend to continue to expand our store base in existing markets and to penetrate new markets over time. We view expansion as a core competency and have nearly quadrupled our store count over the last ten years. Our real estate development team and supporting functions continuously look to improve our capability to identify new sites and forecast the sales performance of those sites. In the summer of 2013, we began identifying enhancements to our real estate process, which we believe will allow the company to achieve more predictable future results. We are now focused on three key refinements.

First, our real estate plan will place a greater emphasis on existing market expansion, while slowing the pace of openings relative to 2013 in markets west of the Mississippi River for the near- to medium-term. We believe this approach will allow us to better control occupancy costs, leverage existing market data to improve sales forecasts, and improve productivity among our future classes of stores. In 2013, we opened 22 new stores of which eight openings were in California and Texas alone. Prior to 2013, our store in Sacramento, which opened in the fall of 2012, was the only store we operated in these two states. We do not anticipate this same proportion of openings in new markets in the near- to mid-term. In fact, of the 23 to 25 new stores we expect to open in 2014, we expect no more than five stores will be in California and Texas.

Second, we have modified our real estate selection process and sales forecasting to include new analytics, which we believe will improve the strength of stores added to our pipeline and enhance the consistency of results from new store openings. In addition to qualitative market research, we have updated both our existing forecast methodology and added a new

dynamic forecasting model to augment this process. In preliminary back-testing, the model has shown a higher level of consistency in predicting sales performance and profit contribution than our current process. The benefits of this revised process are being used for leases being signed now for stores opening beyond 2014.

Third, in the fall of 2013 we contracted with a real estate analytics firm to update our white space analysis, which provides detailed information about opportunities to grow and place our stores, for the southeastern United States, and provide us with tools to improve our capabilities in assessing sites in all our markets. We last performed a white space analysis in early 2010, and believe that there are numerous additional trade areas in the Southeast that could support a The Fresh Market store relative to that analysis. We believe our ability to source products at lower costs and better manage inventories than we could in 2010, has lowered the required break-even sales levels in recent years. We also have observed that new stores in the Southeast are cannibalizing sales of existing stores less than historically modeled. This gives us confidence in our ability to select additional new sites in established markets that we believe will provide returns in-line with our historical average.

Taken together, we believe these refinements to our real estate expansion plan will enable us to grow profitably and more predictably. The research being conducted now will also provide us with a better perspective on the number of The Fresh Market stores that can be supported in the United States.

Our recent growth is summarized below:

	Year Ended January 26 2014	Year Ended January 27 2013	Year Ended January 29 2012	
Stores at beginning of fiscal year	129	113	100	
Stores opened	22	16	13	
Store closures	—	—	—	
Stores at end of fiscal year	151	129	113	
Relocations and remodels	3	1	4	
Total gross square footage	3,200,000	2,714,000	2,383,000	
Year-over-year change	18	% 14	% 12	%

When developing a new store site, we generally target a store size of approximately 17,000 to 22,000 gross square feet and first year sales of \$8 million to \$12 million. The sales level may vary based on the size of the required investment. Our target net investment to open a new store varies based on the approach we take to developing the applicable new store site. For example, we may enter into a “build-to-suit” lease, in which the owner develops a store site to our specifications prior to us occupying the premises. For build-to-suit stores, depending on site characteristics and other factors, our target net investment is approximately \$3.0 million to \$4.0 million per store, including interior upfit and furniture, fixture, and equipment costs and initial inventory, net of payables. Alternatively, we may enter into a lease “as-is” for existing structures, in which we take the premises in its current state and develop it. For opening stores in “as-is” existing structures, depending on the age of the building, our target net investment is approximately \$3.5 million to \$5.0 million per store, although some transaction structures or specific properties may be substantially higher. Occasionally, we enter into a lease for, or acquire, land and then build the entire structure. In this case, depending on the site work and scope of the project, the net investment excluding cost of land is typically \$5.5 million to \$8.5 million, although some transaction structures or specific properties may be substantially higher. Also, we may incur lease inducement costs or similar prepayments in connection with acquiring or entering into new leases. These lease inducement costs and similar prepayments are not included as part of our net investment costs and are amortized to rent expense over the primary lease term.

In most cases, our operating model generally targets a cash flow contribution of 8% to 10% or greater of sales in the first year of operations, increasing to the low-to mid-teens by the fifth year of operation. In addition, our investment criteria and internal rate of return thresholds remain consistent across store site types. In most cases, we target a payback period of less than four years. When entering new markets, we may consider the new store site to be an

investment with a lower return we choose to make in order to test our operating model, build credibility with the real estate community and provide a platform for future growth. This approach we believe allows us to better learn whether any refinements to our concept are required and obtain future real estate sites at lower costs before expanding further in the market.

Drive comparable store sales. We aim to increase our comparable store sales by generating growth in the number and average size of customer transactions at our existing stores. The key elements of our strategy to increase the number of customer transactions at our existing stores include:

- continuing to offer a differentiated food shopping experience that leads to favorable word-of-mouth publicity;
- providing a greater number of solutions for more meal occasions;
- continuing to provide an assortment of distinctive, high-quality product offerings and communicate their attributes and suggestions for cooking with them to generate new and repeat visits to our stores;
- generating customer loyalty through expansion of products offered under our private-label brands; and
- remodeling older stores to enhance the look and feel of the store.

The key elements of our strategy to increase the amount our customers spend when they visit our stores include:

- continuing to introduce new and creative products, including products offered under our private label brands, to accommodate our customers' evolving preferences;
- expanding our selection of local and regional products;
- utilizing in-store cross-merchandising and extending categories to serve ready to serve offerings;
- communicating and offering various promotional activities;
- enhancing our product offering displays to make purchasing more convenient; and
- remodeling older stores to enhance the merchandising of products.

We believe that our commitment to providing differentiated and creative product offerings in response to customer needs and preferences and our focus on customer service will continue to build customer loyalty and favorable word-of-mouth publicity and lead to increased customer transactions at our stores and growth in the amount our customers spend when they visit our stores.

Increase our operating margins. We intend to increase our operating margins gradually over the long term through scale efficiencies and leverage of our fixed cost base. We believe we will be able to increase our gross margin, but may choose to invest these improvements to increase sales and market share where we operate our stores. Specifically, our anticipated store growth will permit us to benefit from economies of scale in sourcing products and allow us to leverage our buying costs, supply chain costs, and occupancy costs as a percentage of sales. In addition to our continued expansion, as we refine and improve our various ordering, tracking and product allocation systems, we expect to benefit from additional gross margin improvement opportunities by increasing sales and reducing inventory shrinkage. We also believe that we can make profitable enhancements to our merchandise offerings by, for example, continuing to increase our selection of local and regional products. Finally, we believe that as we grow revenues and the store base, we will be able to leverage our existing infrastructure, corporate overhead, and labor expenses with continued cost discipline to gradually improve operating margins.

## Industry Overview and Trends

The U.S. food retail industry encompasses store formats ranging from small grocery shops and convenience stores to large supermarkets and club stores. The supermarket format represents the largest segment of the food retail industry.

## Edgar Filing: Fresh Market, Inc. - Form 10-K

This format, of which we are a part, includes conventional, warehouse, supercenter, limited assortment, military commissaries and natural/gourmet foods. We do not believe, however, that we neatly fit into any of these categories. With an average store size of approximately 21,000 square feet, a focus on perishables and only 9,000 to 10,000 SKUs in stock at any one time, we believe we are best defined as a specialty food retailer.

Key trends that we believe shape our market include:

**Increasing focus on convenience and the customer shopping experience:** Supermarkets are enhancing or attempting to enhance the consumer's shopping experience in stores with a more aesthetically appealing environment as competition is increasing. In addition, supermarkets are striving to be more innovative and responsive to consumer preferences with their consumer interactions and product offerings that include prepared foods and targeted promotions.

**Emphasis on healthy, fresh and quality offerings:** Supermarkets are increasingly providing and marketing fresh food items consistent with ongoing health trends and greater consumer awareness of the negative aspects of processed foods. Many conventional supermarkets are attempting to complement center aisle grocery formats with fresh formats that emphasize high-quality perishables and prepared foods. The increased popularity of organic and natural products over the past few years is also indicative of a consumer preference for fresh food items. Additionally, the growing consumer demand for fresh, quality offerings has improved the infrastructure for, and increased the supply of, these items, resulting in improved sourcing, distribution and pricing.

**Localization:** An increasing number of consumers believe that locally-grown products are fresher and taste better. Consumers often purchase locally-grown food because they prefer to support local growers. In addition, these consumers may believe that locally-grown food results in a reduced environmental impact.

**Private label:** Supermarkets continue to develop and promote private-label brands to distinguish themselves from their competitors and promote customer loyalty. These private-label brands can also offer benefits to retailers through increased margins and, in certain instances, to customers through lower prices compared to branded products. Another key contributor to private label growth has been the improved product quality image and exclusivity of certain brands, which can further help to differentiate supermarkets from each other.

**Aging customer demographic:** According to the U.S. Census Bureau, by 2030, nearly one in five U.S. residents will be 65 or older, driven by an aging Baby Boomer population which, we believe, tends to make a greater number of shopping trips and higher food at home spending per household than younger age groups.

## Products and Stores

We offer fresh, carefully-selected, high-quality food products focused on perishable categories in a store format that has been successful in diverse geographic and demographic markets.

## Products

We have a significant focus on perishable product categories, which include meat, seafood, produce, deli, bakery, floral, sushi and prepared foods. Our non-perishable product categories consist of traditional grocery, frozen and dairy products as well as bulk, coffee and candy, beer and wine, and health and beauty. We emphasize fresh items that are distinct and of premium quality as compared to our conventional competitors. The following is a breakdown of our perishable and non-perishable sales mix:

	Year Ended			
	January 26, 2014	January 27, 2013	January 29, 2012	
Perishable	65.4	% 65.8	% 66.4	%
Non-perishable	34.6	% 34.2	% 33.6	%





Our in-house merchants actively seek high-quality products from a wide range of sources. Our product selection includes:

**Meat.** Our meat department offers our customers a unique Old World butcher shop experience set apart by its flexibility, quality and service. Our professional meat cutters are available during all hours of operation to answer customers' questions, offer cooking tips and provide custom cuts of meat. Our offerings include steaks that are expertly trimmed and aged for 14 to 21 days to provide restaurant-quality taste and tenderness, fresh turkeys year-round and ground beef that is ground daily in-store from steak trimmings and whole roasts.

**Seafood.** We offer our customers a distinctive selection of fresh seafood and choose our suppliers based on the quality of their offerings and production methods. Our stores receive deliveries of fresh seafood up to six times a week, demonstrating our dedication to freshness. One of the distinguishing characteristics of the department is the prepared or "value-added" seafood selections. Additionally, we have a partnership with the New England Aquarium to develop an Environmentally Sustainable Seafood Policy that will shape all future product sourcing decisions and inspire us to continuously improve the environmental responsibility of the items we sell in our seafood department. This commitment recognizes the increasing importance of sustainability in being able to provide our customers with the highest quality seafood they expect from us for many years to come.

**Produce.** We offer our customers a "farmers' market" experience focused on freshness, variety and abundant displays. For example, our mushroom selection consists of many varieties, including French horn, hen-of-the-woods and porcini. We also pride ourselves on offering our customers the "best eating" varieties year-round, and offer a mix of conventional, certified organic and local produce throughout the year depending on quality and availability. An example of our "best eating" varieties is our SweeTango apple that may not be available in conventional supermarkets.

**Grocery and Dairy.** We carefully select our grocery and dairy products to provide hard-to-find and premium-quality offerings to our customers, such as truffle oil and Devonshire cream. We have a growing line of our distinctive private-label dairy and non-perishable grocery products that address the wants and needs of our food-savvy shoppers and we employ these products as a vehicle for building and supporting our brand. These include our private-label omega-3 eggs and our private-label dairy products, which comprise a significant share of the dairy products we sell.

**Prepared Foods.** We have a growing prepared foods department with a broad selection of quality products. Our prepared foods operations are focused on simplicity of execution, often relying on standardized recipes and instructions provided to the stores to maintain consistency in quality and food safety across the stores while maintaining a homemade, fresh look and great taste. Our prepared foods include entrees such as turkey meatloaf and stuffed shells, rotisserie selections such as whole chickens and baby back ribs and freshly made sandwiches and sides.

**Deli.** Our European-style delicatessen features a broad assortment of high-quality deli meats and typically offers more than 200 varieties of imported and domestic cheeses. Our cheese selection includes Parmesan Reggiano, fresh mozzarella, manchego, gruyere and imported brie. Our deli meats are sliced to customer specifications and most cheese is cut, wrapped and weighed in-store.

**Bakery.** We utilize a combination of in-store and third-party bakeries to produce our baked goods. The presence of daily in-store baking enhances the customer's shopping experience and reinforces the freshness and value provided in each store. The open layout of our bakery contributes to our aesthetically-pleasing store environment by, for example, allowing our customers to see and smell warm cookies as they come out of the oven and watch birthday cakes being decorated.

**Bulk, Coffee and Candy.** A number of products are offered in bulk format including nuts, dried fruits, snack mixes, coffee and candy. We take pride in the quality and selection we provide, including nut varieties that we believe are larger than those offered by many conventional supermarkets. In addition, we carry only 100% Arabica coffee beans. The substantial number of options and presentation utilizing wooden stands, crates and barrels in these departments

helps reinforce the open-air Old World market feeling.

10

---

**Beer and Wine.** We believe that wine enhances our customers' food experience. We offer a carefully selected assortment of highly-ranked wines at affordable prices, everyday wines and wine from local vintners. We also offer beers from local, domestic and foreign brewers. Beer and wine sales are subject to applicable law and are not available in every store.

**Floral and Gifts.** Lively, elegant floral displays greet our customers when they enter the store. In order to offer our customers attractive seasonal flowers at peak blooming, we regularly vary the selection of our floral offerings, which include our top-selling roses, orchids and tulips. Our gift selection includes candles, cookbooks, kitchen items and seasonal and holiday gift baskets.

**Health and Beauty.** We strive to offer a selection of natural and specialty health and beauty care items, which includes personal care items such as soap, facial cleansers, lotions, hair care products, and lip balms, as well as many wellness items to supplement a healthy lifestyle. We offer a variety of "The Fresh Market" brand vitamins and herbal supplements as well as numerous other health and lifestyle products.

We believe our ability to identify, source, merchandise and market differentiated products is critical to our success. We carefully select new products based on a variety of attributes including taste, color, size, grade, marbling, growing conditions, origins and freshness. Our centralized merchandising team rigorously rotates, updates and re-evaluates our existing merchandise offerings and regularly tests new products in our stores to excite our customers and to better understand customer preferences. Although our typical store carries approximately 9,000 to 10,000 SKUs at any one time, our stores carry many more SKUs over the course of a year. This allows us to maintain a consistent flow of new and seasonal products in our stores and keep our product assortment fresh and relevant.

#### Pricing Strategy

By maintaining our commitment to providing premium products at reasonable prices, we believe we are able to communicate to our customers a sense of value and foster a relationship of trust, which in turn generates customer loyalty. We attract customers to our stores based on the variety and quality of our products and a differentiated shopping experience.

Our pricing decisions are driven by the limited direct overlap between our product offerings and the products offered by most conventional supermarkets. Where our products are directly comparable to those offered by our competitors, such as grocery and dairy staples, beer and wine, we aim to price them competitively, and where our products are recognizably distinct from those offered by our competitors, such as our produce, meat and seafood, we aim to price them commensurate with the quality of our products. Examples of such products include our Honey Crisp apples, because of their size, color and lack of bruising, and our ground beef, which is ground fresh in our stores every day and contrasts with that carried by many conventional supermarkets, who typically rely upon mechanically separated beef processed at a central processing facility and available for sale many days after the product was ground.

#### Stores

Our stores are organized around distinct departments with engaging merchandise displays that reinforce our emphasis on freshness and service. In addition, our stores are decorated and designed to evoke a "neighborhood grocer" feel, and in some cases are customized to local and regional tastes. The careful design of our stores creates a warm, inviting atmosphere that evokes a simple elegance, with colorful product presentations, accent lighting and music. The aroma of flowers, coffee and freshly baked goods permeates the stores and other amenities, such as free coffee daily and cut-to-order meats, enhance the shopping experience for our customers. The Fresh Market store atmosphere is meant to encourage the customer to slow down, interact with employees and have an enjoyable shopping experience.

Each of our stores uses standardized product display fixtures with flexible arrangement and design options that enable us to accommodate each store's distinct shape, size, and layout. Each of our discrete departments, such as deli, bakery, seafood and meat, has several well-developed merchandising and display alternatives to optimize the available space. We position our full-service departments adjacent to each other to provide a "market feel" and foster interaction between employees and customers. As a result, although departments are systematically arranged, they appear customized to local tastes. This further reinforces our ability to successfully replicate our customers' shopping experience and retain the charm of a "neighborhood grocer."

We employ a detailed, analytical process to identify target markets or sales potential by geographic regions. We target locations based on demographic characteristics, including income and education levels, drive times, competition and population density, as well as other key characteristics including convenience for customers, visibility, access, signage and parking

availability. We generally visit a potential location multiple times to perform on-site diligence and interview potential customers. We supplement our in-house efforts by leveraging the expertise of our extensive regional broker network. Our real estate committee, which includes members of senior management, approves all new stores.

### Store Staffing and Operations

Our typical store is staffed with approximately 70-80 full-and part-time employees including a store manager, two to three assistant store managers and five department heads. The store management team is responsible for all aspects of store execution including managing inventory and cash, maintaining a clean and engaging store environment, and hiring, training and supervising our store employees. Importantly, we encourage our employees, especially our store managers, to engage regularly with our customers. To facilitate interaction between staff and customers, our store managers are typically positioned on our selling floor, near our service counters.

In addition, we employ a dedicated new store opening team, including a new store operations manager, which is exclusively focused on the new store opening process. We believe this allows us to seamlessly open new stores while our field management team can focus on continuing to improve the performance of our existing stores.

Our stores are generally open seven days a week from 8:00 am to 9:00 pm each day. Certain stores may open at 7:00 am or close at 10:00 pm.

### Training and Development

We believe that our success and our growth are dependent upon hiring, training, retaining, developing, and promoting qualified and enthusiastic employees who share our passion for delivering an extraordinary food shopping experience. We maintain a significant and growing resource library of training materials on our intranet site that facilitates the identification and exchange of expertise across all of our operations. Nearly all of our store managers and district managers are promoted from within, and we actively track and reward mobility to ensure a sufficient pipeline of store managers and assistant store managers.

We provide our store management a number of analytical tools and training programs designed specifically to support the demands of operating a small-box, perishables-focused format. These tools include order review systems, production tools and labor scheduling programs, all of which ensure that we maintain high in-stock levels, minimize shrink and match staffing levels to sales volume and mix. In addition, we provide hands-on training and educational programs to our store employees and assistant managers.

We believe this comprehensive support allows our store management and employees to optimize the operating performance of our stores while fostering a “neighborhood grocer” feel for our customers.

### Sourcing and Distribution

We source our products from over 1,000 vendors and suppliers. Our in-house merchants source only those products that meet our high specifications for quality, and we maintain strict control over the products that are sold in our stores.

Our distribution strategy is to capitalize on the capabilities of best-in-class third-party logistics providers and, as such, we do not own warehouses, distribution facilities or transportation equipment, unlike most conventional supermarkets. We outsource substantially all of our logistics functions to third-party distributors and vendors.

We believe that our distribution strategy enables us to:

focus on our core competency of in-store food retail rather than logistics;

grow our geographic footprint and operate profitably in new markets without a need for critical mass in any one market to leverage the costs of dedicated distribution facilities;

benefit from best-in-class logistics solutions and related, rapidly evolving technologies; and

capture scale efficiencies and increase negotiating power with both our suppliers and our distributors.

With our logistics contracts we seek to increase our efficiency, generate higher margins and achieve better returns. As a result, we are willing to switch logistics providers from time to time when appropriate.

Since 2007, Burris Logistics has been our primary logistics provider, and has managed inventory replenishment, warehouse operations and transportation for all of our stores. Burris Logistics warehoused and distributed products that accounted for approximately 57% of the merchandise we purchased during 2013. The term of our agreement with Burris Logistics extends into February 2016. We expect that Burris Logistics will have sufficient capacity to accommodate our anticipated growth through the medium term and that we have various alternatives, including Burris Logistics, available to us for long-term growth.

We also have certain direct to store vendors that distribute across all our stores, as well as individual, store-managed relationships with local vendors.

### Marketing and Advertising

We believe that the distinct and superior food shopping experience we offer our customers, and our customers' association of that shopping experience with The Fresh Market, are major drivers of our comparable store sales and enable us to spend less on advertising than our conventional competitors. We rely primarily on favorable word-of-mouth publicity to drive sales growth rather than traditional marketing activities, such as weekly newspaper circulars that are focused on price promotions. In 2013, our marketing expense was 0.3% of annual revenues, which we believe is significantly lower than that of most of our competitors. We spend most of our marketing budgets on in-store merchandising-related activities, including promotional signage and events such as classes, tours, cooking demonstrations, product samplings and other seasonal events. We use in-store signage to highlight new products and any differentiated aspects of our products. We also distribute a weekly electronic newsletter named "Fresh Ideas" to share new products, seasonal produce, recipes and weekly specials with our customers. On occasion we employ a direct marketing approach to create and strengthen relationships with our customers.

In addition, our website enables customers to learn more about us and read about food-related topics that may be of interest to them. The website also provides an opportunity for customers to request a newsletter, offer feedback and place catering and holiday meal orders online. We re-evaluate our marketing strategy regularly in an effort to identify the most effective means of attracting and retaining customers.

### Competition

Food retail is a large and competitive industry. Our competition varies and includes national conventional supermarkets such as Kroger and Safeway, regional supermarkets such as Harris Teeter and Publix, national superstores such as Wal-Mart and Target, alternative food retailers such as Whole Foods Market, Trader Joe's and Sprouts Farmers Market, and local supermarkets, natural foods stores, smaller specialty stores and farmers' markets. Each of these stores competes with us on the basis of product selection, quality, customer service, price or a combination of these factors. We believe our commitment to high-quality perishable offerings at competitive prices and our focus on customer service differentiate us in this marketplace.

### Intellectual Property

We believe that our intellectual property has substantial value and has contributed to the success of our business. In particular, our trademarks, including our registered The Fresh Market, Experience the Food and TFM trademarks, are valuable assets that reinforce our customers' favorable perception of our stores. In addition to our trademarks, we believe that our trade dress, which includes the design, arrangement, color scheme and other physical characteristics of our stores and product displays, is a large part of the "neighborhood grocer" atmosphere we create in our stores and enables customers to distinguish our stores and products from those of our competitors.

From time to time, third parties have used names similar to ours, have applied to register trademarks similar to ours and, we believe, have infringed or misappropriated our intellectual property rights. Third parties have also, from time to time, opposed our trademarks and challenged our intellectual property rights. We respond to these actions on a case-by-case basis. The outcomes of these actions have included both negotiated out-of-court settlements as well as litigation.

In the ordinary course of our business, we evaluate the branding of our stores and products and how they are perceived by our customers. As part of this evaluation, we regularly develop new marks and explore using existing marks in new ways. Whether or not our The Fresh Market trademark rights are challenged in the future, we may decide (1) to continue to use The Fresh Market name and related design, (2) to use our other existing trademarks on a wider or different basis or (3) to develop new trademarks, which could also incorporate The Fresh Market name. If we undertake such an effort, we cannot assure you that it would be successful in strengthening our brand or improving our brand recognition or image to our customers. However,



we believe that the strength of our business is driven by the distinct and superior food shopping experience we offer our customers. We therefore believe that we will be able to expand our business and pursue our growth strategy even if The Fresh Market trademark and related design mark are impaired.

### Regulatory

Our stores are subject to various local, state, federal and international laws, regulations and administrative practices affecting our business. We must comply with provisions regulating health and sanitation standards, food labeling, equal employment, minimum wages, licensing for the sale of food and, in many stores, licensing for beer and wine or other alcoholic beverages. The manufacturing, processing, formulating, packaging, labeling and advertising of products are subject to regulation by various federal agencies including the Food and Drug Administration, the Federal Trade Commission, the United States Department of Agriculture, the Consumer Product Safety Commission and the Environmental Protection Agency.

### Insurance

We use a combination of insurance and self-insurance to provide for potential liability for workers' compensation, automobile and general liability, product liability, director and officers' liability, employee health care benefits, and other casualty and property risks. Changes in legal trends and interpretations, variability in inflation rates, changes in the nature and method of claims settlement, benefit level changes due to changes in applicable laws, insolvency of insurance carriers, and changes in discount rates could all affect ultimate settlements of claims. We evaluate our insurance requirements on an ongoing basis to ensure we maintain adequate levels of coverage.

### Employees

As of January 26, 2014, we employed approximately 11,700 people, consisting of approximately 7,200 full-time employees and approximately 4,500 part-time employees, none of whom are subject to a collective bargaining agreement. We believe our employee relations are good.

### Seasonality

The food retail industry and our sales are affected by seasonality. Our average weekly sales fluctuate during the year and are usually highest in the fourth quarter when customers make holiday purchases.

### Inflation

While inflation may impact our sales and cost of goods sold, we believe the effects of inflation on our results of operations and financial condition were moderate. We cannot assure you, however, that our results of operations and financial condition will not be materially impacted by inflation in the future.

### Note on Terminology

References to "we", "our", "us" and the "Company" used throughout this document refer to The Fresh Market, Inc. and its subsidiaries.

### Available Information

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and any amendments to these reports, are available on our website at [www.thefreshmarket.com](http://www.thefreshmarket.com), as soon as reasonably practicable after we file these reports electronically with, or furnish them to, the Securities and Exchange Commission ("SEC"). Except as otherwise stated in these reports, the information contained on our website or available by hyperlink

from our website is not incorporated into this Annual Report on Form 10-K or other documents we file with, or furnish to, the SEC.

Item 1A. Risk Factors.

Our business, financial condition and results of operations can be impacted by a number of risk factors, any one of which could cause our actual results to vary materially from recent results or from our anticipated future results. Any of these risks could materially and adversely affect our business, financial condition and results of operations, which in turn could materially and adversely affect the price of our common stock or other securities.

We may not be able to successfully implement our growth strategy on a timely basis or at all. Additionally, new stores may place a greater burden on our existing resources and adversely affect our existing business.

Our continued growth depends, in large part, on our ability to open new stores and to operate those stores successfully. Successful implementation of this strategy depends upon, among other things:

- the identification of suitable and available sites for store locations, including sites in new markets throughout the United States;

- the negotiation of acceptable lease terms for store sites;

- the ability to continue to attract customers to our stores largely through favorable word-of-mouth publicity, rather than through conventional advertising;

- the hiring, training and retention of skilled store personnel;

- the identification and relocation of experienced store management personnel;

- the effective management of inventory to meet the needs of our stores on a timely basis;

- the availability of sufficient levels of cash flow or necessary financing to support our expansion; and

- the ability to successfully address competitive merchandising, distribution and other challenges encountered in connection with expansion into new geographic areas and markets.

Although we have identified enhancements to our real estate process, which include greater emphasis on existing markets, modifying our real estate selection process and sales forecasting, and updating our white space analysis, we may not be able to identify suitable and available sites to support our growth strategy. The sites that are identified may not produce the levels of sales we predict or are necessary for a new store to operate profitably. Further, new store openings in markets where we have existing stores may result in reduced sales volumes at our existing stores in those markets.

We, or our third party vendors, may not be able to adapt our distribution, management information and other operating systems to adequately supply products to new stores at competitive prices so that we can operate the stores in a successful and profitable manner. We do not participate in many of the traditional marketing activities of conventional food retailers, but instead rely primarily on favorable word-of-mouth publicity to drive sales. We cannot assure you that we will continue to grow through new store openings or through favorable word-of-mouth publicity in the future. Additionally, our continued expansion into geographic areas in which we currently do not operate, will place increased demands on our operational, managerial and administrative resources. These increased demands could cause us to operate our existing business less effectively, which in turn could cause deterioration in the financial performance of our existing stores. If we experience a decline in performance, or new stores or new markets do not meet our expectations, we may slow or discontinue store openings, or we may decide to close individual stores or exit

a market. In the past fifteen years, we have closed six stores before the expiration of their primary lease terms, four of which were subsequent to the year ended January 26, 2014. If we fail to successfully implement our growth strategy, including by opening new stores, our financial condition and operating results may be adversely affected.

Our new store base, or stores opened or acquired in the future, may negatively impact our financial results in the short term and may not achieve sales and operating levels consistent with our mature store base on a timely basis or at all .

We have actively pursued new store growth in existing and new markets and plan to continue doing so in the future. Our growth continues to depend, in part, on our ability to open and operate new stores successfully. New stores may not

achieve sustained sales and operating levels consistent with our mature store base on a timely basis or at all. This may have an adverse effect on our financial condition and operating results. In addition, if we acquire stores in the future, we may not be able to successfully integrate those stores into our existing store base and those stores may not be as profitable as our existing stores. We cannot assure you that our new store openings will be successful or result in greater sales and profitability for the company. New stores build their sales volume and their customer base over time and, as a result, generally have lower gross margin rates and higher operating expenses, as a percentage of net sales, than our more mature stores. New store openings may negatively impact our financial results in the short term due to the effect of pre-opening and applicable store management relocation costs and lower sales and contribution to overall profitability. In addition, our comparative results from one fiscal period to another may be impacted by the relative timing of new store openings within those fiscal periods. Any failure to successfully open and operate new stores in the time frames and at the costs estimated by us could result in a decline of the price of our common stock. Another factor is our success in developing stores in new markets. There are inherent risks in opening new stores, especially in new markets, including the lack of experience, logistical support, and brand awareness. Some of our new stores, including those opening in Texas and California in fiscal 2014, may be located in areas where we have little or no brand recognition in local markets. Those markets may have different competitive and market conditions, consumer tastes and discretionary spending patterns than our existing markets, as well as higher cost of entry, which may cause our new stores to be less successful than stores in existing markets. These factors may result in lower than anticipated sales and cash flow for stores in new markets along with higher preopening costs. In the event stores in new markets do not achieve the sales that we expect, we may expend additional resources through advertising, promotions or service offerings in order to improve sales performance. This increases the cost of doing business and the risk that the Company's business practices could result in liabilities that may adversely affect its performance, despite the exercise of reasonable care. Further, if expected sales are not achieved and our efforts to increase sales and store profitability do not succeed, we may be forced to take an impairment charge, if future undiscounted cash flows expected to be generated by an asset group does not exceed the carrying value of that asset group, or close the underperforming store.

Our inability to maintain or improve levels of comparable store sales growth could have a material adverse effect on our business, financial condition and results of operations and cause our stock price to decline.

We may not be able to maintain or improve the levels of comparable store sales growth that we have experienced in the recent past. In addition, our overall comparable store sales have fluctuated in the past and will likely fluctuate in the future. A variety of factors affect comparable store sales, including consumer preferences, buying trends and spending levels, competition, economic conditions, product pricing and availability, in-store merchandising-related activities and our ability to source and distribute products efficiently. In addition, many specialty retailers have been unable to sustain high levels of comparable store sales growth during and after periods of substantial expansion. These factors may cause our comparable store sales results to be materially lower than in recent periods, which could have a material adverse effect on our business, financial condition and results of operations and result in a decline in the price of our common stock.

Our inability to maintain or increase our operating margins could adversely affect our results of operations and the price of our stock.

We may not be able to maintain or increase our operating margins. If we are unable to successfully manage the potential difficulties associated with store growth, we may not be able to capture the scale efficiencies that we expect from expansion. If we are not able to capture scale efficiencies, improve our systems, continue our cost discipline and enhance our merchandise offerings, we may not be able to achieve our goals with respect to operating margins. In addition, if we do not adequately refine and improve our various ordering, tracking and allocation systems, we may not be able to increase sales and reduce inventory shrinkage. As a result, our operating margins may stagnate or decline, which could adversely affect the price of our stock.

Economic conditions that impact consumer spending could materially affect our business.

Ongoing economic uncertainty continues to negatively affect consumer confidence and discretionary spending. Our results of operations may be materially affected by changes in overall economic conditions that impact consumer confidence and spending, including discretionary spending. This risk may be exacerbated if customers choose lower-cost alternatives to our product offerings in response to economic conditions. Future economic conditions affecting disposable consumer income such as employment levels, business conditions, changes in housing market conditions, the availability of consumer credit, interest rates, tax rates, and fuel and energy costs, could reduce consumer spending or cause consumers to shift their spending to lower-

priced competitors. In addition, inflation or deflation can impact our business. Food deflation could reduce sales growth and earnings, while food inflation, combined with reduced consumer spending, could reduce gross profit margins. As a result, our results of operations could be materially adversely affected.

We face competition in our industry, and our failure to compete successfully may have an adverse effect on our profitability and operating results.

Food retail is a competitive industry. Our competition varies and includes national, regional and local conventional supermarkets, national superstores, alternative food retailers, natural foods stores, smaller specialty stores, and farmers' markets. Each of these stores competes with us on the basis of product selection and quality, customer service, store format, location and price. In addition, some competitors are aggressively expanding their number of stores or their product offerings. In their new or remodeled stores, our competitors often increase the space allocated to perishable food and specialty food categories, which are our core categories. Some of these competitors may have been in business longer or may have greater financial or marketing resources than we do and may be able to devote greater resources to sourcing, promoting and selling their products. As competition in certain areas intensifies or competitors open stores within close proximity to our stores, our results of operations may be negatively impacted through a loss of sales, reduction in margin from competitive price changes or greater operating costs. Further, any attempt by a competitor to copy or mimic our smaller-box format or operating model could materially impact our business, results of operations and financial condition by causing a decrease in our market share and our sales and operating results. Increased competition may also make obtaining suitable sites for new stores and employee retention more difficult and raise our occupancy costs and our cost of hiring and retaining qualified employees.

We may be unable to protect or maintain our intellectual property, including The Fresh Market trademark, which could result in customer confusion and adversely affect our business.

We believe that our intellectual property has substantial value and has contributed to the success of our business. In particular, our trademarks, including our registered The Fresh Market, Experience the Food and TFM trademarks, are valuable assets that reinforce our customers' favorable perception of our stores.

From time to time, third parties have used names similar to ours, have applied to register trademarks similar to ours and, we believe, have infringed or misappropriated our intellectual property rights. Third parties have also, from time to time, opposed our trademarks and challenged our intellectual property rights. We respond to these actions on a case-by-case basis. The outcomes of these actions have included both negotiated out-of-court settlements as well as litigation.

In the ordinary course of our business, we evaluate the branding of our stores and products and how they are perceived by our customers. As part of this evaluation, we regularly develop new marks and explore using existing marks in new ways. Whether or not our The Fresh Market trademark rights are challenged in the future, we may decide (1) to continue to use The Fresh Market name and related design, (2) to use our other existing trademarks on a wider or different basis or (3) to develop new trademarks, which could also incorporate The Fresh Market name. If we undertake such an effort, we cannot assure you that it would be successful in strengthening our brand or improving our brand recognition or image to our customers. However, we believe that the strength of our business is driven by the distinct and superior food shopping experience we offer our customers. We therefore believe that we will be able to expand our business and pursue our growth strategy even if The Fresh Market trademark and related design mark are impaired.

Our success depends upon our ability to identify, source and market new products that meet our high standards and customer preferences and our ability to offer our customers an aesthetically pleasing shopping environment.

Our success depends on our ability to identify, source and market new products that both meet our standards for quality and appeal to customers' preferences. Consumer preferences may change rapidly and without warning. A change in consumer preferences away from our offerings would have a material adverse effect on our business. A small number of our employees, including our in-house merchants, are primarily responsible for both sourcing products that meet our high specifications and identifying and responding to changing customer preferences. Failure to source and market such products, or to accurately forecast changing customer preferences, could lead to a decrease in the number of customer transactions at our stores and a decrease in the amount customers spend when they visit our stores. In addition, the sourcing of our products is dependent, in part, on our relationships with our vendors. If we are unable to maintain these relationships we may not be able to continue to source products at competitive prices that both meet our standards and appeal to our customers. We also attempt to create a pleasant and appealing shopping experience. If we are not successful in creating a pleasant and appealing shopping experience we may lose customers to our competitors. If we do not succeed in maintaining good relationships with our vendors



and in introducing and sourcing new products that consumers want to buy, or if we are unable to provide a pleasant and appealing shopping environment or maintain our level of customer service, our sales, operating margins and market share may decrease, resulting in reduced profitability.

Our stores rely heavily on sales of perishable products, and ordering errors or product supply disruptions may have an adverse effect on our profitability and operating results.

We have a significant focus on perishable products. Sales of perishable products accounted for approximately two-thirds of our total sales in fiscal year 2013. We rely on various suppliers and vendors to provide and deliver our perishable product inventory on a continuous basis. We could suffer significant product inventory losses in the event of the loss of a major supplier or vendor, disruption of our distribution network, extended power outages, natural disasters or other catastrophic occurrences. We have implemented certain systems to ensure our ordering is in line with demand. We cannot assure you, however, that our ordering systems will always work efficiently, in particular in connection with the opening of new stores, which have no, or a limited, ordering history. If we were to over-order, we could suffer inventory losses, which would negatively impact our operating results. Furthermore, we could suffer significant product inventory losses in the event of the loss of a major supplier or vendor, disruption of our distribution network, extended power outages, natural disasters or other catastrophic occurrences.

#### Increased commodity prices may impact profitability

Many of our products include ingredients such as wheat, corn, oils, milk, sugar, cocoa and other commodities. Commodity prices worldwide have been increasing. While commodity prices do not typically represent the substantial majority of our product costs, any increase in commodity prices may cause our vendors to seek price increases from us. Although we typically are able to resist vendor efforts to increase costs to us, we may be unable to continue to do so, either in whole or in part. In the event we are unable to resist our vendors' requests to obtain price increases, we may in turn consider raising our prices, and our customers may resist any such price increases. Our profitability may be impacted through increased costs to us which may impact gross margins or through reduced revenue as a result of a decline in the number and average size of customer transactions.

The current geographic concentration of our stores creates an exposure to local economies, regional downturns or severe weather or catastrophic occurrences that may materially adversely affect our financial condition and results of operations.

As of January 26, 2014, we operated 33 stores in Florida, making Florida our largest market and representing 22% of our total stores. We also have store concentration in North Carolina and Georgia, operating 15 stores and 12 stores in those states, respectively. As a result, our business is currently more susceptible to regional conditions than the operations of more geographically diversified competitors, and we are vulnerable to economic downturns in those regions. Any unforeseen events or circumstances that negatively affect these areas could materially adversely affect our revenues and profitability. These factors include, among other things, changes in demographics and population.

Severe weather conditions and other catastrophic occurrences in areas in which we have stores or from which we obtain products may materially adversely affect our results of operations. Such conditions may result in physical damage to our stores, loss of inventory, closure of one or more of our stores, inadequate work force in our markets, temporary disruption in the supply of products, delays in the delivery of goods to our stores and a reduction in the availability of products in our stores. Any of these factors may disrupt our businesses and materially adversely affect our financial condition and results of operations.

We have significant lease obligations, which may require us to continue paying rent for store locations that we no longer operate.

The vast majority of our stores are leased and we are subject to risks associated with our current and future real estate leases for our stores. Our costs could increase because of changes in the real estate markets, entry into new, higher cost markets and supply or demand for real estate sites. We generally cannot cancel our leases, so if we decide to close or relocate a location, we may nonetheless be committed to perform our obligations under the applicable lease, including paying the base rent for the remaining lease term, and we may not be able to find acceptable sublessees for such locations. As each lease expires, we may fail to negotiate renewals, either on commercially acceptable terms or any terms at all and we may not be able to find replacement locations that will provide for the same success as current store locations.

Our high level of fixed lease obligations could adversely affect our financial performance.

Our high level of fixed lease obligations will require us to use a portion of cash generated by our operations to satisfy these obligations, and could adversely impact our ability to obtain future financing, if required, to support our growth or other operational investments. We will require substantial cash flows from operations to make our payments under our leases, which generally provide for periodic increases in rent. If we are not able to make the required payments under the leases, the owners of the relevant stores may, among other things, repossess those assets, which could adversely affect our ability to conduct our operations. In addition, our failure to make payments under certain leases could trigger defaults under agreements governing our indebtedness, which could cause the counterparties under those agreements to accelerate the obligations due thereunder.

Future consumer or other litigation could adversely affect our financial condition and results of operation.

Our retail operations are characterized by transactions involving a wide array of product selections, including prepared food. These operations carry a higher exposure to consumer litigation risk when compared to the operations of companies operating in many other industries. Consequently, we have been, are and may, in the future become a party to individual personal injury, products liability and other legal actions in the ordinary course of our business. While these actions are generally routine in nature, incidental to the operation of our business and immaterial in scope, if our assessment of any action or actions should prove inaccurate, our financial condition and results of operations could be adversely affected.

Additionally, we are occasionally exposed to industry-wide or class-action claims arising from the products we carry or industry-specific business practices. For example, we are party to a lawsuit that was filed against us in U.S. District Court in Connecticut alleging that the manner in which we implemented and applied the fluctuating workweek method for calculating the compensation due to our department managers violates the federal Fair Labor Standards Act. Certain claims asserted in these lawsuits, if resolved against us, could give rise to substantial damages. Our defense costs and any resulting damage awards or settlement amounts may not be fully covered by our insurance policies. Thus, an unfavorable outcome or settlement of one or more of these lawsuits could have a material adverse effect on our financial position, liquidity and results of operations in a particular period or periods.

Changes in accounting standards and estimates could materially impact our results of operations.

Generally accepted accounting principles and related accounting pronouncements, implementation guidelines, and interpretations for many aspects of our business, such as accounting for inventories, impairment of long-lived assets, insurance reserves, closed store reserves, leases, unclaimed property laws, income taxes and share-based compensation, are highly complex and involve subjective judgments. Changes in these rules or their interpretation or changes in underlying estimates, assumptions or judgments by our management could significantly change our reported or expected earnings.

Risks associated with insurance plan claims and actuarial estimates could increase future expenses.

We use a combination of insurance and self-insurance to provide for potential liabilities for workers' compensation, automobile and general liability, product liability, director and officers' liability, employee health care benefits, and other casualty and property risks. The liabilities for these claims have been determined using actuarial estimates of the aggregate liability for claims incurred and an estimate of incurred but not reported claims, on an undiscounted basis. Any actuarial projection of losses is subject to a high degree of variability. Changes in legal trends and interpretations, variability in inflation rates, changes in the nature and method of claims settlement, benefit level changes due to changes in applicable laws, and changes in discount rates could all affect the level of reserves required and could cause material future expense to maintain reserves at appropriate levels.

Health care reform could adversely affect our business.

Our expenses relating to employee health benefits are significant. In March 2010, the United States government enacted health care reform legislation that will make significant changes to the health care payment and delivery system. The health care reform legislation requires employers to provide employees with insurance coverage that meets minimum eligibility and coverage requirements or face penalties. The legislation includes provisions that will impact the number of individuals with insurance coverage, the types of coverage and the level of health benefits that will be required and the amount of payment health care providers will receive. Although many of the rules, reforms and regulations required to implement the health care

reform legislation have not yet been finalized, such reforms may increase our employee healthcare-related costs and therefore our operating expenses.

Our business could be harmed by a failure of our information technology, administrative or outsourcing systems, including a security breach.

We rely on our information technology, administrative and outsourcing systems to effectively manage our business data, communications, supply chain, order entry and fulfillment and other business processes, such as our financial and reporting systems. The failure of our information technology, administrative or outsourcing systems to perform as we anticipate could disrupt our business and result in transaction errors, processing inefficiencies and the loss of sales and customers, causing our business to suffer. In addition, our information technology and administrative and outsourcing systems may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, systems failures, viruses and security breaches, including breaches of our transaction processing or other systems that could result in the compromise of confidential customer data. Further, we process a large number of credit and debit card transactions each year. A security breach may compromise the security of such transactions and may continue undetected for a period of time, increasing the potential impact on customer data. Any such breach, damage or interruption could have a material adverse effect on our business, cause us to face significant fines, customer notice obligations or costly litigation, harm our reputation with our customers, reduce customers' willingness to use credit and debit cards in our stores, require us to expend significant time and expense developing, maintaining or upgrading our information technology, administrative or outsourcing systems or prevent us from paying our suppliers or employees, receiving payments from our customers or performing other information technology, administrative or outsourcing services on a timely basis. Data security breaches suffered by well-known companies and institutions have attracted a substantial amount of media attention, prompting new federal and state laws and legislative proposals addressing data privacy and security, as well as increased data protection obligations imposed on merchants by credit card issuers. As a result, we may become subject to more extensive requirements to protect the customer information that we process in connection with the purchase of our products and incur significant compliance costs.

Energy costs are a significant component of our operating expenses and increasing energy costs, unless offset by more efficient usage or other operational responses, may impact our profitability.

We utilize natural gas, water, sewer and electricity in our stores and our third-party logistics providers use gasoline and diesel in the trucks that deliver products to our stores. Increases in energy costs, whether driven by increased demand, decreased or disrupted supply or an anticipation of any such events will increase the costs of operating our stores and may increase the costs of our products. We may not be able to recover these rising costs through increased prices charged to our customers, and any increased prices may exacerbate the risk of customers choosing lower-cost alternatives. In addition, if we are unsuccessful in attempts to protect against these increases in energy costs through long-term energy contracts, improved energy procurement, improved efficiency and other operational improvements, the overall costs of operating our stores will increase which would impact our profitability.

We are substantially dependent on a few key third-party vendors to provide logistical services for our stores, including services related to inventory replenishment and the storage and transportation of many of our products. A disruption in these relationships or a key distribution center, or a failure to renew or replace existing contractual relationships, may have a negative effect on our results of operations and financial condition.

We currently rely upon independent third-party service providers for all product shipments to our stores. In particular, we rely on one third-party service provider, Burris Logistics, to provide key services related to inventory management, warehousing and transportation, and, as a result, much of the product is stored at warehouses maintained by Burris Logistics. See "Business—Sourcing and Distribution." Products sourced and distributed through Burris Logistics accounted for approximately 57% of the merchandise we purchased during fiscal year 2013.

Although we have not experienced difficulty in our inventory management, warehousing and transportation to date with Burris Logistics, interruptions could occur in the future. Further, although we expect that Burris Logistics, and our other key vendors, will have sufficient capacity to accommodate our anticipated growth, they may not have the resources to do so. Any significant disruptions in our relationship with Burris Logistics to service our stores, or our relationships with our other key vendors, including due to their inability to accommodate our growth, would make it difficult for us to continue to operate our existing business or pursue our growth plans until we execute replacement agreements or develop and implement self-distribution processes. In addition, if our vendors fail to comply with transportation or other laws and regulations, or face allegations of non-compliance, their operations may be disrupted.

While we believe that other third-party service providers could provide similar services on reasonable terms, they are limited in number and we cannot assure you that we would be able to find a replacement distributor on a timely basis or that such distributor would be able to fulfill our demands on commercially reasonable terms, which could have a material adverse effect on our results of operations and financial condition. In addition, labor shortages in the transportation industry, long-term disruptions to the national and international transportation infrastructure, reduction in capacity and industry-specific regulations such as hours-of-service rules that lead to delays or interruptions of deliveries could negatively affect our business.

Products we sell could cause unexpected side effects, illness, injury or death that could result in their discontinuance or expose us to lawsuits, either of which could result in unexpected costs and damage to our reputation.

There is increasing governmental scrutiny of and public awareness regarding food safety. Unexpected side effects, illness, injury, or death caused by products we sell, whether food or non-food, could result in the discontinuance of sales of these products or prevent us from achieving market acceptance of the affected products. Such side effects, illnesses, injuries and death could also expose us to product liability or negligence lawsuits. In particular, the sale of food products entails an inherent risk of product liability claims, product recalls and the resulting negative publicity. Food products containing contaminants or allergens could be inadvertently manufactured, prepared or distributed by us and, if processing at the consumer level does not eliminate them, these contaminants or allergens could result in illness or death. We cannot assure you that product liability claims will not be asserted against us or that we will not be obligated to perform product recalls in the future, whether on food or other products. Any such claims, recalls or adverse publicity with respect to our private label products may have an even greater negative effect on our sales and operating results, in addition to generating adverse publicity for our private label brand.

Any claims brought against us may exceed our existing or future insurance policy coverage or limits, or not be covered by any rights to indemnity or contribution we have against others. Our insurance carriers may contest their coverage obligations. Any judgment against us that is in excess of our available insurance coverage would have to be paid from our cash reserves, which would reduce our capital resources. Further, we may not have sufficient capital resources to pay a judgment, in which case our creditors could levy against our assets. The real or perceived sale of contaminated or harmful products would cause negative publicity regarding our company, brand, or products, which could in turn harm our reputation and net sales, and could have a material adverse effect on our business, results of operations or financial condition.

We may experience negative effects to our reputation from real or perceived quality or health issues with our food products, which could have an adverse effect on our operating results.

We believe customers count on us to provide them with fresh, high-quality food products. Concerns regarding the quality or safety of our food products or our food supply chain could cause consumers to avoid purchasing certain products from us, or to seek alternative sources of food, even if the basis for the concern is unfounded, has been addressed or is outside of our control. Adverse publicity about these concerns, whether or not ultimately based on fact, and whether or not involving products sold at our stores, could discourage consumers from buying our products which could have an adverse effect on our reputation, brand and operating results.

Any lost confidence on the part of our customers would be difficult and costly to reestablish. Any such adverse effect could be exacerbated by our position in the market as a purveyor of fresh, high-quality food products and could significantly reduce our brand value. Issues regarding the safety of any food items sold by us, regardless of the cause, could have a substantial and adverse effect on our sales and operating results.

If we fail to maintain our reputation and the value of our brand, our sales may decline.

We believe our continued success depends on our ability to maintain and grow the value of the The Fresh Market brand. Maintaining, promoting and positioning our brand and reputation will depend largely on the success of our marketing and merchandising efforts and our ability to provide a consistent, high-quality customer experience. Brand value is based in large part on perceptions of subjective qualities, and even isolated incidents can erode trust and confidence, particularly if they result in adverse publicity, governmental investigations or litigation. Our brand could be adversely affected if we fail to achieve these objectives, or if our public image or reputation were to be tarnished by negative publicity.

Consumers or regulatory agencies may challenge certain claims made regarding our products. Products that we sell may carry claims as to their origin, ingredients, or health benefits, including, by way of example, the use of terms such as “natural.” The use of these terms may not be subject to uniform standards. The resulting uncertainty



has led to consumer confusion, distrust and legal challenges. Plaintiffs have commenced legal actions, including class actions, against a number of food companies that market “natural” products, asserting false, misleading and deceptive advertising and labeling claims, including claims related to genetically modified ingredients. In limited circumstances, the FDA has taken regulatory action against products labeled “natural” that nonetheless contain synthetic ingredients or components. Should we become subject to similar claims, consumers may avoid purchasing products from us or seek alternatives, even if the basis for the claim is unfounded. Adverse publicity about these matters may discourage consumers from buying our products. The cost of defending against any such claims could be significant. Any loss of confidence on the part of consumers in the truthfulness of our labeling or ingredient claims would be difficult and costly to overcome and may significantly reduce our brand value. Any of these events could adversely affect our reputation and brand and decrease our sales, which would have a material adverse effect on our business, financial condition and results of operations.

The occurrence of a widespread health epidemic could materially adversely affect our financial condition and results of operations.

Our business may be severely impacted by a widespread regional, national or global health epidemic, such as pandemic flu. Such an epidemic could materially adversely affect our business by disrupting production and delivery of products to our stores, by impacting our ability to appropriately staff our stores and by causing customers to avoid public gathering places, such as our stores, or otherwise change their shopping behaviors.

If we are unable to attract, train and retain employees, we may not be able to grow or successfully operate our business.

The food retail industry is labor intensive, and our success depends in part upon our ability to attract, train and retain a sufficient number of employees who understand and appreciate our culture and are able to represent our brand effectively and establish credibility with our business partners and consumers. Our ability to meet our labor needs, while controlling wage and labor-related costs, is subject to numerous external factors, including the availability of a sufficient number of qualified persons in the work force in the markets in which we are located, unemployment levels within those markets, unionization of the available work force, prevailing wage rates, changing demographics, health and other insurance costs and changes in employment legislation. In the event of increasing wage rates, if we fail to increase our wages competitively, the quality of our workforce could decline, causing our customer service to suffer, while increasing our wages could cause our earnings to decrease. If we are unable to hire and retain employees capable of meeting our business needs and expectations, our business and brand image may be impaired. Any failure to meet our staffing needs or any material increase in turnover rates of our employees may adversely affect our business, results of operations and financial condition.

The loss of key employees could negatively affect our business.

A key component of our success is the experience of our key employees, including our President and Chief Executive Officer, Craig Carlock, our Executive Vice President and Chief Operating Officer, Sean Crane, our Senior Vice President - Real Estate and Development, Randy Young, and our Senior Vice President - Merchandising and Marketing, Marc Jones. These employees have extensive experience in our industry and are familiar with our business, systems and processes. The loss of the services of one or more of our key employees could impair our ability to manage our business effectively. We do not maintain key person insurance on any employee.

In addition to these key employees, we have other employees in positions, including those employees responsible for our merchandising, operations, information technology, and real estate departments, which, if vacant, could cause a temporary disruption in our business until such positions are filled.

Union attempts to organize our employees could negatively affect our business.

None of our employees are currently subject to a collective bargaining agreement. As we continue to grow, and enter different regions, unions may attempt to organize all or part of our employee base at certain stores or within certain regions. Responding to such organization attempts may distract management and employees and may have a negative financial impact on individual stores, or on our business as a whole.

Various aspects of our business are subject to federal, state and local laws and regulations. Our compliance with these regulations may require additional capital expenditures and could materially adversely affect our ability to conduct our business as planned.

We are subject to federal, state and local laws and regulations relating to matters such as product labeling, zoning, land use, environmental protection, workplace safety, food safety, public health, and alcoholic beverage sales. In particular, the states in which we operate and several local jurisdictions regulate the licensing of supermarkets and the sale of alcoholic beverages. In addition, certain local regulations may limit our ability to sell alcoholic beverages at certain times. We are also subject to laws governing our relationship with employees, including minimum wage requirements, overtime, working conditions, immigration, disabled access and work permit requirements. Compliance with new laws in these areas, or with new or stricter interpretations of existing requirements, could reduce the revenue and profitability of our stores and could otherwise materially adversely affect our business, financial condition or results of operations. Our new store openings could be delayed or prevented or our existing stores could be impacted by difficulties or failures in our ability to obtain or maintain required approvals or licenses. Our stores are subject to unscheduled inspections on a regular basis, which, if violations are found, could result in the assessment of fines, suspension of one or more needed licenses and, in the case of repeated “critical” violations, closure of the store until a re-inspection demonstrates that we have remediated the problem. Additionally, a number of federal, state and local laws impose requirements or restrictions on business owners with respect to access by disabled persons. Our compliance with these laws may result in modifications to our properties, or prevent us from performing certain further renovations. We cannot predict the nature of future laws, regulations, interpretations or applications, or determine what effect either additional government regulations or administrative orders, when and if promulgated, or disparate federal, state and local regulatory schemes would have on our business in the future.

The terms of our revolving credit facility may restrict our current and future operations, which could adversely affect our ability to respond to changes in our business and to manage our operations.

Our revolving credit facility contains, and any additional debt financing we may incur would likely contain, covenants that restrict our operations, including limitations on our ability to grant liens, incur additional debt, pay dividends, redeem our common stock, make certain investments and engage in certain merger, consolidation or asset sale transactions. A failure by us to comply with the covenants or financial ratios contained in our revolving credit facility could result in an event of default, which could adversely affect our ability to respond to changes in our business and manage our operations. Upon the occurrence of an event of default, the lenders could elect to declare all amounts outstanding to be due and payable and exercise other remedies as set forth in the unsecured revolving credit facility. If the indebtedness under our revolving credit facility were to be accelerated, our future financial condition could be materially adversely affected.

We will require significant capital to fund our expanding business, which may not be available to us on satisfactory terms or at all.

To support our expanding business and pursue our growth strategy, we will utilize significant amounts of cash generated by our operations to pay our lease obligations, build out new store space, purchase inventory, pay personnel, further invest in our infrastructure and facilities, and pay for the increased costs associated with operating as a public company. We primarily depend on cash flow from operations and borrowings under our revolving credit facility to fund our business and growth plans. If our business does not generate sufficient cash flow from operations to fund these activities, and sufficient funds are not otherwise available to us under our revolving credit facility, we may need additional equity or debt financing. If such financing is not available to us, or is not available to us on satisfactory terms, our ability to operate and expand our business or to respond to competitive pressures would be limited and we could be required to delay, significantly curtail or eliminate planned store openings or operations or other elements of our growth strategy.

We may incur additional indebtedness in the future which could adversely affect our financial health and our ability to react to changes to our business.

We may incur additional indebtedness in the future. Any increase in the amount of our indebtedness could require us to divert funds identified for other purposes for debt service and impair our liquidity position. If we cannot generate sufficient cash flow from operations to service our debt, we may need to refinance our debt, dispose of assets or issue equity to obtain necessary funds. We do not know whether we will be able to take any of such actions on a timely basis, on terms satisfactory to us or at all. Our level of indebtedness has important consequences to you and your investment in our common stock.

For example, our level of indebtedness may:

- require us to use a substantial portion of our cash flow from operations to pay interest and principal on our debt, which would reduce the funds available to us for working capital, capital expenditures and other general corporate purposes;

- limit our ability to pay future dividends;

- limit our ability to obtain additional financing for working capital, capital expenditures, expansion plans and other investments, which may limit our ability to implement our business strategy;

- heighten our vulnerability to downturns in our business, the food retail industry or in the general economy and limit our flexibility in planning for, or reacting to, changes in our business and the food retail industry; or

- prevent us from taking advantage of business opportunities as they arise or successfully carrying out our plans to expand our store base and product offerings.

We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in amounts sufficient to enable us to make payments on our indebtedness or to fund our operations.

Our stock price has been volatile, and if our stock price declines, you could lose a significant part of your investment. The market price of our stock may be influenced by many factors and events, some of which are beyond our control, including those described herein and the following:

- the failure of securities analysts to cover or continue to cover our common stock;

- changes in financial estimates by securities analysts;

- the inability to meet market expectations or the financial estimates of analysts who follow our common stock;

- the failure to meet, or delay in meeting, our growth targets;

- strategic actions by us or our competitors;

- announcements by us or our competitors of significant contracts, acquisitions, joint marketing relationships, joint ventures or capital commitments and other publicity regarding us or our competitors;

- variations in our quarterly sales and operating results and those of our competitors;

- general economic and stock market conditions including broad price fluctuations or the sales of substantial amounts of common stock in the public market or the perception that such sales could occur;

- risks related to our business and our industry, including those discussed above;

- changes in conditions or trends in our industry, markets or customers;

- terrorist acts;

- future sales of our common stock or other securities;

investor perceptions of the investment opportunity associated with our common stock relative to other investment alternatives; and

guidance, if any, that we provide to the public, any changes in this guidance or our failure to meet this guidance.

24

---

As a result of these factors, investors in our common stock may not be able to resell their shares at or above purchase price or may not be able to resell them at all. These broad market and industry factors may materially reduce the market price of our common stock, regardless of our operating performance. In addition, price volatility may be greater if the trading volume of our common stock is low.

Future sales or the perception of future sales of our common stock may depress the price of our common stock.

The market price of our common stock could decline significantly as a result of sales of a large number of shares of our common stock in the market, including shares that might be offered for sale by the Berry family, our founding stockholders. The sales, or the perception that these sales might occur, could depress the market price. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

The Berry family has rights to require us to file registration statements registering additional sales of shares of common stock or to include sales of such shares of common stock in registration statements that we may file for ourselves or other stockholders. Subject to compliance with applicable lock-up restrictions, shares of common stock sold under these registration statements can be freely sold in the public market. In the event such registration rights are exercised and a large number of shares of common stock are sold in the public market, such sales could reduce the trading price of our common stock. These sales also could impede our ability to raise future capital. Additionally, we will bear all expenses in connection with any such registrations (other than stock transfer taxes and underwriting discounts or commissions).

Also, in the future, we may issue shares of our common stock in connection with investments or acquisitions. The amount of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding shares of our common stock.

A failure of our internal control over financial reporting could materially impact our business or stock price.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. An internal control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all internal control systems, internal control over financial reporting may not prevent or detect misstatements.

Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and timely or to detect and prevent fraud, and could expose us to litigation or adversely affect the market price of our common stock. Our management concluded that its internal control over financial reporting was effective as of January 26, 2014. See “Item 9A. Controls and Procedures — Management’s Annual Report on Internal Control over Financial Reporting.”

Prior to our initial public offering, we were treated as an S-corporation under Subchapter S of the Internal Revenue Code, and claims of taxing authorities related to our prior status as an S-corporation could harm us.

Prior to November 2010, we were treated as an S-corporation. If the unaudited, open tax years in which we were an S-corporation are audited by the Internal Revenue Service, and we are determined not to have qualified for, or to have violated, our S-corporation status, we will be obligated to pay back taxes, interest and penalties, and we do not have the right to reclaim tax distributions we have made to our stockholders during those periods. These amounts could include taxes on all of our taxable income while we were an S-corporation. Any such claims could result in additional

costs to us and could have a material adverse effect on our results of operations and financial condition.

We have entered into a tax indemnification agreements with certain stockholders and could become obligated to make payments to them for any additional federal, state or local income taxes assessed against them for fiscal periods prior to the initial public offering.

Prior to November 2010, we were treated as an S-corporation. In the event of an adjustment to our reported taxable income for a period or periods prior to termination of our S-corporation status, our stockholders at that time could be liable for additional income taxes for those prior periods. Pursuant to a tax indemnification agreement into which we entered with certain



stockholders, we agreed that upon filing any tax return (amended or otherwise), or in the event of any restatement of our taxable income, in each case for any period during which we were an S-corporation, we will make a payment to each stockholder on a pro rata basis in an amount sufficient so that the stockholder with the highest incremental estimated tax liability (calculated as if the stockholder would be taxable on its allocable share of our taxable income at the highest applicable Federal, state and local tax rates and taking into account all amounts we previously distributed in respect of taxes for the relevant period) receives a payment equal to its incremental tax liability. Depending on the respective tax rates of such stockholders, the aggregate amount that we would be required to pay to the stockholders may be greater than the total amount of additional income taxes assessed. We also agreed to indemnify the stockholders for any interest, penalties, losses, costs or expenses (including reasonable attorneys' fees) arising out of any claim under the agreement.

Item 1B. Unresolved Staff Comments.

None.

26

---

## Item 2. Properties.

Our corporate headquarters are located in Greensboro, North Carolina and, as of January 26, 2014, we operated 151 stores in 26 states. In fiscal 2012 we increased our store base by 16 stores and in fiscal 2013 we increased our store base by 22 stores. The following store list shows the number of stores operated in each state as of January 26, 2014:

State	Total Number of Stores	State	Total Number of Stores
Alabama	6	Mississippi	1
Arkansas	2	New Hampshire	1
California	5	New York	3
Connecticut	2	New Jersey	2
Florida	33	North Carolina	15
Georgia	12	Ohio	6
Illinois	8	Oklahoma	1
Indiana	5	Pennsylvania	4
Kansas	2	South Carolina	7
Kentucky	3	Tennessee	7
Louisiana	4	Texas	4
Maryland	4	Virginia	11
Massachusetts	1	Wisconsin	2
		Total	151

We currently lease 150 stores as well as our corporate headquarters and own one store location. Our typical lease has a primary term of ten to fifteen years, with multiple options to renew that extend the term of our control. We do not believe that any individual store property is material to our financial condition or results of operation. Additionally, in 2013 we started leasing certain buildings under a capital lease agreement, and in other instances we have leased buildings in which we are considered the owner of the building for accounting purposes.

Of the leases for our stores, three expire in fiscal 2014, eight expire in fiscal 2015 and the balance expire at varying terms thereafter. We control options to renew and extend the terms of two of the store leases scheduled to expire in fiscal 2014, and are actively negotiating extended terms for the other lease to expire in fiscal 2014. We control options to renew and extend the terms of each of the store leases scheduled to expire in fiscal 2015. As of January 26, 2014, we have executed 25 leases for planned new store openings through 2014 and beyond.

In addition to new store openings, we occasionally remodel and relocate existing stores to improve operating performance. Despite the relative youth of our store base, we continuously consider whether any of our stores needs to be remodeled or relocated. We generally relocate stores to improve site characteristics or if customer demographics in the area have changed. We plan to remodel five to eight stores in 2014.

## Item 3. Legal Proceedings.

In the ordinary course of our business, we are subject to lawsuits, investigations and claims, including, but not limited to, intellectual property disputes, contractual disputes, premises claims and employment, environmental, health, product liability and safety matters. Although we cannot predict with certainty the ultimate resolution of any lawsuits, investigations and claims asserted against us, we do not believe any currently pending legal proceeding to which we are a party will have a material adverse effect on our business, prospects, financial condition, cash flows or results of operations, except for the proceedings described in the immediately succeeding paragraph, which could have a material adverse effect on us.

We are currently party to a lawsuit that was filed against us and other parties in the state of South Carolina in connection with certain outdoor candle products that were sold at certain of our stores and are alleged to have caused personal injury. The lawsuit seeks damages from us, as well as from one or more manufacturers of these products and the packager of these products. We believe that we have defenses against these claims and we will vigorously defend ourselves and pursue recovery

27

---

from insurers and other third parties. We maintain insurance policies (subject to customary deductibles) for our defense costs and any liability resulting from the lawsuit, although one of our umbrella carriers that sits above its primary general liability insurer has reserved its rights as to coverage. The manufacturers of the candle product and the fuel gel used in the candle have each filed for bankruptcy. Because of the uncertain status of the liability of third parties and of the potential recovery from third parties, we are unable to predict the outcome of the lawsuit or to estimate the amount of damages, if any, that may be awarded. If we are ultimately found liable in the lawsuit and insurance is not available, liability resulting from the lawsuit could have a material adverse effect on our results of operations for the period or periods in which it is incurred.

We are party to a lawsuit that was filed against us in U.S. District Court in Connecticut alleging that the manner in which we implemented and applied the fluctuating workweek method for calculating the compensation due to our department managers violates the federal Fair Labor Standards Act. The complaint purports to state a collective action on behalf of a class of department managers in stores in states in which we use the fluctuating workweek method of compensation. We believe that the fluctuating workweek method (and the manner in which we have implemented and applied it) is permissible under federal law and the law of each state in which we employ it, and we intend to vigorously defend ourselves in this proceeding. As the case is in the early stages, we cannot predict whether the Court will dismiss the complaint for having no merit or certify a collective action, nor can we predict the amount of damages, if any, that ultimately may be awarded. Should we ultimately be found liable in this matter, our liability could have a material adverse effect on our results of operations for the period or periods in which it is incurred.

Item 4. Mine Safety Disclosures.

Not applicable.

28

---

## PART II

## Item 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our common stock has been quoted on The Nasdaq Global Select Market under the symbol "TFM" since November 5, 2010, subsequent to our initial public offering. Prior to that date, there was no public market for our common stock. The following table shows the high and low sale prices per share of our common stock as reported on The Nasdaq Global Select Market for each quarter during the fiscal years ended January 26, 2014 and January 27, 2013:

	High	Low
Fiscal year ended January 26, 2014		
January 28, 2013 to April 28, 2013	\$50.45	\$36.51
April 29, 2013 to July 28, 2013	54.85	40.11
July 29, 2013 to October 27, 2013	57.16	46.64
October 28, 2013 to January 26, 2014	52.86	34.72
Fiscal year ended January 27, 2013		
January 30, 2012 to April 29, 2012	\$54.57	\$42.47
April 30, 2012 to July 29, 2012	59.10	46.56
July 30, 2012 to October 28, 2012	65.69	55.16
October 29, 2012 to January 27, 2013	62.48	44.65

As of January 26, 2014, we had approximately 36 holders of record of our common stock. We believe that the number of beneficial owners of our common stock is substantially greater than the number of record holders because a large portion of our common stock is held of record in broker "street names."

We currently expect to retain future earnings, if any, for use in the operation and expansion of our business and do not anticipate paying any cash dividends on our common stock for the foreseeable future. The declaration and payment of future dividends to holders of our common stock will be at the discretion of our board of directors and will depend upon many factors, including our financial condition, earnings, legal requirements, restrictions in our debt agreements and other factors our board of directors deems relevant.

## Performance Graph

The graph set forth below compares the cumulative total stockholder return on our common stock between November 5, 2010 (the date our stock began trading on the Nasdaq Global Select Market) and January 26, 2014, with the cumulative total return of (i) the Nasdaq Composite Index and (ii) S&P Food Retail Index, over the same period. This graph assumes the investment of \$100 on November 5, 2010 in our common stock at the closing price of \$32.11 on such date, rather than the initial public offering price of \$22.00 per share, the Nasdaq Composite Index and the S&P Food Retail Index and assumes the reinvestment of dividends, if any.

The comparisons shown in the graph below are based on historical data. We caution that the stock price performance showing in the graph below is not necessarily indicative of, nor is it intended to forecast, the potential future performance of our common stock. Information used in the graph was obtained from the Nasdaq Stock Market website, a source believed to be reliable, but we are not responsible for any errors or omissions in such information. Please also note that, due to the fact the graph begins in November and includes a transition period resulting from a change in fiscal year-end, the horizontal segments of the graph do not represent equal time intervals.

Item 6. Selected Financial Data.

The following tables set forth our selected historical financial and other data, as well as certain pro forma information that reflects the income tax effect of our conversion from an S-corporation to a C-corporation in 2010.

The historical consolidated balance sheets data as of January 26, 2014, and January 27, 2013, and the historical consolidated statements of income data for the years ended January 26, 2014, January 27, 2013 and January 29, 2012, have been derived from our audited consolidated financial statements, which are included in "Item 15. Exhibits and Financial Statement Schedules" of this Form 10-K. The historical consolidated balance sheets data as of January 29, 2012, January 30, 2011, December 31, 2010 and December 31, 2009 and our historical consolidated statements of income for the one month ended January 30, 2011, and the years ended December 31, 2010 and December 31, 2009, have been derived from our audited consolidated financial statements, which are in our previously filed Annual Reports on Form 10-K. Our consolidated financial statements as of and for the years ended January 26, 2014, January 27, 2013, January 29, 2012, the one month ended January 30, 2011, and for the years ended December 31, 2010 and December 31, 2009, were audited by Ernst & Young LLP, independent registered public accounting firm.

You should read the selected historical financial and other data in conjunction with the information included in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Item 8. Financial Statements and Supplementary Data" included elsewhere in this Form 10-K. Our historical results set forth below are not necessarily indicative of results to be expected for any future period.

Edgar Filing: Fresh Market, Inc. - Form 10-K

	Year Ended (1)			January 30,	One Month Ended	Year Ended	
	January 26, 2014	January 27, 2013	January 29, 2012	2011 (unaudited) (2)	January 30, 2011	December 31, 2010	December 31, 2009
(dollars in thousands, except share and per share amounts)							
Consolidated Statements of Income Data:							
Sales	\$1,511,657	\$1,329,131	\$1,108,035	\$980,403	\$ 78,149	\$974,213	\$ 861,931
Cost of goods sold	996,301	877,433	741,184	659,344	53,302	654,986	585,360
Gross profit	515,356	451,698	366,851	321,059	24,847	319,227	276,571
Selling, general and administrative expenses (3)	349,813	303,495	247,047	245,955	17,623	244,378	191,250
Impairments and store closure costs (4)	27,505	976	437	775	37	792	4,361
Depreciation	54,657	45,741	36,485	33,483	2,729	33,122	27,880
Income from operations	83,381	101,486	82,882	40,846	4,458	40,935	53,080
Other expenses (income):							
Interest expense	3,783	1,498	1,858	2,209	87	2,374	3,806
Other income, net	—	—	(2)	(171)	(1)	(170)	(236)
Income before provision for income taxes	79,598	99,988	81,026	38,808	4,372	38,731	49,510
Recognition of net deferred tax liabilities upon C-corporation conversion (5)	—	—	—	19,125	—	19,125	—
Tax provision (benefit) (5)	28,791	35,855	29,631	(1,655)	1,712	(3,309)	308
Net income	\$50,807	\$64,133	\$51,395	\$21,338	\$ 2,660	\$22,915	\$49,202
Net income per share							
Basic and diluted	\$1.05	\$1.33	\$1.07	\$0.44	\$ 0.06	\$0.48	\$ 1.03
Dividends declared per common share	\$—	\$—	\$—	\$0.83	\$ —	\$1.00	\$0.42
Shares used in computation of net income per share,							
Basic	48,206,879	48,076,675	48,002,273	47,991,045	47,991,045	47,991,045	47,991,045

Edgar Filing: Fresh Market, Inc. - Form 10-K

Diluted	48,394,338	48,294,299	48,137,519	48,014,349	48,095,459	48,059,882	47,991,045
---------	------------	------------	------------	------------	------------	------------	------------

31

---



Edgar Filing: Fresh Market, Inc. - Form 10-K

	Year Ended (1)			One Month Ended	Year Ended		
	January 26, 2014	January 27, 2013	January 29, 2012	January 30, 2011 (unaudited) (2)	January 30, 2011	December 31, 2010	December 31, 2009
(dollars in thousands, except share and per share amounts)							
<b>Pro Forma Data</b>							
<b>(unaudited):</b>							
Income before provision for income taxes				\$38,808		\$38,731	\$49,510
Pro forma provision for income taxes (6)				15,172		15,113	19,299
Pro forma net income (6)				\$23,636		\$23,618	\$30,211
Pro forma net income per share (6)				\$0.49		\$0.49	\$0.63
<b>Other Operating Data (unaudited):</b>							
Number of stores at end of period	151	129	113	100	100	100	92
Comparable store sales growth (7)	3.2	% 5.7	% 5.4	% 5.0	% 1.4	% 5.0	% (1.1) %
Gross square footage at end of period (in thousands)	3,200	2,714	2,383	2,129	2,129	2,129	1,955
Average comparable store size (gross square feet) (8)	21,123	21,192	21,256	21,239	21,273	21,205	20,936
Comparable store sales per gross square foot during period (8)	\$535	\$524	\$501	\$480	\$ —	\$481	\$472
<b>Balance Sheet Data (end of period):</b>							
Total assets	\$469,628	\$385,369	\$323,340	\$258,857	\$ 258,857	\$258,002	\$235,541
Total long-term debt	\$24,700	\$42,000	\$64,000	\$81,850	\$ 81,850	\$82,450	\$98,200
Total stockholders' equity	\$256,265	\$197,859	\$126,916	\$72,077	\$ 72,077	\$69,212	\$68,302

On January 26, 2011, our Board of Directors approved a change in our fiscal year-end from December 31 of each (1) year to the last Sunday in January of each year, commencing with the Company's 2011 fiscal year, which started January 31, 2011 and ended January 29, 2012.

(2) For comparative purposes, we have presented the selected consolidated statements of income data for the unaudited fifty-two weeks ended January 30, 2011, which is not covered by the auditors' report.

(3) In November 2010, we recorded share-based compensation and related payroll tax expenses of \$28.8 million or \$17.6 million, net of tax, in connection with our initial public offering. This expense affected the consolidated statements of income for the unaudited fifty-two weeks ended January 30, 2011 and the year ended December 31, 2010.

(4) Impairment and store closure costs for the year ended January 26, 2014 were primarily comprised of a \$26.8 million impairment charge related to certain real estate and store related assets. There was also an additional closure charge of \$0.2 million to adjust the reserve for a previously closed store.

(5) Income tax expense for 2010 included a \$19.1 million charge to recognize a net deferred tax liability resulting from the tax reorganization carried out in connection with our initial public offering. In the period after becoming a C-corporation, from November 2010 through January 30, 2011, we recognized a \$2.0 million income tax benefit that resulted from our net loss during that period. Additionally, in the period after becoming a C-corporation, from November 2010 through December 2010, we recognized a \$3.7 million income tax benefit that resulted from our net loss during that period.

(6) Prior to November 2010, we were treated as an S-corporation for U.S. federal income tax purposes. As a result, our income was not subject to U.S. federal income taxes or state income taxes where S-corporation status is recognized. In general, the corporate income or loss of an S-corporation is allocated to its stockholders for inclusion in their personal federal income tax returns and state income tax returns in those states where S-corporation status is recognized. We terminated our S-corporation status and converted to a C-corporation in November 2010 in connection with our initial public offering, and we are now

subject to additional entity-level taxes that will be reflected in our consolidated financial statements. The pro forma provision for income taxes reflects combined federal and state income taxes on a pro forma basis, as if we had been treated as a C-corporation, using blended statutory federal and state income tax rates of 39.1% for the unaudited fifty-two weeks ended January 30, 2011, and 39.0% for the years ended December 31, 2010 and 2009. These tax rates reflect the sum of the federal statutory rate and a blended state rate based on our calculation of income apportioned to each state for each period.

Our practice is to include sales from a store in comparable store sales beginning on the first day of the sixteenth full month following the store's opening. When a store that is included in comparable store sales is remodeled or (7)relocated, we continue to consider sales from that store to be comparable store sales. There may be variations in the way that our competitors calculate comparable or "same store" sales. As a result, data in this Form 10-K regarding our comparable store sales may not be comparable to similar data made available by our competitors.

(8) Average comparable store size and comparable store sales per gross square foot are calculated using the gross square footage and sales for stores included within our comparable store base for each month during the given period. We have excluded the comparable store sales per gross square foot calculation for the one month period ended January 30, 2011, due to its lack of comparability to the remainder of the financial data.

#### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This management's discussion and analysis of financial condition and results of operations contains forward-looking statements that involve risks and uncertainties. See "Cautionary Note Regarding Forward-Looking Statements" for a discussion of the uncertainties, risks and assumptions associated with those statements. You should read the following discussion in conjunction with "Item 6. Selected Financial Data" and our audited consolidated financial statements and related notes which are included elsewhere in this Form 10-K. Our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those described under "Cautionary Note Regarding Forward-Looking Statements," "Item 1A. Risk Factors," and included in other portions of this Form 10-K.

##### Overview

The Fresh Market is a high-growth specialty retailer focused on creating an extraordinary food shopping experience for our customers. Since opening our first store in 1982, we have offered high-quality food products, with an emphasis on fresh, premium perishables and an uncompromising commitment to customer service. We seek to provide an attractive, convenient shopping environment while offering our customers a compelling price-value combination. As of January 26, 2014, we operated 151 stores in 26 states across the United States.

We believe several key differentiating elements of our business have enabled us to execute our strategy consistently and profitably across our expanding store base. We believe that our differentiated shopping experience has helped us to expand our business primarily through favorable word-of-mouth publicity. Within our smaller-box format, we focus on higher-margin food categories and strive to deliver a more personal level of service and a more enjoyable shopping experience. Further, our smaller-box format is adaptable to different retail sites and configurations and has facilitated our successful growth. Additionally, we believe our disciplined, comprehensive approach to planning and merchandising and the support we provide our stores allow us to deliver a consistent shopping experience and financial performance across our store base.

Sales increased 13.7%, or \$182.5 million, to \$1.5 billion for the year ended January 26, 2014, as compared the year ended January 27, 2013. Comparable store sales increased 3.2% for the year ended January 26, 2014, as compared to the year ended January 27, 2013. Net income decreased 20.8%, or \$13.3 million, to \$50.8 million for the year ended January 26, 2014, from \$64.1 million for the year ended January 27, 2013. Diluted earnings per share for the year

ended January 26, 2014 decreased to \$1.05, compared to diluted earnings per share of \$1.33 for the year ended January 27, 2013. Net income included a pre-tax charge of \$27.6 million (\$16.8 million, net of tax), or \$0.35 per diluted share, associated with the impairment of certain real estate and store related assets.

#### Strategic Actions

We have taken actions aimed at improving our profitability and future growth prospects. After taking into consideration extensive analysis of expected future cash flows, the long-term strategic impact of individual stores and the capital and human resources allocated to them, we recently announced the closure of four stores in fiscal 2014. Three of these

stores are located in Sacramento, CA and one in Houston, TX. We believe the timely closure of these four stores is in the best interest for our future profitability. We will continue to operate our remaining five stores in California and Texas.

## Outlook

We intend to continue our focus on profitable growth by expanding our store base, driving comparable store sales and gradually increasing our operating margins. Consistent with our history of growth, we intend to continue to expand our store base in existing markets and penetrate new markets when suitable opportunities can be found. We view expansion of our store base as a core competency and have nearly quadrupled our store count over the last ten years. We opened 22 new stores in fiscal 2013 and believe there is a significant opportunity to continue to increase our number of stores. In addition, if attractive opportunities arise, we may use lease inducements to acquire leases as a way to expand our store base and penetrate new markets. Our results of operations have been, and may continue to be, affected by the cost, timing and number of new store openings, because new stores generally have different performance profiles and greater variability in sales volumes than our mature stores, and because the overall revenue contributed by new stores may vary from period to period based on the relative timing of new store openings within each period.

Our current and long-term growth strategy is to: (1) expand market presence through opening new stores and enhancing penetration into existing and new markets over time to complement organic growth, (2) enhance financial performance through comparable store sales growth supported by strong customer service, and (3) enhance operating margin through strategic product sourcing and inventory management, while controlling operating costs by focusing on opportunities for continuous improvement and elimination of waste in all our processes. Given the size of the communities that we target, we believe that there is ample opportunity for new store growth in existing and new markets.

We aim to increase our comparable store sales by generating growth in the number and size of customer transactions. Key elements of our strategy include increasing customer awareness, offering new and differentiated products and continuing to provide a distinctive in-store experience. We also intend to increase our operating margins through scale efficiencies, improved systems, continued cost discipline and enhancements to our merchandise offerings. We expect store growth will permit us to benefit from economies of scale in sourcing products and will allow us to leverage our existing infrastructure for scale efficiencies.

We believe that we are well-positioned to capitalize on evolving consumer preferences and other trends currently shaping the food retail industry. These trends include: a growing emphasis on the customer shopping experience; an increasing consumer focus on healthy eating choices and fresh, quality offerings, including regionally and locally sourced products; an improving perception of private-label product quality; and an increase in the average age of the U.S. population driven by an aging Baby Boomer population which, we believe, tends to make a greater number of shopping trips and higher food at home spending per household than younger age groups.

We expect continued sales growth in fiscal 2014. The magnitude of expected growth could vary significantly due to overall economic and competitive conditions, and due to volatility in the supply and costs of commodities such as meat, seafood, cheese and produce. The Company expects that the development and maturation of new stores will also drive future sales growth. We anticipate opening an additional 23 to 25 new stores by the end of 2014, in addition to remodeling five to eight stores during the same period.

## How We Assess the Performance of Our Business

In assessing our performance, we consider a variety of performance and financial measures. The key measures that we assess to evaluate the performance of our business are set forth below:

## Sales

Our sales comprise gross sales net of coupons, commissions and discounts.

The food retail industry and our sales are affected by general economic conditions and seasonality, as well as the other factors, discussed below, that affect our comparable store sales. Consumer purchases of specialty food products are particularly sensitive to a number of factors that influence the levels of consumer spending, including economic conditions, the level of disposable consumer income, consumer debt, interest rates and consumer confidence. In addition, our business is seasonal and, as a result, our average weekly sales fluctuate during the year and are usually highest in the fourth quarter when customers make holiday purchases.

34

---

## Comparable Store Sales

Our practice is to include sales from a store in comparable store sales beginning on the first day of the sixteenth full month following the store's opening. We believe that comparability is achieved approximately fifteen months after opening. When a store that is included in comparable store sales is remodeled or relocated, we continue to consider sales from that store to be comparable store sales. There may be variations in the way that our competitors calculate comparable or "same store" sales. As a result, data in this Form 10-K regarding our comparable store sales may not be comparable to similar data made available by our competitors.

Various factors may affect comparable store sales, including:

- overall economic trends and conditions, including general price levels in the economy;
- consumer confidence, preferences, and buying trends;
- our competition, including competitor store openings or closings near our stores;
- our competitors expanding their offerings of premium/perishable products;
- the pricing of our products, including the effects of inflation, deflation and our promotional activities which we evaluate and adjust in the ordinary course of our business;
- the number of customer transactions at our stores;
- our ability to provide an assortment of distinctive, high-quality product offerings to generate new and repeat visits to our stores;
- the level of customer service that we provide in our stores;
- our in-store merchandising-related activities;
- our ability to source products efficiently;
- our opening of new stores in the vicinity of our existing stores;
- the number of stores we open, remodel or relocate in any period; and
- severe or unfavorable weather conditions.

As we continue to pursue our growth strategy, we expect that a significant percentage of our sales growth will continue to come from new stores not included in comparable store sales. Accordingly, comparable store sales is only one measure we use to assess our performance.

## Gross Profit

Gross profit is equal to our sales minus our cost of goods sold. Gross margin measures gross profit as a percentage of our sales. Cost of goods sold is directly correlated with sales and includes the direct costs of purchased merchandise, distribution and supply chain costs, buying costs, store supplies and store occupancy costs. Store occupancy costs include rent, common area maintenance, real estate taxes, personal property taxes, insurance, licenses and utilities.

Cost of goods sold is exclusive of depreciation, which is reported separately. The components of our cost of goods sold may not be identical to those of our competitors. As a result, data in this Form 10-K regarding our gross profit and gross margin rate may not be comparable to similar data made available by our competitors.

Gross margin rates are driven by economies of scale from our store base, inventory shrinkage as a percentage of sales, productivity through process and merchandising programs, and promotional activities. Changes in the mix of products sold may also impact our gross margin rate.



### Selling, General and Administrative Expenses

Selling, general and administrative expenses include certain retail store and corporate costs, including compensation (both cash and share-based), pre-opening expenses, and other corporate administrative costs. Share-based compensation expenses include those arising from grants made under our 2010 Omnibus Incentive Compensation Plan. Pre-opening expenses are costs associated with the opening of new stores including costs associated with store labor, travel, recruiting, relocating and training personnel and other miscellaneous costs. Pre-opening costs are expensed as incurred.

Labor and corporate administrative costs generally decrease as a percentage of sales as a result of an increase in our sales. Accordingly, selling, general and administrative expenses as a percentage of sales are usually higher in lower volume quarters and lower in higher-volume quarters. Store-level compensation costs are generally the largest component of our selling, general and administrative expenses. The components of our selling, general and administrative expenses may not be identical to those of our competitors. As a result, data in this Form 10-K regarding our selling, general and administrative expenses may not be comparable to similar data made available by our competitors. We expect that our selling, general and administrative expenses will increase in future periods due to our continuing store growth.

### Impairments and Store Closure Costs

We evaluate long-lived assets for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Factors we consider important which could trigger an impairment review include a decision to close a store or negative operating cash flows. The carrying value is not recoverable if it exceeds the undiscounted cash flows resulting from the use of the asset and its eventual disposition. Our estimates of future cash flows attributable to our long-lived assets require significant judgment based on our historical and anticipated results and are subject to many factors. It is reasonably possible that an unexpected decline in consumer spending or other factors may expose us to future impairment charges that could be material.

### Income from Operations

Income from operations consists of gross profit minus selling, general and administrative expenses, impairment and store closure costs and depreciation.

### Income Taxes

We must make certain estimates and judgments in determining income tax expense for financial statement purposes. The amount of taxes currently payable or refundable is accrued, and deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases. Deferred tax assets are also recognized for realizable loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in income tax rates is recognized in our financial statements in the period that includes the enactment date.



## Results of Operations

The following tables summarize key components of our results of operations for the periods indicated, both in dollars and as a percentage of sales.

	Year Ended								
	January 26, 2014			January 27, 2013			January 29, 2012		
	(dollars in thousands, except share and per share amounts)								
Consolidated Statements of Income Data:									
Sales	\$1,511,657	100.0	%	\$1,329,131	100.0	%	\$1,108,035	100.0	%
Cost of goods sold	996,301	65.9	%	877,433	66.0	%	741,184	66.9	%
Gross profit	515,356	34.1	%	451,698	34.0	%	366,851	33.1	%
Selling, general and administrative expenses	349,813	23.1	%	303,495	22.8	%	247,047	22.3	%
Impairments and store closure costs (1)	27,505	1.8	%	976	0.1	%	437	0.0	%
Depreciation	54,657	3.6	%	45,741	3.4	%	36,485	3.3	%
Income from operations	83,381	5.5	%	101,486	7.6	%	82,882	7.5	%
Other expenses (income):									
Interest expense	3,783	0.3	%	1,498	0.1	%	1,858	0.2	%
Other income, net	—	0.0	%	—	0.0	%	(2)	0.0	%
Income before provision for income taxes	79,598	5.3	%	99,988	7.5	%	81,026	7.3	%
Tax provision	28,791	1.9	%	35,855	2.7	%	29,631	2.7	%
Net income	\$50,807	3.4	%	\$64,133	4.8	%	\$51,395	4.6	%
Net income per share:									
Basic and diluted	\$1.05			\$1.33			\$1.07		
Shares used in computation of net income per share,									
Basic	48,206,879			48,076,675			48,002,273		
Diluted	48,394,338			48,294,299			48,137,519		

	Year Ended						
	January 26, 2014		January 27, 2013		January 29, 2012		
Other Operating Data (unaudited):							
Number of stores at end of period		151		129		113	
Comparable store sales growth (2)		3.2	%	5.7	%	5.4	%
Gross square footage at end of period (in thousands)		3,200		2,714		2,383	
Average comparable store size (gross square feet) (3)		21,123		21,192		21,256	
Comparable store sales per gross square foot during period (3)		\$535		\$524		\$501	

Impairment and store closure costs for the year ended January 26, 2014 were primarily comprised of a \$26.8 (1) million impairment charge related to certain real estate and store related assets. There was also an additional closure charge of \$0.2 million to adjust the reserve for a previously closed store.

Our practice is to include sales from a store in comparable store sales beginning on the first day of the sixteenth full month following the store's opening. When a store that is included in comparable store sales is remodeled or (2) relocated, we continue to consider sales from that store to be comparable store sales. There may be variations in the way that our competitors calculate comparable or "same store" sales. As a result, data in this Form 10-K regarding our comparable store sales may not be comparable to similar data made available by our competitors.

(3)

Average comparable store size and comparable store sales per gross square foot are calculated using the gross square footage and sales for stores included within our comparable store base for each month during the given period.

Percentage totals in the above table may not equal the sum of the components due to rounding.

#### Items Impacting Comparability

For the Year Ended January 26, 2014

Approximately \$27.6 million in charges, or \$0.35 per share on a diluted basis, for the year ended January 26, 2014, associated with the impairment of certain real estate and store related assets. Of these charges, \$27.0 million is included in "Impairments and store closure costs" and \$0.6 million related to the write off of capitalized expenses for real estate sites prior to leasing them is included in the "Selling, general and administrative expenses" line items on the accompanying Consolidated Statements of Comprehensive Income.

For the Year Ended January 27, 2013

Approximately \$0.5 million, or \$0.01 per share on a diluted basis, for the year ended January 27, 2013, in issuance costs incurred in conjunction with our public offering of common stock, which closed on June 18, 2012. As agreed upon by and among us and certain stockholders, we were obligated to bear the expenses and fees, except for underwriting discounts and commissions. We received no proceeds in connection with the public offering, and all fees and expenses incurred during the year ended January 27, 2013 were expensed and included in the "Selling, general and administrative expenses" line item on the Consolidated Statements of Comprehensive Income.

For the Year Ended January 29, 2012

Approximately \$1.1 million or \$0.02 per share on an after tax diluted basis for the year ended January 29, 2012, in issuance costs in conjunction with our secondary offering. As agreed upon by and among the Company and certain stockholders, we were obligated to bear the expenses and fees, except for underwriting discounts and commissions. We received no proceeds in connection with the secondary offering and all fees and expenses incurred during the year ended January 29, 2012 were expensed and included in the "Selling, general and administrative expenses" line item on the Consolidated Statements of Comprehensive Income.

Year Ended January 26, 2014 Compared to the Year Ended January 27, 2013

#### Sales

Sales increased 13.7%, or \$182.5 million, to \$1.5 billion for the year ended January 26, 2014, as compared to the year ended January 27, 2013. The increase in sales for the year ended January 26, 2014 was primarily attributable to sales from 22 stores that were not open during the year ended January 27, 2013, increased sales from 16 stores that were only open during a portion of the year ended January 27, 2013 and an overall increase in comparable store sales. There were 125 comparable stores and 26 non-comparable stores open at January 26, 2014.

Comparable store sales increased 3.2% for the year ended January 26, 2014, as compared to the year ended January 27, 2013, as a result of a 1.7% increase in the number of transactions and a 1.5% increase in the average transaction size at our comparable stores. Average customer transaction size at our comparable stores increased to \$32.01 for the year ended January 26, 2014, from \$31.55 for the year ended January 27, 2013.

#### Gross Profit

Gross profit increased 14.1%, or \$63.7 million, to \$515.4 million for the year ended January 26, 2014, as compared to the year ended January 27, 2013. The amount of the increase in gross profit attributable to increased sales was \$62.0 million, and the amount of the increase in gross profit attributable to increased gross margin rate was \$1.7 million. Our cost of goods sold increased by \$118.9 million for the year ended January 26, 2014, as compared to the year ended January 27, 2013, which was primarily attributable to a \$105.9 million increase in merchandise product costs and a \$9.8 million increase in store occupancy costs. Gross margin rate increased 10 basis points to 34.1% for the year

ended January 26, 2014 from 34.0% for the year ended January 27, 2013. The increase in our gross margin rate was primarily attributable to increased merchandise margin.

## Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 15.3%, or \$46.3 million, to \$349.8 million for the year ended January 26, 2014, as compared to the year ended January 27, 2013. The increase in selling, general and administrative expenses was primarily attributable to an increase in the number of stores in operation and an increase in customer traffic during the year ended January 26, 2014, as compared to the year ended January 27, 2013, which led to higher overall store-level compensation expenses and other costs to operate our stores. With more stores in operation during the year ended January 26, 2014, our store salary and benefit expenses increased \$34.9 million, our other store operating expenses increased \$6.6 million, and new store pre-opening expenses increased \$2.0 million, compared to the year ended January 27, 2013. There was also a \$2.7 million increase in our corporate administrative expenses for the year ended January 26, 2014, as compared to the year ended January 27, 2013, primarily attributable to employee compensation expenses due to an increase in headcount reduced by lower incentive compensation expenses.

As a percentage of sales, selling, general and administrative expenses for the year ended January 26, 2014 were 23.1% or 30 basis points higher than the selling, general and administrative expenses for the year ended January 27, 2013. The increase in selling, general and administrative expenses as a percentage of sales was primarily the result of lower than expected sales in certain non-comparable stores combined with expense increases related to store-level compensation at some of these non-comparable stores as we provide higher service levels to build our brand in new markets and operate in markets with higher wage rates. Additionally, we incurred higher pre-opening expenses offset by reduced corporate expenses as a percentage of sales for the year ended January 26, 2014 compared to the year ended January 27, 2013.

## Impairments and Store Closure Costs

Impairments and store closure costs for the year ended January 26, 2014 were primarily comprised of a \$26.8 million impairment charge related to certain real estate and store related assets and includes a \$0.2 million adjustment for a previously closed store. We did not have any impairment charges for the year ended January 27, 2013.

## Depreciation Expense

Depreciation increased 19.5%, or \$8.9 million, to \$54.7 million for the year ended January 26, 2014, compared to the year ended January 27, 2013, principally due to store unit growth and the recognition of depreciation expense for certain store locations, which are recorded as capital and financing lease assets. Depreciation expense as a percentage of sales increased by 20 basis points to 3.6% for the year ended January 26, 2014, compared to 3.4% for the year ended January 27, 2013.

## Income from Operations

For the year ended January 26, 2014, operating income decreased \$18.1 million, to \$83.4 million from \$101.5 million for the year ended January 27, 2013 primarily due to a \$27.6 million increase in impairment charges related to certain real estate and store related assets and a \$13.8 million increase in operating losses associated with activities related to stores operating in California and Texas. Income from operations as a percentage of sales for the year ended January 26, 2014 decreased to 5.5% from 7.6% for the year ended January 27, 2013. The decrease in our income from operations as a percentage of sales for the year ended January 26, 2014, compared to the year ended January 27, 2013, was primarily due to the 180 basis points in impairment charges, and higher selling, general and administrative and depreciation expenses, partially offset by improved gross margin, as described above.

## Interest Expense

Interest expense increased 152.5%, or \$2.3 million, to \$3.8 million for the year ended January 26, 2014, as compared to \$1.5 million for the year ended January 27, 2013. The increase was primarily attributable to \$3.2 million of interest expense related to capital lease and financing obligations for the year ended January 26, 2014, compared to \$0.3 million of interest expense for the year ended January 27, 2013.

## Income Tax Expense

The effective income tax rate for the year ended January 26, 2014 was 36.2% as compared to 35.9% for the year ended January 27, 2013.



## Net Income

Net income decreased 20.8%, or \$13.3 million, to \$50.8 million for the year ended January 26, 2014, from \$64.1 million for the year ended January 27, 2013. Net income was negatively affected by a \$27.6 million pre-tax impairment charge for the year ended January 26, 2014. Net income as a percentage of sales for the year ended January 26, 2014 decreased to 3.4% from 4.8% for the year ended January 27, 2013.

## Year Ended January 27, 2013 Compared to the Year Ended January 29, 2012

### Sales

Sales increased 20.0%, or \$221.1 million, to \$1,329.1 million in 2013. The increase in sales for the year ended January 27, 2013 was attributable to sales from 16 stores that were not open during the year ended January 29, 2012, increased sales from 13 stores that were only open during a portion of the year ended January 29, 2012 and an overall increase in comparable store sales. There were 107 comparable stores and 22 non-comparable stores open at January 27, 2013.

Comparable store sales increased 5.7% for the year ended January 27, 2013, as compared to the year ended January 29, 2012, as a result of a 3.4% increase in the number of transactions and a 2.3% increase in the average transaction size at our comparable stores. Average customer transaction size increased to approximately \$31.61 for the year ended January 27, 2013, from approximately \$30.93 for the year ended January 29, 2012.

### Gross Profit

Gross profit increased 23.1%, or \$84.8 million, to \$451.7 million for the year ended January 27, 2013, as compared to the year ended January 29, 2012. The amount of the increase in gross profit attributable to increased sales was \$73.2 million and the amount of the increase in gross profit attributable to increased gross margin rate was \$11.6 million. Our cost of goods sold increased by \$136.2 million for the year ended January 27, 2013, as compared to the year ended January 29, 2012, which was primarily attributable to a \$122.7 million increase in merchandise product costs and a \$8.4 million increase in store occupancy costs. Gross margin rate increased 90 basis points to 34.0% for the year ended January 27, 2013 from 33.1% for the year ended January 29, 2012. The increase in our gross margin rate was primarily attributable to increased merchandise margin, and to a lesser extent a decrease in our occupancy cost as a percentage of sales. The increase in gross margin rate over the prior year was offset by our \$1.4 million initial recognition of gift card breakage income for the year ended January 29, 2012, which improved the fiscal 2011 merchandise rate by approximately 10 basis points. The LIFO expense decreased, by approximately \$1.0 million for the year ended January 27, 2013, as compared to \$1.3 million for the year ended January 29, 2012, which provided a positive impact to the gross margin rate of approximately 10 basis points as a percentage of sales.

### Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 22.8%, or \$56.4 million, to \$303.5 million for the year ended January 27, 2013, as compared to the year ended January 29, 2012. The increase in selling, general and administrative expenses was primarily attributable to an increase in the number of stores in operation and an increase in customer traffic during the year ended January 27, 2013, as compared to the year ended January 29, 2012, which led to higher overall store-level compensation expenses and other costs to operate our stores. With more stores in operation during the year ended January 27, 2013, our store salary and benefit expenses increased \$38.8 million and our other store operating expenses increased \$7.4 million, compared to the year ended January 29, 2012. There was also a \$10.1 million increase in our corporate administrative expenses for the year ended January 27, 2013, as compared to the year ended January 29, 2012, primarily attributable to employee compensation expenses due to an increase in headcount and additional expenses related to our share-based compensation program.

As a percentage of sales, selling, general and administrative expenses for the year ended January 27, 2013 were 22.8% or 50 basis points higher than the selling, general and administrative expenses for the year ended January 29, 2012. The increase in selling, general and administrative expenses as a percentage of sales was primarily attributable to higher store-level compensation costs and incremental expenses associated with the Company's share-based compensation program incurred during the year ended January 27, 2013, as compared to the year ended January 29, 2012.

## Income from Operations

For the year ended January 27, 2013, operating income increased \$18.6 million, to \$101.5 million from \$82.9 million for the year ended January 29, 2012. Income from operations as a percentage of sales for the year ended January 27, 2013 increased 10 basis points to 7.6% from 7.5% for the year ended January 29, 2012. The increase in our income from operations for the year ended January 27, 2013, compared to the year ended January 29, 2012, was primarily due to the growth in gross margin rate, which was partially offset by higher employee-related expenses and depreciation expense. The increase in income from operations was also partially offset by the cycling of the Company's \$1.4 million for the initial recognition of breakage on gift cards, which increased operating income by 10 basis points as a percentage of sales for the year ended January 29, 2012.

### Depreciation Expense

Depreciation increased 25.4%, or \$9.3 million, to \$45.7 million for the year ended January 27, 2013, as compared to the year ended January 29, 2012, which was principally attributable to the additional fixed assets related to the 16 stores opened during the year ended January 27, 2013, and a full year of depreciation expense recorded on fixed assets related to 13 stores opened during the year ended January 29, 2012.

### Interest Expense

Interest expense decreased 19.3%, or \$0.4 million, to \$1.5 million for the year ended January 27, 2013, as compared to \$1.9 million for the year ended January 29, 2012, due primarily to reduced weighted average borrowings under our revolving credit facility.

### Income Tax Expense

The effective income tax rate for the year ended January 27, 2013 was 35.9% as compared to 36.6% for the year ended January 29, 2012. The lower rate was due to higher permanent differences, primarily arising from increased enhanced charitable food contribution deductions.

### Net Income

Net income increased 24.8%, or \$12.7 million, to \$64.1 million for the year ended January 27, 2013, from \$51.4 million for the year ended January 29, 2012. Net income as a percentage of sales for the year ended January 27, 2013 increased to 4.8% from 4.6% for the year ended January 29, 2012.

## Liquidity and Capital Resources

Our primary sources of liquidity are cash generated from operations and borrowings under our revolving credit facility. Our primary uses of cash are purchases of inventory, operating expenses, capital expenditures primarily for opening new stores and relocating and remodeling existing stores, debt service, and corporate taxes. We believe that the cash generated from operations, together with the borrowing availability under our revolving credit facility, will be sufficient to meet our working capital needs for at least the next twelve months, including investments made, and expenses incurred, in connection with opening new stores and relocating and remodeling existing stores and other strategic initiatives. These strategic initiatives include the replacement of store equipment and product display fixtures, and investments in information technology and merchandising enhancements. Our working capital position benefits from the fact that we generally collect cash from sales to customers the same day or, in the case of credit or debit card transactions, within a few business days of the related sale.

At January 26, 2014, we had \$11.7 million in cash and cash equivalents and \$136.6 million in borrowing availability pursuant to our 2011 Credit Facility. The 2011 Credit Facility is discussed under “—Financing Activities” and “—Revolving

Credit Facility” below.

While we believe we have sufficient liquidity and capital resources to meet our current operating requirements and expansion plans, we may elect to pursue additional expansion opportunities within the next year which could require additional debt or equity financing. If we are unable to secure additional financing at favorable terms in order to pursue such additional expansion opportunities, our ability to pursue such opportunities could be materially adversely affected.

Edgar Filing: Fresh Market, Inc. - Form 10-K

A summary of our operating, investing and financing activities is shown in the following table:

	Year Ended		
	January 26, 2014	January 27, 2013	January 29, 2012
	(in thousands)		
Net cash provided by operating activities	\$140,372	\$109,118	\$108,511
Net cash used in investing activities	(122,247 )	(91,613 )	(87,292 )
Net cash used in financing activities	(15,117 )	(19,449 )	(18,405 )
Net increase (decrease) in cash and cash equivalents	\$3,008	\$(1,944)	\$2,814

Operating Activities

Cash provided by operating activities consists primarily of net income adjusted for non-cash items, including depreciation, realized losses on disposal of property and equipment, impairment charges, share-based compensation, changes in deferred taxes, and the effect of changes in assets and liabilities.

	Year Ended		
	January 26, 2014	January 27, 2013	January 29, 2012
	(in thousands)		
Net income	\$50,807	\$64,133	\$51,395
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	54,878	45,962	36,692
Loss on disposal of property and equipment	311	170	130
Impairments	26,828	—	—
Share-based compensation	5,239		