lululemon athletica inc.
Form 10-K
March 27, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended February 1, 2009

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 001-33608
lululemon athletica inc.
(Exact name of registrant as specified in its charter)

Delaware	**20-3842867**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification Number)*
2285 Clark Drive	**V5N 3G9**
Vancouver, British Columbia	*(Zip Code)*
(Address of principal executive offices)	

Registrant s telephone number, including area code: (604) 732-6124

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	Nasdaq Global Select Market

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes o No þ

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 of Section 15(d) of the Act.

Yes o No þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes þ No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of 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. o

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

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Act).

Yes o No þ

The aggregate market value of the voting stock held by non-affiliates of the registrant on August 3, 2008 was approximately $806,836,834. Such aggregate market value was computed by reference to the closing price of the common stock as reported on the Nasdaq Global Select Market on August 3, 2008. For purposes of determining this amount only, the registrant has defined affiliates as including the executive officers and directors of the registrant on August 3, 2008.

Common Stock:

At March 24, 2009 there were 50,654,349 shares of the registrant s common stock, par value $0.01 per share, outstanding.

Exchangeable and Special Voting Shares:

At March 24, 2009, there were outstanding 19,506,289 exchangeable shares of Lulu Canadian Holding, Inc., a wholly-owned subsidiary of the registrant. Exchangeable shares are exchangeable for an equal number of shares of the registrant s common stock.

In addition, at March 24, 2009, the registrant had outstanding 19,506,289 shares of special voting stock, through which the holders of exchangeable shares of Lulu Canadian Holding, Inc. may exercise their voting rights with respect to the registrant. The special voting stock and the registrant s common stock generally vote together as a single class on all matters on which the common stock is entitled to vote.

DOCUMENTS INCORPORATED BY REFERENCE

DOCUMENT	FORM 10-K REFERENCE
Portions of Proxy Statement for the 2009 Annual Meeting of Stockholders	Part III

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PART I

ITEM 1. *BUSINESS*

Overview

lululemon is a designer and retailer of technical athletic apparel operating primarily in North America. Our yoga-inspired apparel is marketed under the lululemon athletica brand name. We believe consumers associate our brand with innovative, technical apparel products. Our products are designed to offer performance, fit and comfort while incorporating both function and style. Our heritage of combining performance and style distinctly positions us to address the needs of female athletes as well as a growing core of consumers who desire everyday casual wear that is consistent with their active lifestyles. We also continue to broaden our product range to increasingly appeal to male athletes. We offer a comprehensive line of apparel and accessories including fitness pants, shorts, tops and jackets designed for athletic pursuits such as yoga, dance, running and general fitness. As of February 1, 2009, our branded apparel was principally sold through our 113 stores that are primarily located in Canada and the United States. We believe our vertical retail strategy allows us to interact more directly with, and gain insights from, our customers while providing us with greater control of our brand.

We have developed a distinctive community-based strategy that we believe enhances our brand and reinforces our customer loyalty. The key elements of our strategy are to:

- design and develop innovative athletic apparel that combines performance with style and incorporates real-time customer feedback;
- locate our stores in street locations, lifestyle centers and malls that position each lululemon athletica store as an integral part of its community;
- create an inviting and educational store environment that encourages product trial and repeat visits; and
- market on a grassroots level in each community, including through influential fitness practitioners who embrace and create excitement around our brand.

We were founded in 1998 by Dennis Chip Wilson in Vancouver, British Columbia. Noting the increasing number of women participating in sports, and specifically yoga, Mr. Wilson developed lululemon athletica to address a void in the women s athletic apparel market. The founding principles established by Mr. Wilson drive our distinctive corporate culture with a mission of providing people with the components to live a longer, healthier and more fun life. Consistent with this mission, we promote a set of core values in our business, which include developing the highest quality products, operating with integrity, leading a healthy balanced life, and training our employees in self responsibility and goal setting. These core values attract passionate and motivated employees who are driven to succeed and share our vision of elevating the world from mediocrity to greatness. We believe the energy and passion of our employees allow us to successfully execute on our business strategy, enhance brand loyalty and create a distinctive connection with our customers.

We believe our culture and community-based business approach provide us with competitive advantages that are responsible for our strong financial performance. Our net revenue has increased from $40.7 million in fiscal 2004 to $353.5 million in fiscal 2008, representing a 71.6% compound annual growth rate. Our net revenue increased from $269.9 million in fiscal 2007 to $353.5 million in fiscal 2008, representing a 30.9% increase. During fiscal 2008, our comparable store sales growth was 0% and we reported income from operations of $56.6 million. During fiscal 2007, our comparable store sales growth was 34% and we reported income from operations of $51.6 million. In the fiscal year ended February 1, 2009, our corporate-owned stores opened for at least one year averaged sales of approximately $1,450 per square foot, compared to sales per square foot of approximately $1,700 for the fiscal year ended February 3, 2008, which we believe is among the best in the apparel retail sector.

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Our Market

Our primary target customer is a sophisticated and educated woman who understands the importance of an active, healthy lifestyle. She is increasingly tasked with the dual responsibilities of career and family and is constantly challenged to balance her work, life and health. We believe she pursues exercise to achieve physical fitness and inner peace.

As women have continued to embrace a variety of fitness and athletic activities, including yoga, we believe other athletic apparel companies are not effectively addressing their unique style, fit and performance needs. We believe we have been able to help address this void in the marketplace by incorporating style along with comfort and functionality into our products. Although we were founded to address the unique needs of women, we are also successfully designing products for men who also appreciate the technical rigor and premium quality of our products. We also believe longer-term growth in athletic participation will be reinforced as the aging Baby Boomer generation focuses more on longevity. In addition, we believe consumer purchase decisions are driven by both an actual need for functional products and a desire to create a particular lifestyle perception. As such, we believe the credibility and authenticity of our brand expands our potential market beyond just athletes to those who desire to lead an active, healthy, and balanced life.

Our Competitive Strengths

We believe that the following strengths differentiate us from our competitors and are important to our success:

Premium Active Brand. lululemon athletica stands for leading a healthy, balanced and fun life. We believe customers associate the lululemon athletica brand with high quality premium athletic apparel that incorporates technically advanced materials, innovative functional features and style. We believe our focus on women differentiates us and positions lululemon athletica to address a void in the growing market for women s athletic apparel. The premium nature of our brand is reinforced by our vertical retail strategy and our selective distribution through yoga studios and fitness clubs that we believe are the most influential within the fitness communities of their respective markets. While our brand has its roots in yoga, our products are increasingly being designed and used for other athletic and casual lifestyle pursuits. We work with local athletes and fitness practitioners to enhance our brand awareness and broaden our product appeal.

Distinctive Retail Experience. We locate our stores in street locations, lifestyle centers and malls that position lululemon athletica stores to be an integral part of their communities. Our retail concept is based on a community-centric philosophy designed to offer customers an inviting and educational experience. We believe that this environment encourages product trial, purchases and repeat visits. We coach our store sales associates, who we refer to as educators, to develop a personal connection with each guest. They receive approximately 30 hours of in-house training within the first three months of the start of their employment and are well prepared to explain the technical and innovative design aspects of each product.

Innovative Design Process. We offer high-quality premium apparel that is designed for performance, comfort, functionality and style. We attribute our ability to develop superior products to a number of factors, including:

- our feedback-based design process through which our design and product development team proactively and frequently seeks input from our customers and local fitness practitioners;

- close collaboration with our third-party suppliers to formulate innovative and technically-advanced fabrics and features for our products; and although we typically bring products from design to market in eight to 10 months, our vertical retail strategy enables us to bring select products to market in as little as one month, thereby allowing us to respond quickly to customer feedback, changing market conditions and apparel trends.

Community-Based Marketing Approach. We differentiate lululemon athletica through an innovative, community-based approach to building brand awareness and customer loyalty. We use a multi-faceted grassroots marketing strategy that includes partnering with local fitness practitioners and retail educators and creating in-store community boards. Each of our stores has a dedicated community coordinator who organizes fitness or philanthropic events that heighten the image of our brand in the community. We believe this grassroots approach allows us to successfully increase brand awareness and broaden our appeal while reinforcing our premium brand image.

Deep Rooted Culture Centered on Training and Personal Growth. We believe our core values and distinctive corporate culture allow us to attract passionate and motivated employees who are driven to succeed and share our vision. We provide our employees with a supportive, goal-oriented environment and encourage them to reach their full professional, health and personal potential. We offer programs such as personal development workshops and goal coaching to assist our employees in realizing their long-term objectives. We believe our relationship with our employees is exceptional and a key contributor to our success.

Experienced Management Team with Proven Ability to Execute. Our founder, Mr. Wilson, leads our design team and plays a central role in corporate strategy and in promoting our distinctive corporate culture. Our Chief Executive Officer, Ms. Day, whose experience includes 20 years at Starbucks Corporation, most recently serving as President of Asia Pacific Group of Starbucks International from 2004 to 2007, joined us in January 2008. Mr. Wilson and Ms. Day have assembled a management team with a complementary mix of retail, design, operations, product sourcing and marketing experience from leading apparel and retail companies such as Abercrombie & Fitch Co., Nike, Inc., New York & Company, Inc. and Speedo International Limited. We believe our management team is well positioned to execute the long-term growth strategy for our business.

Growth Strategy

Key elements of our growth strategy are to:

Grow our Store Base in North America. As of February 1, 2009, our products were sold through 108 stores in North America, including 43 in Canada and 65 in the United States. We expect that most of our near-term store growth will occur in the United States. We plan to add new stores to strengthen existing markets and selectively enter new markets in the United States and Canada. We opened 35 stores in the United States and Canada in fiscal 2008, and we plan to open approximately six additional stores in fiscal 2009 in the United States and Canada.

Develop a Retail Website. We expect to launch a retail website in the first quarter of fiscal 2009. The addition of an ecommerce sales channel will expand our customer base and supplement our growing store base. This site will be designed to reflect the distinctive retail experience that our customers enjoy in our stores while providing greater shopping flexibility.

Increase our Brand Awareness. We will continue to increase brand awareness and customer loyalty through our grassroots marketing efforts and planned store expansion. We believe that increased brand awareness will result in increased comparable store sales and sales productivity over time.

Introduce New Product Technologies. We remain focused on developing and offering products that incorporate technology-enhanced fabrics and performance features that differentiate us in the market. Collaborating with leading fabric manufacturers, we have jointly developed and trademarked names for innovative fabrics such as Luon and Silverescent, and natural stretch fabrics using organic elements such as bamboo, soy, and seaweed. Among our ongoing efforts, we are jointly developing encapsulation-enhanced fabrics to provide advanced features such as UV protection and temperature control. In addition, we will continue to develop differentiated manufacturing techniques that provide greater support, protection, and comfort.

Broaden the Appeal of our Products. We will selectively seek opportunities to expand the appeal of our brand to improve store productivity and increase our overall addressable market. To enhance our product appeal, we intend to:

Expand our Product Categories. We plan to expand our product offerings in complementary existing and new categories such as bags, undergarments and outerwear;

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Grow our Men s Business. We believe the premium quality and technical rigor of our products will continue to appeal to men and that there is an opportunity to expand our men s business as a proportion of our total sales;

Increase the Range of Athletic Activities our Products Target. We expect customers to increasingly purchase our products for activities such as yoga, running, dance and general fitness as we educate them on the versatility of our products and expand our product categories; and

Expand Beyond North America. As of February 1, 2009, we operated five franchise stores in Australia and one showroom in Hong Kong which is corporate-owned. Over time, we intend to expand on our own or pursue additional joint venture opportunities in other Asian and European markets.

Our Stores

As of February 1, 2009, our retail footprint included 43 stores in Canada, 65 stores in the United States and five franchise stores in Australia. We discontinued our operations in Japan in fiscal 2008. The 108 stores in Canada and the United States include one franchise store in Canada and four in the United States. While most of our stores are branded lululemon athletica, two of our corporate-owned stores are branded *oqoqo* and specialize in apparel made with sustainable organic or recycled fabrics. Our retail stores are located primarily on street locations, in lifestyle centers and in malls.

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The following store list shows the number of branded stores (including corporate-owned stores and franchise stores) operated in each Canadian province, U.S. state, and internationally as of February 1, 2009:

	Corporate-Owned Stores	Franchise Stores	Total Stores
Canada			
Alberta	8		8
British Columbia	11		11
Manitoba	1		1
Nova Scotia	1		1
Ontario	17		17
Québec	4		4
Saskatchewan		1	1
Total Canada	42	1	43
United States			
California	19	1	20
Colorado		3	3
Connecticut	2		2
District of Columbia	2		2
Florida	2		2
Hawaii	1		1
Illinois	6		6
Maryland	2		2
Massachusetts	4		4
Michigan	1		1
Nevada	1		1
New Jersey	2		2
New York	7		7
Oregon	1		1
Pennsylvania	1		1
Texas	5		5
Virginia	2		2
Washington	3		3
Total United States	61	4	65
International			
Australia		5	5
Total International		5	5
Overall total, as of February 1, 2009	103	10	113
Overall total, as of February 3, 2008	71	10	81

Store Economics

We believe that our innovative retail concept and customer experience contribute to the success of our stores. During fiscal 2008 our corporate-owned stores open at least one year, which average approximately 2,800 square feet, averaged sales of approximately $1,450 per square foot.

Management performs an ongoing evaluation of its portfolio of corporate-owned store locations. In response to the current challenging operating environment, our management team has taken a series of actions designed to reduce ongoing operating costs and improve operating efficiencies through reductions in employee headcount, the disposal of property and equipment, and possible store closures. In the fourth quarter of fiscal 2008 we closed one corporate-owned store in Texas. As we continue our evaluation we may in future periods close additional corporate-owned store locations.

Store Expansion

From February 1, 2002 (when we had one store, in Vancouver) to February 1, 2009, we opened 103 corporate-owned stores in North America. We opened our first corporate-owned store in the United States in 2003. Over the next few years, our new store growth will be primarily focused on corporate-owned stores in the United States, an attractive market with a population of over nine times that of Canada. We opened 35 stores in the United States and Canada in fiscal 2008.

Franchise Stores in North America

As of February 1, 2009 we had one franchise store in Canada and four franchise stores in the United States. We reacquired the franchise rights of two Victoria, British Columbia and one Bellevue, Washington locations thereby decreasing the net revenue earned through our franchise channel. This channel represented 4.6% of our net revenue in fiscal 2008 and 6.7% of our net revenue in fiscal 2007. We began opening franchise stores in select markets in 2002 to expand our store network while limiting required capital expenditures. Opening new franchise stores is not a significant part of our near-term store growth strategy. We continue to evaluate the ability to repurchase attractive franchises, which, in some cases, we can contractually acquire at a specified percentage of trailing 12-month sales. Unless otherwise approved by us, our franchisees are required to sell only our branded products, which are purchased from us at a discount to the suggested retail price.

International Stores

Beyond North America, we intend, as part of our long-term business strategy, to expand our global presence. We believe that partnering with companies and individuals with significant experience and proven success in the target country is to our advantage. As of February 1, 2009, we had two franchise stores in Melbourne, Australia and three franchise stores in Sydney, Australia, and one corporate-owned showroom in Hong Kong. In fiscal 2008, we reevaluated our operating performance in Japan and our strategic priorities and discontinued our operations in Japan in the third quarter of fiscal 2008.

Wholesale Channel

We also sell lululemon athletica products through premium yoga studios, health clubs and fitness centers. This channel represented only 1.7% of our net revenue in fiscal 2008 and 1.8% of our net revenue in fiscal 2007. We believe that these premium wholesale locations offer an alternative distribution channel that is convenient for our core consumer and enhances the image of our brand. We do not intend wholesale to be a meaningful contributor to overall sales. Instead we use the channel to build brand awareness, especially in new markets.

Our Products

We offer a comprehensive line of performance apparel and accessories for both women and men. Our apparel assortment, including items such as fitness pants, shorts, tops and jackets, is designed for healthy lifestyle activities such as yoga, dance, running and general fitness. Although we benefit from the growing number of people that participate in yoga, we believe the percentage of our products sold for other activities will continue to increase as we broaden our product range to address other activities. Our fitness-related accessories include an array of items such as bags, socks, underwear, yoga mats, instructional yoga DVDs, water bottles and headbands.

We believe the authenticity of our products is driven by a number of factors. These factors include our athlete-inspired design process, our use of technical materials, our sophisticated manufacturing methods and our innovative product features. Our athletic apparel is designed and manufactured using cutting-edge fabrics that deliver

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maximum function and athletic fit. We collaborate with leading fabric suppliers to develop advanced fabrics that we sell under our trademarks. Our in-house design team works closely with our suppliers to formulate fabrics that meet our performance and functional specifications such as stretch ability, capability to wick moisture and durability. We currently incorporate the following advanced fabrics in our products:

Luon, included in more than half of our products, wicks away moisture, moves with the body and is designed to eliminate irritation;

Silverescent incorporates silver directly into the fabric to reduce odors as a result of the antibacterial properties of the silver in the fabric; and

VitaSea, derived from a seaweed compound.

Our design team continues to develop fabrics that we believe will help advance our product line and differentiate us from the competition.

Our products are constructed with advanced sewing techniques such as flat seaming, and care and content labels which increase comfort and functionality by reducing skin irritation and strengthening important seams. Our apparel products include innovative features to promote convenience, such as pockets designed to hold credit cards, keys, digital audio players and clips for heart rate monitors.

Our Culture and Values

Since our inception, Mr. Wilson has developed a distinctive corporate culture with a mission to provide people with components to live a longer, healthier and more fun life. We promote a set of core values in our business, which include developing the highest quality products, operating with integrity, leading a healthy balanced life and instilling in our employees a sense of self responsibility and personal achievement. These core values allow us to attract passionate and motivated employees who are driven to succeed and share our vision of elevating the world from mediocrity to greatness.

Community-Based Marketing

We differentiate our business through an innovative, community-based approach to building brand awareness and customer loyalty. We pursue a multi-faceted strategy which leverages our local ambassadors, in-store community boards, retail educators and a variety of grassroots initiatives. Our ambassadors, who are local fitness practitioners, share our core values and introduce our brand to their fitness classes and communities leading to interest in the brand, store visits and word-of-mouth marketing. Our in-store community boards, coupled with our educators knowledge, further position our stores as community destinations designed to educate and enrich our customers. Each of our stores has a dedicated community coordinator who selectively organizes events that heighten the image of our brand in the community. Each of our community coordinators customizes a local marketing plan to focus on the important athletic and philanthropic activities within each community.

Product Design and Development

Our product design efforts are led by Mr. Wilson and a team of 13 designers based in Vancouver, British Columbia. Our team is comprised of dedicated athletes and users of our products who embody our design philosophy and dedication to premium quality. While our design team identifies trends based on market research, we primarily use an innovative feedback-based design process through which we proactively seek the input of customers and our ambassadors. Our ambassadors have become an integral part of our product design process as they test and evaluate our products, providing real-time feedback on performance and functionality. Our design team also hosts meetings each year in many of our markets. In these meetings, local athletes, trainers, yogis and members of the fitness industry discuss our products and provide us with additional feedback and ideas. Members of our design team also regularly work at our stores, which gives them the opportunity to interact with and receive direct feedback from customers. Our design team incorporates all of this input to adjust fit and style, to detect new athletic trends and to identify desirable fabrics.

To ensure that we continue to provide our customers with advanced fabrics, our design team works closely with our suppliers to incorporate innovative fabrics that meet particular specifications into our products. These specifications include characteristics such as stretch ability, capability to wick moisture and durability. In addition, to ensure the product quality of our fabric and its authenticity, we test our products using a leading testing facility. We also partner with a leading independent inspection, verification, testing and certification company, which conducts a battery of tests before each season on all of our fabrics across all product lines, testing for a variety of attributes including content, pilling, shrinkage, and colorfastness. We collaborate with leading fabric suppliers to develop fabrics that we ultimately trademark for brand recognition whenever possible.

We typically bring new products from design to market in approximately eight to 10 months; however, our vertical retail structure enables us to bring select new products to market in as little as one month. We believe our lead times are shorter than a typical apparel wholesaler due to our streamlined design and development process as well as the real-time input we receive from our consumers and ambassadors through our corporate-owned store locations. Our process does not involve edits by intermediaries, such as retail buyers or a sales force, and we believe it incorporates a shorter sample process than typical apparel wholesalers. This rapid turnaround time allows us to respond relatively quickly to trends or changing market conditions.

Sourcing and Manufacturing

We do not own or operate any manufacturing facilities, nor do we contract directly with third-party vendors for fabrics and finished goods. The fabric used in our products is sourced by our manufacturers from a limited number of pre-approved suppliers. We work with a group of approximately 30 manufacturers, 10 of which produced approximately 85% of our products in fiscal 2008. During fiscal 2008, no single manufacturer produced more than 22% of our product offering. During fiscal 2008, approximately 65% of our products were produced in China, approximately 15% in Canada, approximately 7% in South East Asia and the remainder in the United States, Israel, Peru, Korea, and Taiwan. Our North American manufacturers typically produce more core products and provide us with the speed to market necessary to respond quickly to changing trends and increased demand. While we plan to support future growth through manufacturers outside of North America, our intent is also to maintain production in Canada and the United States. We have developed long-standing relationships with a number of our vendors and take great care to ensure that they share our commitment to quality and ethics. We do not, however, have any long term agreements requiring us to use any manufacturer, and no manufacturer is required to produce our products in the long-term. We require that all of our manufacturers adhere to a code of conduct regarding quality of manufacturing, working conditions and other social concerns. We currently also work with a leading inspection and verification firm to closely monitor each supplier s compliance with applicable law and our workplace code of conduct.

Distribution Facilities

We centrally distribute finished products in North America from distribution facilities in Vancouver, British Columbia and Renton, Washington. The facility in Washington is operated by a third party. Our contract for the Renton, Washington distribution facility expires in April 2010. We operate the distribution facility in Vancouver, which is leased and is approximately 74,000 square feet. We believe that this modern facility enhances the efficiency of our operations. We believe our distribution infrastructure will be sufficient to accommodate our expected store growth and expanded product offerings over the next several years. Merchandise is typically shipped to our stores through third party delivery services multiple times per week, providing them with a steady flow of new inventory.

Competition

Competition in the athletic apparel industry is principally on the basis of brand image and recognition as well as product quality, innovation, style, distribution and price. We believe that we successfully compete on the basis of our premium brand image, our focus on women and our technical product innovation. In addition, we believe our vertical retail distribution strategy differentiates us from our competitors and allows us to more effectively control our brand image.

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The market for athletic apparel is highly competitive. It includes increasing competition from established companies who are expanding their production and marketing of performance products, as well as from frequent new entrants to the market. We are in direct competition with wholesalers and direct sellers of athletic apparel, such as Nike, Inc., adidas AG, which includes the adidas and Reebok brands, and Under Armour, Inc. We also compete with retailers specifically focused on women s athletic apparel including Lucy Activewear Inc., The Finish Line Inc. (including Finish Line and Paiva collection), and bebe stores, inc. (BEBE SPORT collection).

Our Employees

As of February 1, 2009, we had 2,861 employees, of which 1,832 were employed in Canada and 1,029 were employed in the United States. Of the 1,832 Canadian employees, 1,399 were employed in our corporate-owned stores, 71 were employed in distribution, 70 were employed in design, merchandise and production, and the remaining 292 performed selling, general and administrative and other functions. Of the 1,029 employees in the United States, 1,013 were employed in our corporate-owned stores and showrooms and 16 performed selling, general and administration functions. None of our employees are currently covered by a collective bargaining agreement. We have had no labor-related work stoppages and we believe our relations with our employees are excellent.

Intellectual Property

We believe we own the material trademarks used in connection with the marketing, distribution and sale of all of our products, in Canada, the United States and in the other countries in which our products are currently or intended to be either sold or manufactured. Our major trademarks include lululemon athletica & design, the logo design (WAVE design) and lululemon as a word mark. In addition to the registrations in Canada and the United States, lululemon s design and word mark are registered in over 66 other jurisdictions which cover over 114 countries. We own trademark registrations or have made trademark applications for names of several of our fabrics including Luon, Silverescent, VitaSea, Soyla, Boolux and LULLURE.

Securities and Exchange Commission Filings

Our website address is www.lululemon.com. We provide free access to various reports that we file with, or furnish to, the United States Securities and Exchange Commission, or SEC, through our website, as soon as reasonably practicable after they have been filed or furnished. These reports include, but are not limited to, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports. Our SEC reports can also be accessed through the SEC s website at www.sec.gov. Also available on our website are printable versions of our Code of Business Conduct and Ethics and charters of the Audit, Compensation, and Nominating and Governance Committees of our Board of Directors. Information on our website does not constitute part of this annual report on Form 10-K or any other report we file or furnish with the SEC.

ITEM 1A. *RISK FACTORS*

An investment in our common stock involves a high degree of risk. You should carefully consider the risks described below together with all of the other information included or incorporated by reference in this Form 10-K before making an investment decision. If any of the following risks actually occurs, our business, financial condition or results of operations could materially suffer. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

Risks Related to Our Business

General economic conditions and volatility in the worldwide economy has adversely affected consumer spending, which is likely to negatively affect our business.

Our operations and performance depend significantly on economic conditions, particularly those in Canada and the United States, and their impact on levels of consumer spending. Consumer spending on non-essential items is affected by a number of factors, including consumer confidence in the strength of economies, fears of recession, the tightening of credit markets, higher levels of unemployment, higher tax rates, the cost of consumer credit and other factors. The current volatility in the United States economy in particular has resulted in an overall slowing in growth in the retail sector because of decreased consumer spending, which may remain depressed for the foreseeable future. These unfavorable economic conditions may lead our customers to delay or reduce purchase of our products.

In addition, we expect to experience reduced traffic in our stores and limitations on the prices we can charge for our products, which may include price discounts, either of which could reduce our sales and profit margins. Economic factors such as those listed above and increased transportation costs, inflation, higher costs of labor, insurance and healthcare, and changes in other laws and regulations may increase our cost of sales and our operating, selling, general and administrative expenses. These and other economic factors could have a material adverse affect on the demand for our products and on our financial conditions, operating results and stock price.

We have grown rapidly in recent years and we have limited operating experience at our current scale of operations; if we are unable to manage our operations at our current size or to manage any future growth effectively, our brand image and financial performance may suffer.

We have expanded our operations rapidly since our inception in 1998 and we have limited operating experience at our current size. We opened our first store in Canada in 1999 and our first store in the United States in 2003. Our net revenue increased from $40.7 million in fiscal 2004 to $353.5 million in fiscal 2008, representing a compound annual increase of approximately 71.6%. We expect our net revenue growth rate to slow as the number of new stores that we open in the future declines relative to our larger store base. Our substantial growth to date has placed a significant strain on our management systems and resources. If our operations continue to grow, of which there can be no assurance, we will be required to continue to expand our sales and marketing, product development and distribution functions, to upgrade our management information systems and other processes, and to obtain more space for our expanding administrative support and other headquarters personnel. Our continued growth could increase the strain on our resources, and we could experience serious operating difficulties, including difficulties in hiring, training and managing an increasing number of employees, difficulties in obtaining sufficient raw materials and manufacturing capacity to produce our products, and delays in production and shipments. These difficulties would likely result in the erosion of our brand image and lead to a decrease in net revenue, income from operations and the price of our common stock.

We may not be able to successfully open new store locations in a timely manner, if at all, which could harm our results of operations.

Our growth will largely depend on our ability to successfully open and operate new stores. Our ability to successfully open and operate new stores depends on many factors, including, among others, our ability to:

- identify suitable store locations, the availability of which is outside of our control;

- negotiate acceptable lease terms, including desired tenant improvement allowances;

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hire, train and retain store personnel and field management;

assimilate new store personnel and field management into our corporate culture;

source sufficient inventory levels; and

successfully integrate new stores into our existing operations and information technology systems.

Successful new store openings may also be affected by our ability to initiate our grassroots marketing efforts in advance of opening our first store in a new market. We typically rely on our grassroots marketing efforts to build awareness of our brand and demand for our products. Our grassroots marketing efforts are often lengthy and must be tailored to each new market based on our emerging understanding of the market. Accordingly, there can be no assurance that we will be able to successfully implement our grassroots marketing efforts in a particular market in a timely manner, if at all. Additionally, we may be unsuccessful in identifying new markets where our technical athletic apparel and other products and brand image will be accepted or the performance of our stores will be considered successful. Further, we will encounter pre-operating costs and we may encounter initial losses while new stores commence operations.

We plan to open new stores in the near future to add to our existing store base. Of the 113 stores in operation as of February 1, 2009, we opened three new stores in Canada, 32 new stores in the United States and two new stores outside of North America in fiscal 2008. In the third quarter of fiscal 2008 we agreed with our Japanese joint venture partner to end all operations as a joint venture and as a result we closed four corporate-owned stores in Japan. We expect to open a total of six additional stores in fiscal 2009 in the United States and Canada. We estimate that we will incur approximately $3.2 million of capital expenditures in fiscal 2009 to open these six additional stores. In addition, our new stores may not be immediately profitable and we may incur losses until these stores become profitable. There can be no assurance that we will open the planned number of new stores in fiscal 2009. Any failure to successfully open and operate new stores will harm our results of operations.

Our limited operating experience and limited brand recognition in new markets may limit our expansion strategy and cause our business and growth to suffer.

Our future growth depends, to a considerable extent, on our expansion efforts outside of Canada, especially in the United States. Our current operations are based largely in Canada and the United States. As of February 1, 2009, we had 43 stores in Canada, 65 stores in the United States and five franchise stores in Australia. We have limited experience with regulatory environments and market practices outside of Canada and the United States, and cannot guarantee that we will be able to penetrate or successfully operate in any market outside of North America. As previously disclosed, we have discontinued our operations in Japan. In connection with our initial expansion efforts outside of North America, we have encountered many obstacles we do not face in Canada or the United States, including cultural and linguistic differences, differences in regulatory environments and market practices, difficulties in keeping abreast of market, business and technical developments and foreign customers tastes and preferences.

We may also encounter difficulty expanding into new markets because of limited brand recognition leading to delayed acceptance of our technical athletic apparel by customers in these new markets. In particular, we have no assurance that our grassroots marketing efforts will prove successful outside of the narrow geographic regions in which they have been used in the United States and Canada. We anticipate that as our business expands into new markets and as the market becomes increasingly competitive, maintaining and enhancing our brand may become increasingly difficult and expensive. Conversely, as we penetrate these markets and our brand becomes more widely available, it could potentially detract from the appeal stemming from the scarcity of our brand. Our brand may also be adversely affected if our public image or reputation is tarnished by negative publicity. Maintaining and enhancing our brand will depend largely on our ability to be a leader in the athletic apparel industry, to offer a unique store experience to our customers and to continue to provide high quality products and services, which we may not do successfully. Failure to develop new markets outside of Canada or disappointing growth outside of Canada will harm our business and results of operations. In addition, if we are unable to maintain or enhance our brand image our results of operations may suffer and our business may be harmed.

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We plan to primarily use cash from operations to finance our growth strategy, and if we are unable to maintain sufficient levels of cash flow we may not meet our growth expectations.

We intend to finance our growth through the cash flows generated by our existing stores, borrowings under our available credit facilities and the net proceeds from our initial public offering. However, if our stores are not profitable or if our store profits decline, we may not have the cash flow necessary in order to pursue or maintain our growth strategy. We may also be unable to obtain any necessary financing on commercially reasonable terms to pursue or maintain our growth strategy. If we are unable to pursue or maintain our growth strategy, the market price of our common stock could decline and our results of operations and profitability could suffer.

Our ability to attract customers to our stores depends heavily on successfully locating our stores in suitable locations and any impairment of a store location, including any decrease in customer traffic, could cause our sales to be less than expected.

Our approach to identifying locations for our stores typically favors street locations and lifestyle centers where we can be a part of the community. As a result, our stores are typically located near retailers or fitness facilities that we believe are consistent with our customers lifestyle choices. Sales at these stores are derived, in part, from the volume of foot traffic in these locations. Store locations may become unsuitable due to, and our sales volume and customer traffic generally may be harmed by, among other things:

- economic downturns in a particular area;
- competition from nearby retailers selling athletic apparel;
- changing consumer demographics in a particular market;
- changing lifestyle choices of consumers in a particular market; and
- the closing or decline in popularity of other businesses located near our store.

Changes in areas around our store locations that result in reductions in customer foot traffic or otherwise render the locations unsuitable could cause our sales to be less than expected.

We operate in a highly competitive market and the size and resources of some of our competitors may allow them to compete more effectively than we can, resulting in a loss of our market share and a decrease in our net revenue and profitability.

The market for technical athletic apparel is highly competitive. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. We compete directly against wholesalers and direct retailers of athletic apparel, including large, diversified apparel companies with substantial market share and established companies expanding their production and marketing of technical athletic apparel, as well as against retailers specifically focused on women s athletic apparel. We also face competition from wholesalers and direct retailers of traditional commodity athletic apparel, such as cotton T-shirts and sweatshirts. Many of our competitors are large apparel and sporting goods companies with strong worldwide brand recognition, such as Nike, Inc. and adidas AG, which includes the adidas and Reebok brands. Because of the fragmented nature of the industry, we also compete with other apparel sellers, including those specializing in yoga apparel. Many of our competitors have significant competitive advantages, including longer operating histories, larger and broader customer bases, more established relationships with a broader set of suppliers, greater brand recognition and greater financial, research and development, marketing, distribution and other resources than we do. In addition, our technical athletic apparel is sold at a premium to traditional athletic apparel.

Our competitors may be able to achieve and maintain brand awareness and market share more quickly and effectively than we can. In contrast to our grassroots marketing approach, many of our competitors promote their brands primarily through traditional forms of advertising, such as print media and television commercials, and through celebrity athlete endorsements, and have substantial resources to devote to such efforts. Our competitors may also create and maintain brand awareness using traditional forms of advertising more quickly in new markets than we can. Our competitors may also be able to increase sales in their new and existing markets faster than we do by emphasizing different distribution channels than we do, such as wholesale, internet or catalog sales or an extensive franchise network, as opposed to distribution through retail stores, and many of our competitors have substantial resources to devote toward increasing sales in such ways.

In addition, because we own no patents or exclusive intellectual property rights in the technology, fabrics or processes underlying our products, our current and future competitors are able to manufacture and sell products with performance characteristics, fabrication techniques and styling similar to our products.

Our inability to maintain recent levels of comparable store sales or average sales per square foot could cause our stock price to decline.

We may not be able to maintain the levels of comparable store sales that we have experienced historically. In addition, we may not be able to replicate outside of North America our historic average sales per square foot. Our sales per square foot in stores we have opened in the United States have generally been lower than those we have been able to achieve in Canada. As sales in the United States grow to become a larger percentage of our overall sales, our average sales per square foot will likely decline. The aggregate results of operations of our stores have fluctuated in the past and can be expected to continue to fluctuate in the future. For example, over the past eight fiscal quarters, our quarterly comparable store sales have ranged from a decrease of 22% in the fourth quarter of fiscal 2008 to an increase of 41% in the fourth quarter of fiscal 2007. A variety of factors affect both comparable store sales and average sales per square foot, including foreign exchange fluctuations, fashion trends, competition, current economic conditions, pricing, inflation, the timing of the release of new merchandise and promotional events, changes in our merchandise mix, the success of marketing programs and weather conditions. These factors may cause our comparable store sales results to be materially lower than recent periods and our expectations, which could harm our results of operations and result in a decline in the price of our common stock.

Failure to comply with trade and other regulations could lead to investigations or actions by government regulators and negative publicity.

The labeling, distribution, importation and sale of our products are subject to extensive regulation by various federal agencies, including the Federal Trade Commission, or FTC, state attorneys general in the U.S., the Competition Bureau and Health Canada in Canada as well as by various other federal, state, provincial, local and international regulatory authorities in the countries in which our products are distributed or sold. If we fail to comply with those regulations, we could become subject to significant penalties or claims, which could harm our results of operations or our ability to conduct our business. In addition, the adoption of new regulations or changes in the interpretation of existing regulations may result in significant compliance costs or discontinuation of product sales and may impair the marketing of our products, resulting in significant loss of net sales.

In addition, our failure to comply with FTC or state regulations, or with regulations in foreign markets that cover our product claims and advertising, including direct claims and advertising by us, may result in enforcement actions and imposition of penalties or otherwise harm the distribution and sale of our products.

Our plans to improve and expand our product offerings may not be successful, and implementation of these plans may divert our operational, managerial and administrative resources, which could harm our competitive position and reduce our net revenue and profitability.

In addition to our store expansion strategy, we plan to grow our business by improving and expanding our product offerings, which includes introducing new product technologies, increasing the range of athletic activities our products target, growing our men s business and expanding our accessories, undergarments and outerwear offerings. The principal risks to our ability to successfully carry out our plans to improve and expand our product offering are that:

introduction of new products may be delayed, allowing our competitors to introduce similar products in a more timely fashion, which could hurt our goal to be viewed as a leader in technical athletic apparel innovation;

if our expanded product offerings fail to maintain and enhance our distinctive brand identity, our brand image may be diminished and our sales may decrease;

implementation of these plans may divert management s attention from other aspects of our business and place a strain on our management, operational and financial resources, as well as our information systems; and

incorporation of novel technologies into our products that are not accepted by our customers or that are inferior to similar products offered by our competitors.

In addition, our ability to successfully carry out our plans to improve and expand our product offerings may be affected by economic and competitive conditions, changes in consumer spending patterns and changes in consumer athletic preferences and style trends. These plans could be abandoned, could cost more than anticipated and could divert resources from other areas of our business, any of which could impact our competitive position and reduce our net revenue and profitability.

We rely on third-party suppliers to provide fabrics for and to produce our products, and we have limited control over them and may not be able to obtain quality products on a timely basis or in sufficient quantity.

We do not manufacture our products or the raw materials for them and rely instead on third-party suppliers. Many of the specialty fabrics used in our products are technically advanced textile products developed and manufactured by third parties and may be available, in the short-term, from only one or a very limited number of sources. For example, our Luon fabric, which is included in many of our products, is supplied to the mills we use by a single manufacturer in Taiwan, and the fibers used in manufacturing our Luon fabric are supplied to our Taiwanese manufacturer by a single company. In fiscal 2008, approximately 70% of our products were produced by our top five manufacturing suppliers.

If we experience significant increased demand, or need to replace an existing manufacturer, there can be no assurance that additional supplies of fabrics or raw materials or additional manufacturing capacity will be available when required on terms that are acceptable to us, or at all, or that any supplier or manufacturer would allocate sufficient capacity to us in order to meet our requirements or fill our orders in a timely manner. Even if we are able to expand existing or find new manufacturing or fabric sources, we may encounter delays in production and added costs as a result of the time it takes to train our suppliers and manufacturers in our methods, products and quality control standards. Delays related to supplier changes could also arise due to an increase in shipping times if new suppliers are located farther away from our markets or from other participants in our supply chain. Any delays, interruption or increased costs in the supply of fabric or manufacture of our products could have an adverse effect on our ability to meet customer demand for our products and result in lower net revenue and income from operations both in the short and long term.

In addition, there can be no assurance that our suppliers and manufacturers will continue to provide fabrics and raw materials or manufacture products that comply with our technical specifications and are consistent with our standards. We have occasionally received, and may in the future continue to receive, shipments of products that fail to comply with our technical specifications or that fail to conform to our quality control standards. In that event, unless we are able to obtain replacement products in a timely manner, we risk the loss of net revenue resulting from the inability to sell those products and related increased administrative and shipping costs.

Additionally, if defects in the manufacture of our products are not discovered until after such products are purchased by our customers, our customers could lose confidence in the technical attributes of our products and our results of operations could suffer and our business may be harmed.

We do not have long-term contracts with our suppliers and accordingly could face significant disruptions in supply from our current sources.

We generally do not enter into long-term formal written agreements with our suppliers, including those for Luon, and typically transact business with our suppliers on an order-by-order basis. There can be no assurance that there will not be a significant disruption in the supply of fabrics or raw materials from current sources or, in the event of a disruption, that we would be able to locate alternative suppliers of materials of comparable quality at an acceptable price, or at all. Identifying a suitable supplier is an involved process that requires us to become satisfied with their quality control, responsiveness and service, financial stability and labor and other ethical practices. Any

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delays, interruption or increased costs in the supply of fabric or manufacture of our products arising from a lack of long-term contracts could have an adverse effect on our ability to meet customer demand for our products and result in lower net revenue and income from operations both in the short and long term.

We do not have patents or exclusive intellectual property rights in our fabrics and manufacturing technology. If our competitors sell similar products to ours, our net revenue and profitability could suffer.

The intellectual property rights in the technology, fabrics and processes used to manufacture our products are owned or controlled by our suppliers and are generally not unique to us. Our ability to obtain intellectual property protection for our products is therefore limited and we currently own no patents or exclusive intellectual property rights in the technology, fabrics or processes underlying our products. As a result, our current and future competitors are able to manufacture and sell products with performance characteristics, fabrications and styling similar to our products. Because many of our competitors, such as Nike, Inc. and adidas AG, which includes the adidas and Reebok brands, have significantly greater financial, distribution, marketing and other resources than we do, they may be able to manufacture and sell products based on our fabrics and manufacturing technology at lower prices than we can. If our competitors do sell similar products to ours at lower prices, our net revenue and profitability could suffer.

Our future success is substantially dependent on the continued service of our senior management.

Our future success is substantially dependent on the continued service of our senior management. The loss of the services of our senior management could make it more difficult to successfully operate our business and achieve our business goals.

We also may be unable to retain existing management, technical, sales and client support personnel that are critical to our success, which could result in harm to our customer and employee relationships, loss of key information, expertise or know-how and unanticipated recruitment and training costs.

We do not maintain a key person life insurance policy on Mr. Wilson, Ms. Day or any of our other members of our senior management team. As a result, we would have no way to cover the financial loss if we were to lose the services of members of our senior management team.

Problems with our distribution system could harm our ability to meet customer expectations, manage inventory, complete sales and achieve objectives for operating efficiencies.

We rely on our distribution facility in Vancouver, British Columbia and a distribution center located in Renton, Washington operated by a third-party vendor for substantially all of our product distribution. In October 2007, we relocated our Vancouver distribution facility to a new, larger distribution facility. Our contract for the Renton, Washington distribution facility expires in April 2010 and there can be no assurance that we will be able to enter into another contract for a distribution center on acceptable terms. Such an event could disrupt our operations. Our distribution facilities include computer controlled and automated equipment, which means their operations are complicated and may be subject to a number of risks related to security or computer viruses, the proper operation of software and hardware, electronic or power interruptions or other system failures. In addition, because substantially all of our products are distributed from two locations, our operations could also be interrupted by labor difficulties, or by floods, fires or other natural disasters near our distribution centers. If we encounter problems with our distribution system, our ability to meet customer expectations, manage inventory, complete sales and achieve objectives for operating efficiencies could be harmed.

Our operating results are subject to seasonal and quarterly variations in our net revenue and income from operations, which could cause the price of our common stock to decline.

We have experienced, and expect to continue to experience, significant seasonal variations in our net revenue and income from operations. Seasonal variations in our net revenue are primarily related to increased sales of our products during our fiscal fourth quarter, reflecting our historical strength in sales during the holiday season. We generated approximately 29%, 39% and 35% of our full year gross profit during the fourth quarters of fiscal 2008, fiscal 2007 and fiscal 2006 respectively. Historically, seasonal variations in our income from operations have been driven principally by increased net revenue in our fiscal fourth quarter.

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Our quarterly results of operations may also fluctuate significantly as a result of a variety of other factors, including, among other things, the following:

- the timing of new store openings;
- net revenue and profits contributed by new stores;
- increases or decreases in comparable store sales;
- changes in our product mix; and
- the timing of new advertising and new product introductions.

As a result of these seasonal and quarterly fluctuations, we believe that comparisons of our operating results between different quarters within a single fiscal year are not necessarily meaningful and that these comparisons cannot be relied upon as indicators of our future performance.

Any future seasonal or quarterly fluctuations in our results of operations may not match the expectations of market analysts and investors. Disappointing quarterly results could cause the price of our common stock to decline. Seasonal or quarterly factors in our business and results of operations may also make it more difficult for market analysts and investors to assess the longer-term profitability and strength of our business at any particular point, which could lead to increased volatility in our stock price. Increased volatility could cause our stock price to suffer in comparison to less volatile investments.

If we are unable to accurately forecast customer demand for our products our manufacturers may not be able to deliver products to meet our requirements, and this could result in delays in the shipment of products to our stores and may harm our results of operations and customer relationships.

We stock our stores based on our estimates of future demand for particular products. If our inventory and planning team fails to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale in our stores. There can be no assurance that we will be able to successfully manage our inventory at a level appropriate for future customer demand.

Inventory levels in excess of customer demand may result in inventory write-downs or write-offs and the sale of excess inventory at discounted prices, which would cause our gross margin to suffer and could impair the strength and exclusivity of our brand. We wrote-off $0.9 million, $0.8 million and $1.0 million of inventory in fiscal 2008, fiscal 2007 and fiscal 2006, respectively. In addition, if we underestimate customer demand for our products, our manufacturers may not be able to deliver products to meet our requirements, and this could result in delays in the shipment of products to our stores and may damage our reputation and customer relationships. There can be no assurance that we will be able to successfully manage our inventory at a level appropriate for future customer demand.

Our current and future joint ventures may not be successful.

As part of our long-term growth strategy, we plan to expand our stores and sales of our products into new locations outside North America. Our successful expansion and operation of new stores outside North America will depend on our ability to find suitable partners and to successfully implement and manage joint venture relationships. If we are able to find a joint venture partner in a specific geographic area, there can be no guarantee that such a relationship will be successful. Such a relationship often creates additional risk. For example, our partners in joint venture relationships may have interests that differ from ours or that conflict with ours, such as the timing of new store openings and the pricing of our products, or our partners may become bankrupt which may as a practical matter subject us to such partners liabilities in connection with the joint venture. In addition, joint ventures can magnify several other risks for us, including the potential loss of control over our cultural identity in the markets where we enter into joint ventures and the possibility that our brand image could be impaired by the actions of our partners. Although we generally will seek to maintain sufficient control of any joint venture to permit our objectives to be achieved, we might not be able to take action without the approval of our partners. Reliance on joint venture relationships and our partners exposes us to increased risk that our joint ventures will not be successful and will result in competitive harm to our brand image that could cause our expansion efforts, profitability and results of operations to suffer.

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We may need to raise additional capital that may be required to grow our business, and we may not be able to raise capital on terms acceptable to us or at all.

Operating our business and maintaining our growth efforts will require significant cash outlays and advance capital expenditures and commitments. If cash on hand and cash generated from operations and from our initial public offering are not sufficient to meet our cash requirements, we will need to seek additional capital, potentially through debt or equity financings, to fund our growth. We cannot assure you that we will be able to raise needed cash on terms acceptable to us or at all. Financings may be on terms that are dilutive or potentially dilutive to our stockholders, and the prices at which new investors would be willing to purchase our securities may be lower than the current price per share of our common stock. The holders of new securities may also have rights, preferences or privileges which are senior to those of existing holders of common stock. If new sources of financing are required, but are insufficient or unavailable, we will be required to modify our growth and operating plans based on available funding, if any, which would harm our ability to grow our business.

We are subject to risks associated with leasing retail space subject to long-term non-cancelable leases and are required to make substantial lease payments under our operating leases, and any failure to make these lease payments when due would likely harm our business, profitability and results of operations.

We do not own any of our stores, but instead lease all of our corporate-owned stores under operating leases. Our leases generally have initial terms of between five and 10 years, and generally can be extended only in five-year increments if at all. All of our leases require a fixed annual rent, and most require the payment of additional rent if store sales exceed a negotiated amount. Generally, our leases are net leases, which require us to pay all of the cost of insurance, taxes, maintenance and utilities. We generally cannot cancel these leases at our option. Payments under these operating leases account for a significant portion of our cost of goods sold. For example, as of February 1, 2009, we were a party to operating leases associated with our corporate-owned stores as well as other corporate facilities requiring future minimum lease payments aggregating $118.6 million through January 31, 2014 and approximately $93.0 million thereafter. We expect that any new stores we open will also be leased by us under operating leases, which will further increase our operating lease expenses.

Our substantial operating lease obligations could have significant negative consequences, including:

- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our ability to obtain additional financing;
- requiring a substantial portion of our available cash to pay our rental obligations, thus reducing cash available for other purposes;
- limiting our flexibility in planning for or reacting to changes in our business or in the industry in which we compete; and
- placing us at a disadvantage with respect to some of our competitors.

We depend on cash flow from operations to pay our lease expenses and to fulfill our other cash needs. If our business does not generate sufficient cash flow from operating activities, and sufficient funds are not otherwise available to us from borrowings under our available credit facilities or from other sources, we may not be able to service our operating lease expenses, grow our business, respond to competitive challenges or to fund our other liquidity and capital needs, which would harm our business.

If our independent manufacturers fail to use ethical business practices and comply with applicable laws and regulations, our brand image could be harmed due to negative publicity.

Our core values, which include developing the highest quality products while operating with integrity, are an important component of our brand image, which makes our reputation particularly sensitive to allegations of unethical business practices. While our internal and vendor operating guidelines promote ethical business practices such as environmental responsibility, fair wage practices, and compliance with child labor laws, among others, and we, along with a third party that we retain for this purpose, monitor compliance with those guidelines, we do not control our independent manufacturers or their business practices. Accordingly, we cannot guarantee their compliance with our guidelines. A lack of demonstrated compliance could lead us to seek alternative suppliers, which could increase our costs and result in delayed delivery of our products, product shortages or other disruptions of our operations.

Violation of labor or other laws by our independent manufacturers or the divergence of an independent manufacturer s labor or other practices from those generally accepted as ethical in Canada, the United States or other markets in which we do business could also attract negative publicity for us and our brand. This could diminish the value of our brand image and reduce demand for our merchandise if, as a result of such violation, we were to attract negative publicity. Other apparel manufacturers have encountered significant problems in this regard, and these problems have resulted in organized boycotts of their products and significant adverse publicity. If we, or other manufacturers in our industry, encounter similar problems in the future, it could harm our brand image, stock price and results of operations.

Monitoring compliance by independent manufacturers is complicated by the fact that expectations of ethical business practices continually evolve, may be substantially more demanding than applicable legal requirements and are driven in part by legal developments and by diverse groups active in publicizing and organizing public responses to perceived ethical shortcomings. Accordingly, we cannot predict how such expectations might develop in the future and cannot be certain that our guidelines would satisfy all parties who are active in monitoring and publicizing perceived shortcomings in labor and other business practices worldwide.

The cost of raw materials could increase our cost of goods sold and cause our results of operations and financial condition to suffer.

The fabrics used by our suppliers and manufacturers include synthetic fabrics whose raw materials include petroleum-based products. Our products also include natural fibers, including cotton. Significant price fluctuations or shortages in petroleum or other raw materials may increase our cost of goods sold and cause our results of operations and financial condition to suffer.

Because a significant portion of our sales are generated in Canada, fluctuations in foreign currency exchange rates have negatively affected our results of operations and may continue to do so in the future.

The reporting currency for our consolidated financial statements is the U.S. dollar. In the future, we expect to continue to derive a significant portion of our sales and incur a significant portion of our operating costs in Canada, and changes in exchange rates between the Canadian dollar and the U.S. dollar may have a significant, and potentially adverse, effect on our results of operations. Our primary risk of loss regarding foreign currency exchange rate risk is caused by fluctuations in the exchange rates between the U.S. dollar, Canadian dollar and Australian dollar. Because we recognize net revenue from sales in Canada in Canadian dollars, if the Canadian dollar weakens against the U.S. dollar it would have a negative impact on our Canadian operating results upon translation of those results into U.S. dollars for the purposes of consolidation. The exchange rate of the Canadian dollar against the U.S. dollar has declined over fiscal 2008, which has negatively affected our results of operations. If the Canadian dollar continues to weaken relative to the U.S. dollar, our net revenue will decline and our income from operations and net income will be adversely affected. We have not historically engaged in hedging transactions and do not currently contemplate engaging in hedging transactions to mitigate foreign exchange risks. As we continue to recognize gains and losses in foreign currency transactions, depending upon changes in future currency rates, such gains or losses could have a significant, and potentially adverse, effect on our results of operations.

The operations of many of our suppliers are subject to additional risks that are beyond our control and that could harm our business, financial condition and results of operations.

Almost all of our suppliers are located outside the United States. During fiscal 2008, approximately 15% of our products were produced in Canada, approximately 65% in China, approximately 7% in Southeast Asia and the remainder in the United States, Israel, Peru, Korea and Taiwan. As a result of our international suppliers, we are subject to risks associated with doing business abroad, including:

political unrest, terrorism, labor disputes and economic instability resulting in the disruption of trade from foreign countries in which our products are manufactured;

the imposition of new laws and regulations, including those relating to labor conditions, quality and safety standards, imports, duties, taxes and other charges on imports, as well as trade restrictions and restrictions on currency exchange or the transfer of funds;

reduced protection for intellectual property rights, including trademark protection, in some countries, particularly China;

disruptions or delays in shipments; and

changes in local economic conditions in countries where our manufacturers, suppliers or customers are located.

These and other factors beyond our control could interrupt our suppliers production in offshore facilities, influence the ability of our suppliers to export our products cost-effectively or at all and inhibit our suppliers ability to procure certain materials, any of which could harm our business, financial condition and results of operations.

Our ability to source our merchandise profitably or at all could be hurt if new trade restrictions are imposed or existing trade restrictions become more burdensome.

The United States and the countries in which our products are produced or sold internationally have imposed and may impose additional quotas, duties, tariffs, or other restrictions or regulations, or may adversely adjust prevailing quota, duty or tariff levels. For example, under the provisions of the World Trade Organization, or WTO, Agreement on Textiles and Clothing, effective as of January 1, 2005, the United States and other WTO member countries eliminated quotas on textiles and apparel-related products from WTO member countries. In 2005, China s exports into the United States surged as a result of the eliminated quotas. In response to the perceived disruption of the market, the United States imposed new quotas, which were permitted to remain in place through the end of 2008, on certain categories of natural-fiber products that we import from China. As a result, we have expanded our relationships with suppliers outside of China, which among other things has resulted in increased costs and shipping times for some products. Countries impose, modify and remove tariffs and other trade restrictions in response to a diverse array of factors, including global and national economic and political conditions, which make it impossible for us to predict future developments regarding tariffs and other trade restrictions. Trade restrictions, including tariffs, quotas, embargoes, safeguards and customs restrictions, could increase the cost or reduce the supply of products available to us or may require us to modify our supply chain organization or other current business practices, any of which could harm our business, financial condition and results of operations.

We may be subject to potential challenges relating to overtime pay and other regulations that impact our employees, which could cause our business, financial condition, results of operations or cash flows to suffer.

Various labor laws, including U.S. federal, U.S. state and Canadian provincial laws, among others, govern our relationship with our employees and affect our operating costs. These laws include minimum wage requirements, overtime pay, unemployment tax rates, workers compensation rates and citizenship requirements. These laws change frequently and may be difficult to interpret and apply. In particular, as a retailer, we may be subject to challenges regarding the application of overtime and related pay regulations to our employees. A determination that we do not comply with these laws could harm our brand image, business, financial condition and results of operation. Additional government-imposed increases in minimum wages, overtime pay, paid leaves of absence or mandated health benefits could also cause our business, financial condition, results of operations or cash flows to suffer.

Our franchisees may take actions that could harm our business or brand, and franchise regulations and contracts limit our ability to terminate or replace under-performing franchises.

As of February 1, 2009, we had one franchise store in Canada, four franchise stores in the United States and five franchise stores in Australia. Franchisees are independent business operators and are not our employees, and we do not exercise control over the day-to-day operations of their retail stores. We provide training and support to franchisees, and set and monitor operational standards, but the quality of franchise store operations may decline due to diverse factors beyond our control. For example, franchisees may not successfully operate stores in a manner consistent with our standards and requirements, or may not hire and train qualified employees, which could harm their sales and as a result harm our results of operations or cause our brand image to suffer.

Franchisees, as independent business operators, may from time to time disagree with us and our strategies regarding the business or our interpretation of our respective rights and obligations under applicable franchise agreements. This may lead to disputes with our franchisees, and we expect such disputes to occur from time to time, such as the collection of royalty payments or other matters related to the franchisee s successful operation of the retail store. Such disputes could divert the attention of our management and our franchisees from our operations, which could cause our business, financial condition, results of operations or cash flows to suffer.

In addition, as a franchisor, we are subject to Canadian, U.S. federal, U.S. state and international laws regulating the offer and sale of franchises. These laws impose registration and extensive disclosure requirements on the offer and sale of franchises, frequently apply substantive standards to the relationship between franchisor and franchisee and limit the ability of a franchisor to terminate or refuse to renew a franchise. We may therefore be required to retain an under-performing franchise and may be unable to replace the franchisee, which could harm our results of operations. We cannot predict the nature and effect of any future legislation or regulation on our franchise operations.

Our failure or inability to protect our intellectual property rights could diminish the value of our brand and weaken our competitive position.

We currently rely on a combination of copyright, trademark, trade dress and unfair competition laws, as well as confidentiality procedures and licensing arrangements, to establish and protect our intellectual property rights. We cannot assure you that the steps taken by us to protect our intellectual property rights will be adequate to prevent infringement of such rights by others, including imitation of our products and misappropriation of our brand. In addition, intellectual property protection may be unavailable or limited in some foreign countries where laws or law enforcement practices may not protect our intellectual property rights as fully as in the United States or Canada, and it may be more difficult for us to successfully challenge the use of our intellectual property rights by other parties in these countries. If we fail to protect and maintain our intellectual property rights, the value of our brand could be diminished and our competitive position may suffer.

Our trademarks and other proprietary rights could potentially conflict with the rights of others and we may be prevented from selling some of our products.

Our success depends in large part on our brand image. We believe that our trademarks and other proprietary rights have significant value and are important to identifying and differentiating our products from those of our competitors and creating and sustaining demand for our products. We have obtained and applied for some United States and foreign trademark registrations, and will continue to evaluate the registration of additional trademarks as appropriate. However, we cannot guarantee that any of our pending trademark applications will be approved by the applicable governmental authorities. Moreover, even if the applications are approved, third parties may seek to oppose or otherwise challenge these registrations. Additionally, we cannot assure you that obstacles will not arise as we expand our product line and the geographic scope of our sales and marketing. Third parties may assert intellectual property claims against us, particularly as we expand our business and the number of products we offer. Our defense of any claim, regardless of its merit, could be expensive and time consuming and could divert management resources. Successful infringement claims against us could result in significant monetary liability or prevent us from selling some of our products. In addition, resolution of claims may require us to redesign our products, license rights from third parties or cease using those rights altogether. Any of these events could harm our business and cause our results of operations, liquidity and financial condition to suffer.

We will continue to incur significant expenses as a result of being a public company, which will negatively impact our financial performance and could cause our results of operations and financial condition to suffer.

We will continue to incur significant legal, accounting, insurance and other expenses as a result of being a public company. We expect that compliance with the Sarbanes-Oxley Act of 2002, as well as related rules implemented by the SEC and the securities regulators in each of the provinces and territories of Canada and by The Nasdaq Stock Market LLC, will continue to impact our expenses, including our legal and accounting costs, and make some activities more time consuming and costly. We also expect these laws, rules and regulations to make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as officers. As a result of the foregoing, we have experienced a substantial increase in legal, accounting, insurance and certain other expenses and we expect we will incur higher expenses in the future, which will negatively impact our financial performance and could cause our results of operations and financial condition to suffer.

Failure to maintain adequate financial and management processes and controls could lead to errors in our financial reporting, which could harm our business and cause a decline in our stock price.

Ongoing reporting obligations as a public company and our continued growth are likely to place a considerable strain on our financial and management systems, processes and controls, as well as on our personnel. In addition, as a public company we are required to document and test our internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 so that our management can certify the effectiveness of our internal controls and our independent registered public accounting firm can render an opinion on our internal control over financial reporting on an annual basis. As a result, we have implemented the required financial and managerial controls, reporting systems and procedures and we incurred substantial expenses to test our systems and to make additional improvements and to hire additional personnel. If our management is unable to certify the effectiveness of our internal controls or if our independent registered public accounting firm cannot render an opinion on the effectiveness of our internal control over financial reporting, or if material weaknesses in our internal controls are identified, we could be subject to regulatory scrutiny and a loss of public confidence, which could harm our business and cause a decline in our stock price. In addition, if we do not maintain adequate financial and management personnel, processes and controls, we may not be able to accurately report our financial performance on a timely basis, which could cause a decline in our stock price and harm our ability to raise capital. Failure to accurately report our financial performance on a timely basis could also jeopardize our continued listing on the Nasdaq Global Select Market, the Toronto Stock Exchange or any other stock exchange on which our common stock may be listed. Delisting of our common stock on any exchange would reduce the liquidity of the market for our common stock, which would reduce the price of our stock and increase the volatility of our stock price.

Risks Related to Our Common Stock

Our stock price has been volatile and your investment in our common stock could suffer a decline in value.

The market price of our common stock has been subject to significant fluctuations and may continue to fluctuate or decline. Since our initial public offering in July 2007 until February 1, 2009, the price of our common stock has ranged from a low of $6.22 to a high of $60.70 on the Nasdaq Global Select Market and from a low of CDN $7.83 to a high of CDN $58.77 on the Toronto Stock Exchange. Broad market and industry factors may harm the price of our common stock, regardless of our actual operating performance. Factors that could cause fluctuation in the price of our common stock may include, among other things:

- actual or anticipated fluctuations in quarterly operating results or other operating metrics, such as comparable store sales, that may be used by the investment community;
- changes in financial estimates by us or by any securities analysts who might cover our stock;
- reductions in consumer spending and macroeconomic factors that may adversely affect consumer spending;
- speculation about our business in the press or the investment community;

conditions or trends affecting our industry or the economy generally, including fluctuations in foreign currency exchange rates;

stock market price and volume fluctuations of other publicly traded companies and, in particular, those that are in the technical athletic apparel industry;

announcements by us or our competitors of new products, significant acquisitions, strategic partnerships or divestitures;

changes in product mix between high and low margin products;

capital commitments;

our entry into new markets;

timing of new store openings;

percentage of sales from new stores versus established stores;

additions or departures of key personnel;

actual or anticipated sales of our common stock, including sales by our directors, officers or significant stockholders;

significant developments relating to our manufacturing, distribution, joint venture or franchise relationships;

customer purchases of new products from us and our competitors;

investor perceptions of the apparel industry in general and our company in particular;

changes in accounting standards, policies, guidance, interpretation or principles; and

speculative trading of our common stock in the investment community.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation, even if it does not result in liability for us, could result in substantial costs to us and divert management s attention and resources.

A significant number of our outstanding shares are eligible for resale and may be sold on the Nasdaq Global Select Market and the Toronto Stock Exchange. The large number of shares eligible for public sale could depress the market price of our common stock.

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market, and the perception that these sales could occur may also depress the market price of our common stock. On July 31, 2008, we filed a registration statement on Form S-3ASR in the United States registering the issuance of up to 20,935,041 shares of our common stock upon the exchange of the then-outstanding exchangeable shares of Lulu Canadian Holding, Inc. Sales of our common stock in the public market may make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. These sales also could cause our stock price to fall and make it more difficult for you to sell shares of our common stock.

Our principal stockholders and management own a significant percentage of our stock and will be able to exercise significant influence over our affairs.

Our current directors and executive officers beneficially own 42% of our common stock. As a result, these stockholders, if acting together, would be able to influence or control matters requiring approval by our stockholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. They may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This concentration of ownership may have the effect of delaying, preventing or deterring a change of control of our company, could deprive our stockholders of an opportunity to receive a premium for their common stock as part of a sale of our company and might ultimately affect the market price of our common stock.

Anti-takeover provisions of Delaware law and our certificate of incorporation and bylaws could delay and discourage takeover attempts that stockholders may consider to be favorable.

Certain provisions of our certificate of incorporation and bylaws and applicable provisions of the Delaware General Corporation Law may make it more difficult or impossible for a third party to acquire control of us or effect a change in our board of directors and management. These provisions include:

the classification of our board of directors into three classes, with one class elected each year;

prohibiting cumulative voting in the election of directors;

the ability of our board of directors to issue preferred stock without stockholder approval;

the ability to remove a director only for cause and only with the vote of the holders of at least 662/3% of our voting stock;

a special meeting of stockholders may only be called by our chairman or Chief Executive Officer, or upon a resolution adopted by an affirmative vote of a majority of the board of directors, and not by our stockholders;

prohibiting stockholder action by written consent; and

our stockholders must comply with advance notice procedures in order to nominate candidates for election to our board of directors or to place stockholder proposals on the agenda for consideration at any meeting of our stockholders.

In addition, we are governed by Section 203 of the Delaware General Corporation Law which, subject to some specified exceptions, prohibits business combinations between a Delaware corporation and an interested stockholder, which is generally defined as a stockholder who becomes a beneficial owner of 15% or more of a Delaware corporation s voting stock, for a three-year period following the date that the stockholder became an interested stockholder. Section 203 could have the effect of delaying, deferring or preventing a change in control that our stockholders might consider to be in their best interests.

ITEM 2. *PROPERTIES*

Our principal executive and administrative offices are located at 2285 Clark Drive, Vancouver, British Columbia, Canada, V5N 3G9. We expect that our current administrative offices are sufficient for our expansion plans for the foreseeable future. We currently operate one distribution center located in Vancouver, British Columbia, capable of accommodating our expansion plans through the foreseeable future.

The general location, use, approximate size and lease renewal date of our properties, none of which is owned by us, are set forth below:

Location	Use	Approximate Square Feet	Lease Renewal Date
Vancouver, BC	Executive and Administrative Offices	30,000	January 2012
Vancouver, BC	Distribution Center	74,000	November 2017

As of February 1, 2009, we leased approximately 295,000 gross square feet relating to our 103 corporate-owned stores. Our leases generally have initial terms of between five and 10 years, and generally can be extended only in five-year increments, if at all. All of our leases require a fixed annual rent, and most require the payment of additional rent if store sales exceed a negotiated amount. Generally, our leases are net leases, which require us to pay all of the cost of insurance, taxes, maintenance and utilities. We generally cannot cancel these leases at our option.

ITEM 3. *LEGAL PROCEEDINGS*

Brian Bacon, a former employee, filed suit against the Company in the Supreme Court of British Columbia, Canada on May 6, 2008. In the action, captioned Brian Bacon v. Lululemon Athletica Canada Inc., Case No. S083254, Mr. Bacon claims that we terminated his employment contract without cause and without reasonable notice resulting in breach of contract, losses and damages. Mr. Bacon seeks damages in an unspecified amount, plus costs and interest related primarily to the loss from participation in the stockholder sponsored LIPO USA awards. We believe this claim is without merit and are vigorously defending against it.

We are a party to various other legal proceedings arising in the ordinary course of our business, but we are not currently a party to any legal proceeding that management believes would have a material adverse effect on our consolidated financial position or results of operations.

PART II

ITEM 5. *MARKET FOR REGISTRANT S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES*

Market Information and Dividends

Our common stock is quoted on the Nasdaq Global Select Market under the symbol LULU and on the Toronto Stock Exchange under the symbol LLL . Prior to July 27, 2007, there was no public market for our common stock. The following table sets forth, for the periods indicated, the high and low sales prices of our common stock reported by the Nasdaq Global Select Market.

	Common Stock Price (Nasdaq Global Select Market)	
	High	**Low**
Fiscal Year Ending February 1, 2009		
Fourth Quarter	$ 12.34	$ 6.22
Third Quarter	$ 24.85	$ 10.12
Second Quarter	$ 36.63	$ 22.02
First Quarter	$ 35.31	$ 21.72
Fiscal Year Ending February 3, 2008		
Fourth Quarter	$ 51.94	$ 25.00
Third Quarter	$ 60.70	$ 28.70
Second Quarter (from July 27, 2007)	$ 34.17	$ 24.92

As of February 1, 2009, there were approximately 90 holders of record of our common stock.

We have never declared or paid any cash dividends on our common stock and do not anticipate paying any cash dividends on our common stock in the foreseeable future. We anticipate that we will retain all of our available funds for use in the operation and expansion of our business. Any future determination as to the payment of cash dividends will be at the discretion of our board of directors and will depend on our financial condition, operating results, current and anticipated cash needs, plans for expansion and other factors that our board of directors considers to be relevant. In addition, financial and other covenants in any instruments or agreements that we enter into in the future may restrict our ability to pay cash dividends on our common stock.

Stock Performance Graph

The graph set forth below compares the cumulative total stockholder return on our common stock between July 27, 2007 (the date of our initial public offering) and February 1, 2009, with the cumulative total return of (i) the S&P 500 Index and (ii) S&P Apparel Retail Index, over the same period. This graph assumes the investment of $100 on July 27, 2007 in our common stock, the S&P 500 Index and the S&P 500 Apparel Retail Index and assumes the reinvestment of dividends, if any. The graph assumes the initial value of our common stock on July 27, 2007 was the closing sales price of $28.00 per share.

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

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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.

	27-Jul-07	3-Feb-08	1-Feb-09
lululemon athletica inc	$ 100.00	$ 124.64	$ 24.29
S&P 500 Index	$ 100.00	$ 95.65	$ 56.61
S&P Apparel Retail Index	$ 100.00	$ 87.67	$ 53.70

Use of Proceeds

Our initial public offering of common stock was effected through a Registration Statement on Form S-1 (File No. 333-142477), which was declared effective by the Securities and Exchange Commission on July 26, 2007. We sold 2,290,909 shares of common stock in the offering and the selling stockholders sold 18,639,091 shares of common stock in the offering, including the over-allotment option. We did not receive any of the proceeds from sales by the selling stockholders. We received net proceeds of approximately $31.4 million from the offering, and since August 2, 2007, the settlement date of the offering, we have used all of the net proceeds for capital expenditures, including new store openings, and inventory purchases.

The following table provides information regarding our repurchases of our common stock during our fiscal year ended February 1, 2009:

Issuer Purchase of Equity Securities

Period(1)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs(2)
November 3, 2008 February 1, 2009	24,353	$ 9.22	24,353	2,937,100
August 4, 2008 November 2, 2008	15,095	18.21	15,095	2,961,453
May 5, 2008 August 3, 2008	8,684	29.24	8,684	2,976,548
February 4, 2008 May 4, 2008	9,201	31.12	9,201	2,985,232
Total	57,333		57,333	

(1) Quarterly information is presented by reference to our fiscal quarters during our fiscal year of 2008.

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(2) Our Employee Share Purchase Plan (ESPP) was approved by our Board of Directors and stockholders in September 2007. All shares purchased under the ESPP will be purchased on the Toronto Stock Exchange or the Nasdaq Global Select Market (or such other stock exchange as we may designate from time to time). Unless our Board of Directors terminates the ESPP earlier, the ESPP will continue until all shares authorized for purchase under the ESPP have been purchased. The maximum number of shares available for issuance under the ESPP is 3,000,000.

ITEM 6. *SELECTED CONSOLIDATED FINANCIAL DATA*

The selected consolidated financial data set forth below are derived from our consolidated financial statements and should be read in conjunction with our consolidated financial statements and the related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations appearing elsewhere in this Form 10-K. The consolidated statement of operations data for each of the years ended February 1, 2009, February 3, 2008, and January 31, 2007 and the consolidated balance sheet data as of February 1, 2009 and February 3, 2008 are derived from, and qualified by reference to, our audited consolidated financial statements and related notes appearing elsewhere in this annual report. The consolidated statement of operations data for the fiscal years ended January 31, 2006 and January 31, 2005 and the consolidated balance sheet data as of January 31, 2007, January 31, 2006 and January 31, 2005 are derived from our underlying accounting records. The consolidated statements of income for the years ended January 31, 2006 and January 31, 2005 and balance sheets for the fiscal years ended January 31, 2007, January 31, 2006 and January 31, 2005 have been prepared on the same basis as our audited consolidated financial statements and, in the opinion of management, contain all adjustments necessary to fairly present the information set forth below.

We completed a corporate reorganization on July 26, 2007. The financial data below reflects our operations as if the reorganization had occurred prior to the first period presented. Refer to note 10 of the financial statements appearing elsewhere in this Form 10-K for further details related to the reorganization.

	Fiscal Year Ended				
	February 1, 2009	**February 3, 2008**	**January 31, 2007**	**January 31, 2006**	**January 31, 2005**
	(In thousands, except share and per share data)				
Consolidated statement of operations data:					
Net revenue	$ 353,488	$ 269,942	$ 147,964	$ 84,129	$ 40,748
Cost of goods sold(1)	174,421	125,015	72,249	41,177	19,448
Gross profit	179,067	144,927	75,715	42,952	21,300
Operating expenses:					
Selling, general and administrative expenses(1)	118,098	93,376	51,863	26,416	10,840
Provision for impairment and lease exit costs	4,405				
Settlement of lawsuit			7,228		
Principal stockholder bonus				12,809	12,134

Income (loss) from operations	56,564	51,551	16,624	3,727	(1,674)
Other income (expense), net	821	1,029	104	4	(35)
Income (loss) before provision for income taxes	57,386	52,580	16,728	3,730	(1,709)
Provision for (recovery of) income taxes	16,884	20,464	8,752	2,336	(298)
Net income (loss) from continuing operations	40,502	32,116	7,976	1,394	(1,411)
Net loss from discontinued operations	(1,138)	(1,273)	(310)		
Net income (loss)	$ 39,363	$ 30,843	$ 7,666	$ 1,394	$ (1,411)
Basic earnings (loss) per share					
Continuing operations	$ 0.59	$ 0.48	$ 0.12	$ 0.04	$ (0.04)
Discontinued operations	(0.02)	(0.02)			
Net basic earnings (loss) per share	$ 0.57	$ 0.46	$ 0.12	$ 0.04	$ (0.04)
Diluted earnings (loss) per share					
Continuing operations	$ 0.57	$ 0.46	$ 0.12	$ 0.04	$ (0.04)
Discontinued operations	(0.02)	(0.01)			
Diluted income (loss) per share	$ 0.55	$ 0.45	$ 0.12	$ 0.04	$ (0.04)
Basic weighted-average number of shares outstanding	68,710,746	66,430,022	65,156,625	38,724,287	33,845,394
Diluted weighted-average number of shares outstanding	70,942,424	69,297,878	65,303,839	38,724,287	33,845,394

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(1) Includes stock-based compensation expense as follows:

	Fiscal Year Ended				
	February 1, 2009	February 3, 2008	January 31, 2007 (In thousands)	January 31, 2006	January 31, 2005
Cost of goods sold	$ 765	$ 743	$ 360	$ 755	$
Selling, general and administrative expenses	5,767	5,204	2,282	1,945	
Total	$ 6,532	$ 5,947	$ 2,642	$ 2,700	$

	As of				
	February 1, 2009	February 3, 2008	January 31, 2007 (In thousands)	January 31, 2006	January 31, 2005
Consolidated balance sheet data:					
Cash and cash equivalents	$ 56,797	$ 52,545	$ 15,494	$ 3,877	$ 7
Total assets	211,636	155,092	71,325	41,914	11,448
Long term debt					594
Total stockholders equity	154,843	112,034	37,379	28,052	810

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ITEM 7. *MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the Selected Consolidated Financial Data section and our consolidated financial statements and related notes appearing elsewhere in this Annual Report on Form 10-K. In addition, this discussion and analysis contains forward-looking statements based on current expectations that involve risks, uncertainties and assumptions, such as our plans, objectives, expectations and intentions set forth in the Special Note Regarding Forward-Looking Statements. Our actual results and the timing of events may differ materially from those anticipated in these forward looking statements as a result of various factors, including those set forth in the Item 1A Risk Factors section and elsewhere in this Annual Report on Form 10-K. Certain tables may not sum due to rounding.

For fiscal years through fiscal 2006, our fiscal year ended on January 31st in the year following the year mentioned. Commencing with fiscal 2007, our fiscal year will end on the Sunday closest to January 31st of the following year, typically resulting in a fifty-two week year, but occasionally giving rise to an additional week, resulting in a fifty-three week year. Fiscal 2008, 2007 and 2006 ended on February 1, 2009, February 3, 2008 and January 31, 2007, respectively

Overview

The world economy slowed considerably during fiscal 2008 as problems in global financial markets became more widespread and consumers cut back on retail spending amid fears of a global recession. Our sales growth slowed in the latter part of the third quarter of 2008, driven in part by this reduced spending. We believe that the challenging economic climate combined with the effect of the depreciation in the relative value of the Canadian dollar compared to the U.S. dollar will continue to adversely affect our fiscal 2009 projections for sales and margin rates. The current overall economic climate will result in a continued slowing of sales growth and have a negative impact on our gross margins in our 2009 fiscal year. Given the current economic conditions, our comparable store sales results and results of operations during the third and fourth quarters of fiscal 2008 have been negatively affected, and we believe that fiscal 2009 will also be negatively affected by continued reduced consumer spending and the short-term volatility of foreign exchange rates, particularly in Canada.

lululemon is highly sensitive to increases and decreases in consumer spending. Increased consumer spending in our corporate-owned store locations create sales leverage, meaning that fixed expenses, such as occupancy costs, are spread across a greater revenue base, thereby improving operating margins. But the reverse is also true: sales deleveraging creates downward pressure on margins. The absence of growth in comparable store sales and soft results in new markets impacted nearly all consolidated operating expense line items when viewed as a percentage of total net sales.

In response to the changes in the world economy and the impact on our operating results, we have taken steps to address the deterioration in the retail environment and address our support structure. These included the development and implementation of several important strategic initiatives as part of our strategy designed to increase customer traffic in our corporate-owned store locations, reduce infrastructure expenses and improve our operating results. These actions have been designed to structure our business for long-term profitable growth and protect our brand integrity.

The more significant actions taken by lululemon in fiscal 2008 to invigorate our business included:

- A plan for management to continue ongoing evaluations of our portfolio of corporate-owned store locations and to refine our real estate selection process. In fiscal 2008 we closed one corporate-owned store in Texas which was underperforming. As we continue our evaluation we may in future periods close additional corporate-owned store locations, dispose of property and equipment and exit in-place operating leases;

A reduction in employee head count both in our corporate-owned store locations and at head office, including changes in the structure between corporate-owned store locations and head office;

The introduction of temporary locations during the peak holiday selling season which enabled us to reach incremental customers and generate incremental full price sales as well as building additional awareness and demand for our brand in new markets; and

A reduction in discretionary spending and improved efficiencies brought about by our IT implementation.

Prior to changes in the world economy, we reevaluated our operating performance in Japan and our strategic priorities. This timely analysis led to our decision to discontinue our operations in Japan in fiscal 2008. In the second quarter of fiscal 2008 we closed three of our stores in Japan and closed our fourth and final store in Japan during the third quarter of fiscal 2008 and classified our Japanese operations as discontinued operations in the second quarter of fiscal 2008. Japan represented less than 1.5% of our revenues in fiscal 2007 and required a disproportionate amount of management time and attention during fiscal 2007. We agreed with Descente to end all operations as a joint venture in the third quarter of fiscal 2008. We believe that our time, attention and capital resources are best spent focused on our top priorities, which are growth in the United States, where we plan to open six stores during fiscal 2009, and the development of an e-commerce business.

Management expects lululemon to continue to face a very difficult economic environment throughout fiscal 2009, in both North America and internationally. We expect to report negative comparable store sales for fiscal 2009. Additionally, our earnings for fiscal 2009 may be impacted by additional provisions for asset impairment and lease exit costs if management identifies additional underperforming corporate-owned store locations to close. lululemon plans to be disciplined in its approach to new store openings, in both existing and new markets, and adjust as needed in response to further worsening in the world economy.

Operating Segment Overview

lululemon is a designer and retailer of technical athletic apparel operating primarily in North America. Our yoga-inspired apparel is marketed under the lululemon athletica brand name. We offer a comprehensive line of apparel and accessories including fitness pants, shorts, tops and jackets designed for athletic pursuits such as yoga, dance, running and general fitness. As of February 1, 2009, our branded apparel was principally sold through 113 corporate-owned and franchise stores that are primarily located in Canada and the United States. We believe our vertical retail strategy allows us to interact more directly with and gain insights from our customers while providing us with greater control of our brand. In fiscal 2008, 68.9% of our net revenue was derived from sales of our products in Canada, 31.1% of our net revenue was derived from the sales of our products in the United States and an immaterial amount of our net revenue was derived from sales of our products outside of North America. In fiscal 2007, 80.3% of our net revenue was derived from sales of our products in Canada, 19.7% of our net revenue was derived from the sales of our products in the United States and an immaterial amount of our net revenue was derived from sales of our products outside of North America. In fiscal 2006, 87.1% of our net revenue was derived from sales of our products in Canada, 11.7% of our net revenue was derived from the sales of our products in the United States and 1.2% of our net revenue was derived from sales of our products outside of North America.

Our net revenue has grown from $40.7 million in fiscal 2004 to $353.5 million in fiscal 2008. This represents a compound net annual growth rate of 71.6%. Our net revenue from continuing operations also increased from $269.9 million in fiscal 2007 to $353.5 million in fiscal 2008, representing an 30.9% increase. Our increase in net revenue from fiscal 2004 to fiscal 2008 resulted from the addition of 35 retail locations in fiscal 2008, 31 retail locations in fiscal 2007, 14 retail locations in fiscal 2006 and 17 retail locations in fiscal 2005, and comparable store sales growth of 0%, 34%, 25% and 19% in fiscal 2008, fiscal 2007, fiscal 2006 and fiscal 2005, respectively. Our ability to open new stores and grow sales in existing stores has been driven by increasing demand for our technical athletic apparel and a growing recognition of the lululemon athletica brand. We believe our superior products, strategic store locations, inviting store environment, grassroots marketing approach and distinctive corporate culture are responsible for our strong financial performance. We have recently increased our focus on our men s apparel line, net revenue from which increased 39% in fiscal 2008 compared to fiscal 2007 and represented approximately 12% of net revenue in fiscal 2008 versus 10% of net revenue in fiscal 2007, and our accessories business, which represented approximately 9% and 10% of net revenue for each of fiscal 2008 and fiscal 2007, respectively.

We have three reportable segments: corporate-owned stores, franchises and other. We report our segments based on the financial information we use in managing our businesses. While we receive financial information for each corporate-owned store, we have aggregated all of the corporate-owned stores into one reportable segment due to the similarities in the economic and other characteristics of these stores. Our franchises segment accounted for 4.6% of our net revenues from continuing operations in fiscal 2008, 6.7% in fiscal 2007 and 14.3% in fiscal 2006. Opening new franchise stores is not a significant part of our near-term growth strategy, and we therefore expect that if the revenue derived from our franchise stores continues to comprise less than 10% of the net revenue we report in future fiscal years, we will re-evaluate our segment reporting disclosures. Our other operations accounted for less than 10% of our net revenues from continuing operations in each of fiscal 2008, fiscal 2007 and fiscal 2006.

As of February 1, 2009, we sold our products through 103 corporate-owned stores located in Canada and the United States. As previously disclosed, we discontinued our operations in Japan in the third quarter of fiscal 2008. We plan to increase our net revenue in North America by opening additional corporate-owned stores in new and existing markets. Corporate-owned stores net revenue accounted for 89.3% of total net revenue in fiscal 2008 and 89.1% of total net revenue in fiscal 2007.

As of February 1, 2009, we also had five franchise stores located in North America and five franchise stores located in Australia. In the past, we have entered into franchise agreements to distribute lululemon athletica branded products to more quickly disseminate our brand name and increase our net revenue and net income. In exchange for the use of our brand name and the ability to operate lululemon athletica stores in certain regions, our franchisees generally pay us a one-time franchise fee and ongoing royalties based on their gross revenue. Additionally, unless otherwise approved by us, our franchisees are required to sell only lululemon athletica branded products, which are purchased from us at a discount to the suggested retail price. Pursuing new franchise partnerships or opening new franchise stores is not a significant part of our near-term store growth strategy. In some cases, we may exercise our contractual rights to purchase franchises where it is attractive to us.

We believe that our athletic apparel has and will continue to appeal to consumers outside of North America who value its technical attributes as well as its function and style. In 2004, we opened our first franchise store in Australia. During fiscal 2008 we invested in LULULEMON ATHLETICA (AUSTRALIA) PTY LTD. which operates five franchise stores. In 2005, we opened a franchise store in Japan. In 2006, we terminated our franchise arrangement and entered into a joint venture agreement with Japanese apparel company Descente Ltd, or Descente, a global leader in fabric technology, to operate our stores in Japan, which were discontinued in fiscal 2008.

In addition to deriving revenue from sales through our corporate-owned stores and our franchises, we also derive other net revenue, which includes the sale of our products directly to wholesale customers, telephone sales to retail customers, including related shipping and handling charges, warehouse sales and sales through a limited number of company-operated showrooms. Wholesale customers include select premium yoga studios, health clubs and fitness centers. Telephone sales are taken directly from retail customers through our call center. Warehouse sales are typically held one or more times a year to sell slow moving inventory or inventory from prior seasons to retail customers at discounted prices. Our showrooms are typically small locations that we open from time to time when we enter new markets and feature a limited selection of our product offering during select hours. Other net revenue accounted for 6.1% of total net revenue in fiscal 2008 and 4.2% of total net revenue in fiscal 2007.

Basis of Presentation

Net revenue is comprised of:

- corporate-owned store net revenue, which includes sales to customers through corporate-owned stores;
- franchises net revenue, which consists of licensing fees and royalties as well as sales of our products to franchises; and
- other net revenue, which includes sales to wholesale accounts, telephone sales, warehouse sales and sales from company-operated showrooms.

in each case, less returns and discounts.

In addition, we separately track comparable store sales, which reflect net revenue at corporate-owned stores that have been open for at least 12 months. Therefore, net revenue from a store is included in comparable store sales beginning with the first month for which the store has a full month of comparable prior year sales. Comparable store sales include stores that have been remodeled or relocated. Non-comparable store sales include sales from new stores that have not been open for 12 months, sales from showrooms, and sales from stores that were closed within the past 12 months.

By measuring the change in year-over-year net revenue in stores that have been open for 12 months or more, comparable store sales allows us to evaluate how our core store base is performing. Various factors affect comparable store sales, including:

- the location of new stores relative to existing stores;
- consumer preferences, buying trends and overall economic trends;
- our ability to anticipate and respond effectively to customer preferences for technical athletic apparel;
- competition;
- changes in our merchandise mix;
- pricing;
- the timing of our releases of new merchandise and promotional events;
- the effectiveness of our grassroots marketing efforts;
- the level of customer service that we provide in our stores;
- our ability to source and distribute products efficiently; and
- the number of stores we open, close (including for temporary renovations) and expand in any period.

As we continue our store expansion program, we expect that a greater percentage of our net revenue will come from non-comparable store sales. Opening new stores is an important part of our growth strategy. Accordingly, comparable store sales has limited utility for assessing the success of our growth strategy insofar as comparable store sales do not reflect the performance of stores open less than 12 months.

Cost of goods sold includes:

- the cost of purchased merchandise, inbound freight, duty and non-refundable taxes incurred in delivering goods to our distribution centers;
- the cost of our production, merchandise and design departments including salaries, stock-based compensation and benefits, and operating expenses;
- the cost of occupancy related to store operations (such as rent and utilities) and the depreciation and amortization related to store-level capital expenditures;
- the cost of our distribution centers (such as rent and utilities) as well as other fees we pay to third parties to operate our distribution centers and the depreciation and amortization related to our distribution centers;
- hemming; and
- shrink and valuation reserves.

Cost of goods sold also may change as we open or close stores because of the resulting change in related occupancy costs. The primary drivers of the costs of individual goods are the costs of raw materials and labor in the countries where we source our merchandise. In fiscal 2008, fiscal 2007 and fiscal 2006, cost of goods sold included $0.8 million, $0.7 million and $0.4 million, respectively, of charges related to stock-based compensation.

Our *selling, general and administrative expenses* consist of all operating costs not otherwise included in cost of goods sold, provision for impairment and lease exit costs and settlement of lawsuit. Our selling, general and administrative expenses include marketing costs, accounting costs, information technology costs, professional fees, corporate facility costs, corporate and store-level payroll and benefits expenses including stock-based compensation (other than the salaries and benefits and stock-based compensation for our production, merchandise and design departments included in cost of goods sold and other corporate costs). In fiscal 2008, fiscal 2007 and fiscal 2006, selling, general and administrative expenses included $5.8 million, $5.2 million and $2.3 million, respectively, of charges related to stock-based compensation. Our selling, general and administrative expenses also include depreciation and amortization expense for all assets other than depreciation and amortization expenses related to store-level capital expenditures and our distribution centers, each of which are included in cost of goods sold. We anticipate that our selling, general and administrative expenses will increase in absolute dollars due to anticipated continued growth of our corporate support staff and store-level employees.

Provision for impairment and lease exit costs consists of asset impairments, lease exit and other related costs associated with the closure of one US corporate-owned store in the fourth quarter of fiscal 2008 as well as an asset impairment provision based on management s ongoing evaluation of its portfolio of corporate-owned store locations. Long-lived assets are reviewed at the store level periodically for impairment or whenever events or changes in circumstances indicate that full recoverability of net assets through future cash flows is in question. Factors used in the evaluation include, but are not limited to, management s plans for future operations, recent operating results and projected cash flows.

Settlement of lawsuit consists of a payment we made in February 2007 in the amount of $7.2 million to a third party website developer arising from the termination of a profit sharing arrangement associated with our retail website for our products. We accrued for the entire settlement amount in fiscal 2006.

Stock-based compensation expense includes charges incurred in recognition of compensation expense associated with grants of stock options, grants of restricted stock units, and stock purchases. In December 2005, we adopted the fair value recognition and measurement provisions of SFAS No. 123(R), Share-Based Payment (SFAS 123(R)). SFAS 123(R) is applicable to stock-based awards exchanged for employee services and in certain circumstances for non-employee directors. We recognize stock-based compensation expense for both awards granted by us and awards granted under a stockholder sponsored plan. Pursuant to SFAS 123(R), stock-based compensation expense is measured at the grant date, based on the fair value of the award and is recognized as an expense over the requisite service period.

Prior to our initial public offering in July 2007, the fair value of the shares of common stock that underlie the stock options we granted was determined by our board of directors. Our board of directors determined a valuation of lululemon as of April 30, 2006. The valuation was calculated based upon the equity value implied by the December 2005 transaction in which Mr. Wilson sold 48% of his interest in lululemon to a group of private equity investors for approximately $193.3 million. At the time, our board of directors believed the December 2005 transaction was a valid indication of fair value because the terms of the December 2005 transaction were the result of arms-length negotiations among independent parties. Because there had been no public market for our common stock, our board used this valuation to determine the fair value of our common stock at the time of grant of the options.

In connection with the preparation of the financial statements necessary for our initial public offering and based in part on discussions with prospective underwriters for the planned offering, in March 2007 we reassessed the estimated accounting fair value as of January 2007 of common stock in light of the potential completion of the initial public offering. After reviewing its valuation, our board of directors determined that the valuation would not be appropriate for valuing the options as the valuation did not fully consider requirements under SFAS 123(R) and other relevant regulatory guidelines, specifically:

- the valuation did not coincide with the option grant dates; and

- the valuation incorrectly included a minority interest discount.

As a result, management determined that it would be necessary to retrospectively calculate a new valuation for the July 2006 option grants. Based upon the reassessment, we determined that the accounting fair value of the options granted to employees from February 1, 2006 to January 31, 2007 was greater than the exercise price for certain of those options. The comparison of the originally determined fair value and reassessed fair value is as follows for all dates on which an option was granted, assuming that our corporate reorganization had occurred and using the initial public offering price of $18.00 per share:

Grant Date	Number of Options Granted	Exercise Price	Initial Public Offering Price	Original Fair Value Assessment of Options	Reassessed Fair Value of Options
July 3, 2006	2,899,186	$ 0.58	$ 18.00	$ 0.33	$ 0.91
December 6, 2006	5,955	$ 0.58	$ 18.00	$ 0.33	$ 8.09
December 27, 2006	1,309,008	$ 0.58	$ 18.00	$ 0.33	$ 8.09
January 3, 2007	357,335	$ 0.58	$ 18.00	$ 0.33	$ 8.09

Based upon the reassessment discussed above, we determined the reassessed accounting fair value of the options to purchase 4,571,484 shares of common stock granted to employees during the period from February 1, 2006 to January 31, 2007 ranged from $0.91 to $8.09 per share. As a result of the reassessed fair value of our grants of stock options, the aggregate fair value of our stock options increased by $14.6 million.

Stock-based compensation expense for the year ended January 31, 2007 includes the difference between the reassessed accounting fair value per share of the common stock on the date of grant and the exercise price per share and is amortized over the vesting period of the underlying options using the straight-line method. There are significant judgments and estimates inherent in the determination of the reassessed accounting fair values. For this and other reasons, the reassessed accounting fair value used to compute the stock-based compensation expense may not be reflective of the fair market value that would result from the application of other valuation methods, including accepted valuation methods for tax purposes.

We record our stock-based compensation expense in cost of goods sold and selling, general and administrative expenses as stock-based awards have been made to employees whose salaries are classified in both expense categories.

Interest income includes interest earned on our cash balances and our advances to franchise. We expect to continue to generate interest income to the extent that our cash generated from operations exceeds our cash used for investment.

Interest expense includes interest costs associated with our credit facilities and with letters of credit drawn under these facilities for the purchase of merchandise. We have maintained relatively small outstanding balances on our credit facilities and expect to continue to do so.

Provision for income taxes depends on the statutory tax rates in the countries where we sell our products. Historically we have generated taxable income in Canada and we have generated tax losses in the United States. For periods up to and including the second quarter of fiscal 2007, we recorded a full valuation allowance against our losses in the United States. In the third and fourth quarters of fiscal 2007, we earned taxable income in the United States. During the second quarter of fiscal 2008, after considering a number of factors, including recent taxable income, utilization of previously unrealized NOL s, our growth strategy as well as other business and macroeconomic factors, we determined that we would more likely than not realize the benefit of deferred tax assets through future taxable income. As a result of this analysis, we have recorded deferred tax assets in respect of the United States NOL s, foreign tax credits and other deductible temporary differences of $17.9 million, of which $5.9 million has been recorded though income tax expense and $12.0 million through additional paid-in capital.

Several factors have contributed to our effective tax rate in recent periods being significantly higher than our anticipated long-term effective tax rate. First, in fiscal 2008, fiscal 2007, fiscal 2006 and fiscal 2005, we generated losses in the United States which we were unable to offset against our income in Canada. Second, in fiscal 2008, fiscal 2007, fiscal 2006 and fiscal 2005 we incurred stock-based compensation expense of $6.5 million, $5.9 million, $2.6 million and $2.7 million, respectively, a portion of which were not deductible for tax purposes in Canada and the United States during these periods. The impact of these losses and non-deductible expenses on our effective tax rate was exacerbated in fiscal 2005 by the payment of a bonus to our principal stockholder in that period. Prior to December 2005 our sole stockholder, Mr. Wilson, received a bonus payout each year representing a substantial percentage of our earnings before income taxes. Following Mr. Wilson s sale of 48% of his interest in lululemon to a group of private equity investors in December 2005 we discontinued this practice. Payments of these bonuses therefore were eliminated in fiscal 2006 from $12.8 million in fiscal 2005. This payment in fiscal 2005 significantly decreased our income before income taxes in this period and accordingly resulted in us realizing a higher effective tax rate in this period as we gave effect to the non-deductible nature of the losses and the stock-based compensation expenses. Our effective tax rate in fiscal 2008 was 29.4%, compared to 38.9% in fiscal 2007, and 52.3% in fiscal 2006.

We anticipate that in the future we may start to sell our products directly to some customers located outside of Canada, the United States and Australia, in which case we would become subject to taxation based on the foreign statutory rates in the countries where these sales take place and our effective tax rate could fluctuate accordingly.

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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 net revenue:

	Fiscal Year Ended		
	February 1, 2009	February 3, 2008	January 31, 2007
	(In thousands)		
Consolidated statements of operations:			
Net revenue	$ 353,488	$ 269,942	$ 147,964
Cost of goods sold	174,421	125,015	72,249
Gross profit	179,067	144,927	75,715
Operating expenses:			
Selling, general and administrative expenses	118,098	93,376	51,863
Provision for impairment and lease exit costs	4,405		
Settlement of lawsuit			7,228
Income from operations	56,564	51,551	16,624
Other income (expense), net	821	1,029	104
Income before provision for income taxes	57,385	52,580	16,728
Provision for income taxes	16,884	20,464	8,752
Net income from continuing operations	40,501	32,116	7,976
Net loss from discontinued operations	(1,138)	(1,273)	(310)
Net income	$ 39,363	$ 30,843	$ 7,666

	Fiscal Year Ended		
	February 1, 2009	February 3, 2008	January 31, 2007
	(% of net revenue)		
Net revenue	100.0	100.0	100.0
Cost of goods sold	49.3	46.3	48.8
Gross profit	50.7	53.7	51.2
Operating expenses:			
Selling, general and administrative expenses	33.4	34.6	35.1
Provision for impairment and lease exit costs	1.2		
Settlement of lawsuit			4.9

Income from operations	16.0	19.1	11.2
Other income (expense), net	0.2	0.4	0.1
Income before provision for income taxes	16.2	19.5	11.3
Provision for income taxes	4.8	7.6	5.9
Net income from continuing operations	11.5	11.9	5.4
Net loss from discontinued operations	(0.3)	(0.5)	(0.2)
Net income	11.1	11.4	5.2

Comparison of Fiscal 2008 to Fiscal 2007

Net Revenue

Net revenue increased $83.5 million, or 31%, to $353.5 million in fiscal 2008 from $269.9 million in fiscal 2007. This increase was primarily the result of sales from new stores opened. Assuming the average exchange rate between the Canadian and United States dollars in fiscal 2007 remained constant, our net revenue would have increased $92.6 million, or 34%, in fiscal 2008. The constant dollar increase in comparable store sales was driven primarily by the strength of our existing product lines, successful introduction of new products and increasing recognition of the lululemon athletica brand name.

	Fiscal Year Ended	
	February 1, 2009	February 3, 2008
	(In thousands)	
Net revenue by segment:		
Corporate-owned stores	$ 315,548	$ 240,441
Franchises	16,198	18,141
Other	21,742	11,360
Total net revenue	$ 353,488	$ 269,942

Corporate-Owned Stores. Net revenue from our corporate-owned stores segment increased $75.1 million, or 31%, to $315.5 million in fiscal 2008 from $240.4 million in fiscal 2007. The following contributed to the $75.1 million increase in net revenue from our corporate-owned stores segment:

New stores opened during fiscal 2008 contributed $37.3 million, or 16%, of the increase. During fiscal 2008, we opened 34 corporate-owned stores, consisting of three in Canada and 31 in the United States;

New stores opened during fiscal 2007 prior to sales from such stores becoming part of our comparable store sales base contributed $34.3 million, or 14%, of the increase. This consisted of five stores in Canada and 21 stores in the United States; and

The acquisition of two Victoria, British Columbia and one Bellevue, Washington franchise stores in September 2008 contributed $3.7 million, or 2%, of the increase.

The increase was partially offset by comparable store sales decline in fiscal 2008, resulting in a $0.2 million decrease to net revenue. Assuming the average exchange rate between the Canadian and U.S. dollar in fiscal 2007 remained constant, our comparable store sales would have increased 3% in fiscal 2008 and contributed $7.5 million, or 3%, of the increase.

Franchises. Net revenue from our franchises segment decreased $1.9 million, or 11%, to $16.2 million in fiscal 2008 from $18.1 million in fiscal 2007. The decrease in net revenue from our franchises segment consisted primarily of franchises net revenue of $2.7 million that shifted to corporate-owned stores net revenue when we acquired two franchise stores in Victoria, British Columbia and one franchise store in Bellevue, Washington. This was partially offset by increased franchise revenue of $0.8 million from our one remaining Canadian franchise location and four franchise locations in the United States.

Other. Net revenue from our other segment increased $10.4 million, or 91%, to $21.7 million in fiscal 2008 from $11.4 million in fiscal 2007. The following contributed to the $10.4 million increase in net revenue from our other segment:

temporary store locations opened in fiscal 2008 contributed sales revenue of $3.2 million;

an additional warehouse sale in fiscal 2008 contributed increased sales revenue of $2.8 million;

two new outlet locations opened in fiscal 2008 contributed sales revenue of $2.0 million;

new and existing wholesale accounts contributed $1.2 million of the increase;

showroom sales revenue increased $0.9 million; and

phonesale revenue accounted for $0.4 million of the increase.

Gross Profit

Gross profit increased $34.1 million, or 24%, to $179.1 million in fiscal 2008 from $144.9 million in fiscal 2007. The increase in gross profit was driven principally by:

- an increase of $75.1 million in net revenue from our corporate-owned stores segment; and

- an increase of $10.4 million in net revenue from our other segment.

This amount was partially offset by:

- an increase in product costs of $28.8 million associated with our sale of goods through corporate-owned stores, franchises and other segments;

- an increase in occupancy costs of $12.8 million related to an increase in corporate-owned stores;

- an increase in depreciation of $4.4 million primarily related to an increase in corporate-owned stores;

- an increase of $2.1 million in expenses related to our production, design and merchandising departments;

- a decrease of $1.9 million in net revenue from our franchise segment; and

- an increase of $1.4 million in expenses related to distribution costs as a result of increased production to support our growth.

Gross profit, as a percentage of net revenue, or gross margin, decreased 3.0%, to 50.7% in fiscal 2008 from 53.7% in fiscal 2007. The decrease in gross margin resulted from:

- an increase in occupancy costs as a percentage of net revenue that contributed to a decrease in gross margin of 2.0% as a result of decreased sales per store and a resulting deleverage on fixed occupancy costs;

- an increase in store depreciation expense as a percentage of net revenue in fiscal 2008 compared to fiscal 2007 as a result of new store openings in new markets, which contributed to a decrease in gross margin of 0.7%;

- an increase in product costs as a percentage of net revenue that contributed to a decrease in gross margin of 0.3%, primarily due to an increase in corporate-owned store product costs and increased mark-downs in consideration of the current economic climate; and

- an increase in expenses related to our production, design and merchandising departments as a percentage of net revenue in fiscal 2008 compared to fiscal 2007, which contributed to a decrease in gross margin of 0.1%.

Our costs of goods sold in fiscal 2008 and fiscal 2007 included $0.8 million and $0.7 million, respectively, of stock-based compensation expense.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased $24.7 million, or 26%, to $118.1 million in fiscal 2008 from $93.4 million in fiscal 2007. As a percentage of net revenue, selling, general and administrative expenses decreased

1.2%, to 33.4%, in 2008 from 34.6% in 2007. Of the $24.7 million increase in selling, general and administrative expenses:

$8.7 million resulted from an increase in store employee compensation related to opening additional corporate-owned stores;

$7.0 million resulted from an increase in other store operating expenses primarily related to an increase of $2.6 million in employee costs such as commissions, bonuses, benefits and other employee costs, $1.6 million in credit card fees, $1.0 million in communications, phone and fax expense, $0.8 million in occupancy cost, $0.6 million in repairs and maintenance expense, and $0.3 million in travel expense;

$4.9 million resulted from an increase in corporate compensation principally due to hiring of additional employees to support our growth;

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- $3.2 million resulted from an increase in depreciation related to property and equipment at the store support centre, including depreciation our recently implemented software systems;

- $2.3 million resulted from an increase in professional fees as a result of increased regulatory requirements associated with being a public company such as advisory fees for internal control compliance and legal fees; and

- $0.6 million resulted from an increase in stock-based compensation expense.

This amount was partially offset by a decrease in distribution costs of $1.6 million and a decrease in foreign exchange losses of $0.4 million.

Our selling, general and administrative expenses in fiscal 2008 and fiscal 2007 included $5.8 million and $5.2 million, respectively, of stock-based compensation expense.

Income from Operations

Income from operations increased $5.0 million, or 10%, to $56.6 million in fiscal 2008 from $51.6 million in fiscal 2007. The increase of $5.0 million in income from operations for fiscal 2008 was primarily due to a $34.1 million increase in gross profit resulting from sales from additional corporate-owned stores opened during fiscal 2008 and fiscal 2007, offset by an increase of $24.7 million in selling, general and administrative expenses and a $4.4 million provision for impairment and lease exit costs.

On a segment basis, we determine income from operations without taking into account our general corporate expenses such as corporate employee costs, travel expenses and corporate rent. For purposes of our management s analysis of our financial results, we have allocated some general product expenses to our corporate-owned stores segment. For example, all expenses related to our production, design, merchandise and distribution departments have been allocated to this segment.

Income from operations (before general corporate expenses) from:

- our corporate-owned stores segment increased $15.0 million, or 19%, to $94.9 million for fiscal 2008 from $79.8 million for fiscal 2007 primarily due to an increase in corporate-owned stores gross profit of $32.9 million, offset by an increase of $12.8 million in store employee expenses, $3.4 million in administrative expenses, and an increase of $1.2 million in other store expenses;

- our franchises segment decreased $1.2 million, or 14%, to $7.5 million in fiscal 2008 from $8.8 million in fiscal 2007 primarily as a result of franchise income from operations of $1.8 million included in the comparative period shifting to corporate-owned stores income from operations when we acquired two franchise stores in Victoria, British Columbia and one franchise store in Bellevue, Washington, partially offset by increased franchise income from operations of $0.6 million from our remaining franchise locations; and

- our other segment increased $6.3 million, or 113%, to $11.9 million in fiscal 2008 from $5.6 million in fiscal 2007 primarily due to an increase in revenue of $10.4 million, offset by an increase of $4.1 million in product costs.

Income from operations also includes general corporate expenses. General corporate expenses increased $15.0 million, or 35%, to $57.7 million in fiscal 2008 from $42.7 million in fiscal 2007 primarily due to an increase in corporate employee costs of $4.8 million, a provision for impairment and lease exit costs of $4.4 million, an increase in depreciation and amortization expense of $3.2 million, and an increase in other corporate expenses of $2.6 million.

Our $4.4 million provision for impairment and lease exit costs was a result of management s review of our portfolio of corporate-owned store locations. In conjunction with our ongoing evaluation to ensure that each of our corporate-owned stores fit into our long-term growth strategy we closed one of our corporate-owned stores in the fourth quarter of fiscal 2008. We recorded a $0.7 million charge related to this closure, which included a $0.5 million asset impairment and a $0.2 million accrual for lease exit costs. The fair market values were estimated using an expected present value technique. We identified four other corporate-owned store locations where the carrying amount of the assets exceeded management s estimate of the fair value of the location. Asset impairment of $2.5 million was recorded as at February 1, 2009 related to these locations. Further, we accrued $1.2 million for lease exit costs related to certain locations which management has identified as underperforming corporate-owned store locations.

Other Income, Net

Other income, net decreased $0.2 million, or 20%, to $0.8 million in fiscal 2008 from $1.0 million in fiscal 2007. Of the $0.2 million decrease in other income, net:

- $0.2 million resulted from a decrease in interest income; and

- $0.1 million resulted from an increase in equity loss associated with our investment in Australia.

This amount was partially offset by a $0.1 million decrease in interest expense.

Provision for Income Taxes

Provision for income taxes decreased $3.6 million, or 17%, to $16.9 million in fiscal 2008 from $20.5 million in fiscal 2007. In fiscal 2008, our effective tax rate was 29.4% compared to 38.9% in fiscal 2007. The reduction in the effective tax rate in fiscal 2008 resulted from the decrease in the Canadian corporate tax rate from 35% to 32% as well as the release of the valuation against U.S. loss carryforwards.

Net Income

Net income increased $8.5 million, or 28%, to $39.4 million in fiscal 2008 from $30.8 million in fiscal 2007. The increase in net income of $8.5 million in fiscal 2008 was a result of an increase in gross profit of $34.1 million resulting from sales from additional corporate-owned stores opened and an increase of $3.5 million in provision for income taxes, offset by increases in selling, general and administrative expenses of $24.7 million and a $4.4 million provision for impairment and lease exit costs.

Comparison of Fiscal 2007 to Fiscal 2006

Net Revenue

Net revenue increased $122.0 million, or 82%, to $269.9 million in fiscal 2007 from $148.0 million in fiscal 2006. This increase was primarily the result of increased comparable store sales, sales from new stores opened, and the strengthening of the average exchange rate for the Canadian dollar against the U.S. dollar during the period. Assuming the average exchange rate between the Canadian and United States dollars in fiscal 2006 remained constant, our net revenue would have increased $104.5 million, or 71%, in fiscal 2007.

	Fiscal Year Ended February 3, 2008	January 31, 2007
	(In thousands)	
Net revenue by segment:		
Corporate-owned stores	$ 240,441	$ 119,812
Franchises	18,141	21,360

Other	11,360	6,792
Total net revenue	$ 269,942	$ 147,964

Corporate-Owned Stores. Net revenue from our corporate-owned stores segment increased $120.6 million, or 101%, to $240.4 million in fiscal 2007 from $119.8 million in fiscal 2006. The following contributed to the $120.6 million increase in net revenue from our corporate-owned stores segment:

Comparable store sales growth of 34% in fiscal 2007 contributed $39.6 million, or 32%, of the increase. Assuming the average exchange rate between the Canadian and U.S. dollar in fiscal 2006 remained constant, our comparable store sales would have increased 24% in fiscal 2007 and contributed $28.6 million, or 23%, of the increase. The increase in comparable store sales was driven primarily by the strength of our existing product lines, successful introduction of new products and increasing recognition of the lululemon athletica brand name;

New stores opened during fiscal 2007 contributed $29.8 million, or 24.3%, of the increase. During fiscal 2007, we opened 26 corporate-owned stores, consisting of five in Canada and 21 in the United States;

New stores opened during fiscal 2006 prior to sales from such stores becoming part of our comparable store sales base contributed $28.1 million, or 22.9%, of the increase. This consisted of five stores in Canada and five stores in the United States;

The acquisition of three Calgary franchise stores in April 2007 contributed $22.8 million, or 18.6%, of the increase; and

The inclusion of three additional days in our fiscal year in order to align our year-end to a 52/53 week fiscal year contributed an additional $2.5 million.

Franchises. Net revenue from our franchises segment decreased $3.3 million, or 15%, to $18.1 million in fiscal 2007 from $21.4 million in fiscal 2006. The decrease in net revenue from our franchises segment consisted primarily of franchises net revenue of $9.7 million that shifted to corporate-owned stores net revenue when we acquired three franchise stores in Calgary. This was partially offset by increased franchise revenue of $6.5 million from our remaining franchise locations and one new franchise location in the United States and one new location in Australia.

Other. Net revenue from our other segment increased $4.6 million, or 67%, to $11.4 million in fiscal 2007 from $6.8 million in fiscal 2006. The following contributed to the $4.6 million increase in net revenue from our other segment:

new and existing wholesale accounts contributed $1.7 million of the increase;

showroom sales revenue increased $1.7 million;

phone sale revenue accounted for $0.6 million of the increase; and

warehouse sales revenue increased $0.6 million.

Gross Profit

Gross profit increased $69.2 million, or 91%, to $144.9 million in fiscal 2007 from $75.7 million in fiscal 2006. The increase in gross profit was driven principally by:

an increase of $120.6 million in net revenue from our corporate-owned stores segment; and

an increase of $4.6 million in net revenue from our other segment.

This amount was partially offset by:

an increase in product costs of $37.9 million associated with our sale of goods through corporate-owned stores, franchises and other segments;

an increase in occupancy costs of $7.6 million related to an increase in corporate-owned stores;

a decrease in franchise revenue of $3.3 million primarily related to our acquisition of three franchise locations in Calgary;

an increase in depreciation of $3.1 million primarily related to an increase in the number of corporate-owned stores;

an increase of $2.9 million in expenses related to our production, design and merchandising departments;

an increase of $2.0 million in expenses related to distribution costs as a result of increased production to support our growth.

Gross profit as a percentage of net revenue, or gross margin, increased 2.5%, to 53.7% in fiscal 2007 from 51.2% in fiscal 2006. The increase in gross margin resulted from:

a reduction in product costs as a percentage of net revenue that contributed to an increase in gross margin of 1.8%, primarily related to our acquisition of three franchise stores in Calgary;

a decrease in expenses related to our production, design and distribution departments (including stock-based compensation expense) as a percentage of net revenue in fiscal 2007 compared to fiscal 2006, which contributed to an increase in gross margin of 0.7%; and

a decrease in occupancy costs as a percentage of net revenue that contributed to an increase in gross margin of 0.1%.

This amount was partially offset by an increase in store depreciation expense as a percentage of net revenue in fiscal 2007 compared to fiscal 2006 as a result of new store openings in new markets, which contributed to a decrease in gross margin of 0.2%.

Our costs of goods sold in fiscal 2007 and fiscal 2006 included $0.7 million and $0.4 million, respectively, of stock-based compensation expense.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased $41.6 million, or 80%, to $93.4 million in fiscal 2007 from $51.9 million in fiscal 2006. As a percentage of net revenue, selling, general and administrative expenses decreased 0.5%, to 34.6%, in 2007 from 35.1% in 2006. Of the $41.6 million increase in selling, general and administrative expenses:

$17.1 million resulted from an increase in store employee compensation related to opening additional corporate-owned stores;

$7.4 million resulted from an increase in corporate compensation principally due to hiring of additional employees to support our growth;

$13.5 million resulted from an increase in other operating expenses primarily related to an increase of $4.0 million in distribution costs, $1.7 million in credit card fees, $1.5 million in supplies, $1.2 million in packaging costs, $1.8 million in marketing costs, $1.0 million in repairs and maintenance $1.0 million in miscellaneous expense, $0.7 million in communications costs, $0.3 million in insurance costs and $0.2 million in meals and entertainment;

$2.9 million resulted from an increase in stock-based compensation expense;

$1.4 million resulted from an increase in other operating expenses such as travel expenses and rent associated with corporate facilities; and

a foreign exchange loss of $0.7 million.

This amount was partially offset by a decrease in professional fees of $1.4 million.

Our selling, general and administrative expenses in fiscal 2007 and fiscal 2006 included $5.2 million and $2.5 million, respectively, of stock-based compensation expense.

Income from Operations

Income from operations increased $35.0 million, or 210%, to $51.6 million in fiscal 2007 from $16.6 million in fiscal 2006. The increase of $35.0 million in income from operations for fiscal 2007 was primarily due to a $69.2 million increase in gross profit resulting from increased comparable store sales and additional sales from corporate-owned stores opened during fiscal 2006 and fiscal 2007, the settlement of a lawsuit in fiscal 2006 of $7.2 million, and partially offset by an increase of $41.6 million in selling, general and administrative expenses.

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On a segment basis, we determine income from operations without taking into account our general corporate expenses such as corporate employee costs, travel expenses and corporate rent. For purposes of our management s analysis of our financial results, we have allocated some general product expenses to our corporate-owned stores segment. For example, all expenses related to our production, design, merchandise and distribution departments have been allocated to this segment.

Income from operations (before general corporate expenses) from:

our corporate-owned stores segment increased $42.4 million, or 113%, to $79.8 million for fiscal 2007 from $37.4 million for fiscal 2006 primarily due to an increase in corporate-owned stores gross profit of $68.5 million, offset by an increase of $17.1 million in store employee expenses and an increase of $9.0 million in other store expenses;

our franchises segment decreased $1.9 million, or 18%, to $8.8 million in fiscal 2007 from $10.7 million in fiscal 2006 primarily as a result of franchises income from operations of $4.5 million included in the comparative period shifting to corporate-owned stores income from operations when we acquired three franchise stores in Calgary, partially offset by increased franchise income from operations of $2.6 million from our remaining franchise locations; and

our other segment increased $2.9 million, or 108%, to $5.6 million in fiscal 2007 from $2.7 million in fiscal 2006 primarily due to an increase in revenue of $4.6 million, offset by an increase of $3.0 million in product costs.

Income from operations also includes general corporate expenses. General corporate expenses increased $10.3 million, or 32%, to $42.7 million in fiscal 2007 from $32.4 million in fiscal 2006 primarily due to an increase in corporate employee costs of $6.0 million, an increase in depreciation and amortization expense of $0.6 million, and an increase in other corporate expenses of $1.4 million, partially offset by a $1.4 million decrease in professional fees.

Other Income, net

Interest income increased $1.0 million, to $1.2 million in fiscal 2007 from $0.2 million in fiscal 2006 due to higher average cash balances.

Interest expense increased $0.1 million, to $0.2 million in fiscal 2007 from $0.1 million in fiscal 2006 due to higher average borrowings on our line of credit.

Provision for Income Taxes

Provision for income taxes increased $11.7 million, to $20.5 million in fiscal 2007 from $8.8 million in fiscal 2006. In fiscal 2007, our effective tax rate was 38.9% compared to 52.3% in fiscal 2006. In both fiscal 2006 and fiscal 2007, we generated losses in the United States which we were unable to offset against our income in Canada for tax purposes. In fiscal 2006 and fiscal 2007, we also incurred stock-based compensation expenses of $2.6 million and $5.9 million, respectively, a portion of which were not deductible for tax purposes during these periods.

Net Income

Net income increased $23.2 million, to $30.8 million in fiscal 2007 from $7.7 million in fiscal 2006. The increase in net income of $23.2 million in fiscal 2007 was a result of an increase in gross profit of $69.2 million resulting from increased comparable store sales, additional sales from corporate-owned stores opened and the strengthening of the average rate for the Canadian dollar against the U.S. dollar during the period and the settlement of a lawsuit in fiscal 2006 of $7.2 million, offset by increases in selling, general and administrative expenses of $41.5 million and an increase of $11.7 million in provision for income taxes.

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Seasonality

In fiscal 2008, fiscal 2007 and fiscal 2006, we recognized a significant amount of our net revenue in the fourth quarter due to significant increases in sales during the holiday season. We recognized 29%, 39% and 35% of our full year gross profit in the fourth quarter in fiscal 2008, fiscal 2007 and fiscal 2006, respectively. Despite the fact that we have experienced a significant amount of our net revenue and gross profit in the fourth quarter of our fiscal year, we believe that the true extent of the seasonality or cyclical nature of our business may have been overshadowed by our rapid growth to date.

The level of our working capital reflects the seasonality of our business. We expect inventory, accounts payable and accrued expenses to be higher in the third and fourth quarters in preparation for the holiday selling season. Because our products are sold primarily through our stores, order backlog is not material to our business.

Liquidity and Capital Resources

Our cash requirements are principally for working capital and capital expenditures, principally the build-out cost of new stores, renovations of existing stores, and improvements to our distribution facility and corporate infrastructure. Our need for working capital is seasonal, with the greatest requirements from August through the end of November each year as a result of our inventory build-up during this period for our holiday selling season. Historically, our main sources of liquidity have been cash flow from operating activities, borrowings under our existing and previous revolving credit facilities, and proceeds from equity offerings, including our initial public offering.

As of February 1, 2009, our working capital (excluding cash and cash equivalents) was $14.9 million and our cash and cash equivalents was $56.8 million.

The following table summarizes our net cash flows provided by and used in operating, investing and financing activities for the periods indicated:

	Fiscal Year Ended		
	February 1, 2009	February 3, 2008	January 31, 2007
		(In thousands)	
Total cash provided by (used in):			
Operating activities	$ 46,443	$ 36,481	$ 25,449
Investing activities	(46,795)	(35,235)	(13,350)
Financing activities	13,461	31,412	669
Effect of exchange rate changes	(8,857)	4,393	(616)
Increase in cash and cash equivalents	$ 4,252	$ 37,051	$ 12,152

Operating Activities

Operating Activities consist primarily of net income adjusted for certain non-cash items, including depreciation and amortization, deferred income taxes, realized gains and losses on property and equipment, stock-based compensation expense and the effect of the changes in non-cash working capital items, principally accounts receivable, inventories, accounts payable and accrued expenses.

In fiscal 2008, cash provided by operating activities increased $10.0 million, to $46.4 million compared to cash provided by operating activities of $36.5 million in fiscal 2007. The $10.0 million increase was primarily a result of increased net income as we expanded our store base and a net decrease in the change in other working capital balances, partially offset by a decrease in items not affecting cash. The net decrease in the change in other working capital balances was primarily due to an increase in accrued liabilities resulting from a provision for impairment and lease exit costs and was partially offset by an increase in the change in inventories as we build up spring and summer inventories for a larger store base. The decrease in items not affecting cash was primarily due to decreases in excess tax benefits from stock-based compensation and deferred income taxes, and was partially offset by an increase in depreciation and amortization related to our increased store base.

Depreciation and amortization relate almost entirely to leasehold improvements, furniture and fixtures, computer hardware and software, equipment and vehicles in our stores and other corporate buildings.

Depreciation and amortization increased $7.5 million to $15.8 million in fiscal 2008 from $8.2 million in fiscal 2007. Depreciation for our corporate-owned store segment was $10.6 million, $6.1 million and $3.1 million in fiscal 2008, fiscal 2007 and fiscal 2006, respectively. Depreciation related to corporate activities was $5.3 million, $2.1 million and $1.1 million in fiscal 2008, fiscal 2007 and fiscal 2006, respectively. We have not allocated any depreciation to our franchises or other segments as these amounts to date have been immaterial.

Investing Activities

Investing Activities relate entirely to capital expenditures, investments in and advances to franchises, and acquisitions of franchised stores.

Cash used in investing activities increased $11.6 million, to $46.8 million in fiscal 2008 from $35.2 million in fiscal 2007. This increase in cash used in investing activities represents an increase in the number of new stores as well as store improvements on a larger store base. Capital expenditures for our corporate-owned stores segment were $30.1 million in fiscal 2008 which included $27.0 million to open 34 corporate-owned stores (not including three acquired franchise stores), and $20.7 million in fiscal 2007, which included $17.0 million to open 28 stores (not including three acquired franchise store). The remaining capital expenditures for our corporate-owned stores segment in each period were for ongoing store refurbishment. Capital expenditures related to corporate activities and administration were $10.9 million and $9.3 million in fiscal 2008 and fiscal 2007, respectively. The capital expenditures in each period for corporate activities and administration were for improvements at our head office and other corporate buildings as well as investments in information technology. There were no capital expenditures associated with our franchises and other segments. Investment in and advances to franchises are to LULULEMON ATHLETICA (AUSTRALIA) PTY LTD. In fiscal 2008, fiscal 2007 and fiscal 2006, we purchased our franchises in Victoria, British Columbia and Bellevue, Washington for $3.4 million, Calgary, Alberta for $5.6 million and Portland, Oregon for $0.5 million, respectively.

Capital expenditures are expected to range between $12.0 million to $13.0 million in fiscal 2009, including approximately $3.2 million for approximately six new stores, approximately $4.0 million for information technology enhancements and the remainder for ongoing store maintenance and for corporate activities. This does not include capital expenditures for our internet retail website which we expect to launch in early 2009.

Financing Activities

Financing Activities consist primarily of costs related to our initial public offering, cash received on the exercise of stock options and excess tax benefits from stock-based compensation. Cash provided by financing activities decreased $18.0 million, to $13.5 million in fiscal 2008 from $31.4 million in fiscal 2007. The decrease in cash provided by financing activities was primarily due to a decrease of $31.4 million in proceeds from our initial public offering, net of offering costs offset by an increase of excess tax benefits from stock-based compensation of $12.0 million and proceeds from exercise of stock options $1.4 million.

We believe that our cash from operations, proceeds from our initial public offering and borrowings available to us under our revolving credit facility will be adequate to meet our liquidity needs and capital expenditure requirements for at least the next 24 months. Our cash from operations may be negatively impacted by a decrease in demand for our products as well as the other factors described in Risk Factors. In addition, we may make discretionary capital improvements with respect to our stores, distribution facility, headquarters, or other systems, which we would expect to fund through the issuance of debt or equity securities or other external financing sources to the extent we were unable to fund such capital expenditures out of our cash from operations.

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Revolving Credit Facility

In April 2007, we entered into an uncommitted senior secured demand revolving credit facility with Royal Bank of Canada. The revolving credit facility provides us with available borrowings in an amount up to CDN$20.0 million. The revolving credit facility must be repaid in full on demand and is available by way of prime loans in Canadian currency, U.S. base rate loans in U.S. currency, bankers acceptances, LIBOR based loans in U.S. currency or Euro currency, letters of credit in Canadian currency or U.S. currency and letters of guaranty in Canadian currency or U.S. currency. The revolving credit facility bears interest on the outstanding balance in accordance with the following: (i) prime rate for prime loans; (ii) U.S. base rate for U.S. based loans; (iii) a fee of 1.125% per annum on bankers acceptances; (iv) LIBOR plus 1.125% per annum for LIBOR based loans; (v) a 1.125% annual fee for letters of credit; and (vi) a 1.125% annual fee for letters of guaranty. Both lululemon usa inc. and lululemon FC USA inc., Inc. provided Royal Bank of Canada with guarantees and postponements of claims in the amounts of CDN$20.0 million with respect to lululemon athletica canada inc. s obligations under the revolving credit facility. The revolving credit facility is also secured by all of our present and after acquired personal property, including all intellectual property and all of the outstanding shares we own in our subsidiaries. As of February 1, 2009, aside from the letters of credit and guarantees, we had $nil in borrowings outstanding under this credit facility.

Contractual Obligations and Commitments

Leases. We lease certain corporate-owned store locations, storage spaces, building and equipment under non-cancelable operating leases. Our leases generally have initial terms of between five and 10 years, and generally can be extended only in five-year increments, if at all. Our leases expire at various dates between 2009 and 2019, excluding extensions at our option. A substantial number of our leases for corporate-owned store premises include renewal options and certain of our leases include rent escalation clauses, rent holidays and leasehold rental incentives, none of which are reflected in the following table. Most of our leases for corporate-owned store premises also include contingent rental payments based on sales volume, the impact of which also are not reflected in the following table. During the third quarter of fiscal 2008 we were released from our contractual obligation related to the new store support center head office location in Vancouver, British Columbia. The following table summarizes our contractual arrangements as of February 1, 2009, and the timing and effect that such commitments are expected to have on our liquidity and cash flows in future periods:

	Payments Due by Year Ending						
	Total	2010	2011	2012	2013	2014	Thereafter
	(In thousands)						
Operating Leases (minimum rent)*	$ 211,598	$ 23,754	$ 24,439	$ 23,270	$ 23,624	$ 23,522	$ 92,989

* Includes $250, $250 and $270 for each of the years ending in 2010, 2011 and thereafter for one store lease which was terminated on May 15, 2007.

Franchise Agreements. As of February 1, 2009, we operated five stores in North America and five stores in Australia through franchise agreements. Under the terms of our franchise agreements, unless otherwise approved by us, franchisees are permitted to sell only lululemon athletica products, are required to purchase their inventory from us, which we sell at a slight premium to our cost, and are required to pay us a royalty based on a percentage of their gross sales. Additionally, under some of our franchise agreements, we have the ability to repurchase franchises at a price equal to a specified percentage of trailing 12-month sales. During the year ended January 31, 2007, we and a franchisee mutually terminated our franchise agreement. The franchisee had commenced operations during the prior year. We paid the franchisee a negotiated amount of $527,590 that was recognized as a loss on the termination of the agreement and charged to selling, general and administrative expenses. The amount represented compensation for working capital that we abandoned and the return of the initial franchise fee of $10,000.

Off-Balance Sheet Arrangements

We enter into documentary letters of credit to facilitate the international purchase of merchandise. We also enter into standby letters of credit to secure certain of our obligations, including insurance programs and duties related to import purchases. As of February 1, 2009, letters of credit and letters of guarantee totaling $1.7 million have been issued.

Other than these standby letters of credit, we do not have any off-balance sheet arrangements, investments in special purpose entities or undisclosed borrowings or debt. In addition, we have not entered into any derivative contracts or synthetic leases.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions. Predicting future events is inherently an imprecise activity and, as such, requires the use of judgment. Actual results may vary from estimates in amounts that may be material to the financial statements. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact our consolidated financial statements.

We believe that the following critical accounting policies affect our more significant estimates and judgments used in the preparation of our consolidated financial statements:

Revenue Recognition. Net revenue is comprised of corporate-owned store net revenue, which includes sales to customers through corporate-owned stores (including stores operated by our majority-owned joint venture), franchise licensing fees and royalties as well as sales of products to franchisees, and other net revenue, which includes sales to wholesale accounts, telephone sales, warehouse sales and sales from company-operated showrooms, in each case, less returns and discounts. Sales to customers through corporate-owned stores are recognized at the point of sale, net of an estimated allowance for sales returns. Franchise licensing fees and royalties are recognized when earned, in accordance with the terms of the franchise/license agreements. Royalties are based on a percentage of the franchisees sales and recognized when those sales occur. Franchise fee net revenue arising from the sale of a franchise is recognized when the agreement has been signed and all of our substantial obligations have been completed. Other net revenue, generated by sales to wholesale accounts, telephone sales, including related shipping and handling charges, and showroom sales are recognized when those sales occur, net of an estimated allowance for sales returns. Other net revenue related to warehouse sales are recognized when these sales occur. Amounts billed to customers for shipping and handling are recognized at the time of shipment.

Sales are reported on a net revenue basis, which is computed by deducting from our gross sales the amount of sales taxes, actual product returns received, discounts and an amount established for anticipated sales returns. Our estimated allowance for sales returns is a subjective critical estimate that has a direct impact on reported net revenue. This allowance is calculated based on a history of actual returns, estimated future returns and any significant future known or anticipated events. Consideration of these factors results in an estimated allowance for sales returns. Our standard terms for retail sales limit returns to approximately 14 days after the sale of the merchandise. For our wholesale sales, we allow returns from our wholesale customers if properly requested and approved. Employee discounts are classified as a reduction of net revenue. We account for gift cards by recognizing a liability at the time a gift card is sold, and recognizing net revenue at the time the gift card is redeemed for merchandise. We review our gift card liability on an ongoing basis and recognize our estimate of the unredeemed gift card liability on a ratable basis over the estimated period of redemption.

Accounts Receivable. Accounts receivable primarily arise out of sales to wholesale accounts, sales of products and royalties on sales owed to us by our franchises. The allowance for doubtful accounts represents management s best estimate of probable credit losses in accounts receivable. This allowance is established based on the specific circumstances associated with the credit risk of the receivable, the size of the accounts receivable balance, aging of accounts receivable balances and our collection history and other relevant information. The allowance for doubtful accounts is reviewed on a monthly basis. Receivables are charged to the allowance when management believes the account will not be recovered.

Inventory. Inventory is valued at the lower of cost and market. Cost is determined using weighted-average costs. For finished goods and work-in-process, market is defined as net realizable value, and for raw materials, market is defined as replacement cost. Cost of inventories includes all costs incurred to deliver inventory to our distribution centers including freight, duty and other landing costs. During fiscal 2006, we initiated a new purchasing strategy that requires our manufacturers to acquire the raw materials used in the manufacturing of our apparel products. Because we will no longer be required to acquire these raw materials, we expect raw materials and work in process inventories to decline.

We periodically review our inventories and make provisions as necessary to appropriately value obsolete or damaged goods. The amount of the markdown is equal to the difference between the book cost of the inventory and its estimated market value based upon assumptions about future demands, selling prices and market conditions. In fiscal 2008, we wrote-off $0.9 million of inventory and in fiscal 2007 we wrote-off $0.8 million of inventory.

Property and Equipment. Property and equipment are recorded at cost less accumulated depreciation. Costs related to software used for internal purposes are capitalized in accordance with the provisions of the Statement of Position 98-1, *Accounting for Costs of Computer Software Developed or Obtained for Internal Use* whereby direct internal and external costs incurred during the application development stage or for upgrades that add functionality are capitalized. All other costs related to internal use software are expensed as incurred. Leasehold improvements are amortized on a straight-line basis over the lesser of the length of the lease, without consideration of option renewal periods and the estimated useful life of the assets, up to a maximum of five years. All other property and equipment are amortized using the declining balance method as follows:

Furniture and fixtures	20%
Computer hardware and software	30%
Equipment and vehicles	30%

We account for asset retirement obligations under FASB Interpretation No. 47 (FIN 47), Accounting for Conditional Asset Retirement Obligations an interpretation of FASB Statement No. 143. FIN 47 requires recognition of a liability for the fair value of a required asset retirement obligation (ARO) when such obligation is incurred. Our AROs are primarily associated with leasehold improvements which, at the end of a lease, we are contractually obligated to remove in order to comply with the lease agreement. At the inception of a lease with such conditions, we record an ARO liability and a corresponding capital asset in an amount equal to the estimated fair value of the obligation. The liability is estimated based on a number of assumptions requiring management s judgment, including store closing costs, cost inflation rates and discount rates, and is accreted to its projected future value over time. The capitalized asset is depreciated using the convention for depreciation of leasehold improvement assets. Upon satisfaction of the ARO conditions, any difference between the recorded ARO liability and the actual retirement costs incurred is recognized as an operating gain or loss in the consolidated statements of earnings. Prior to fiscal 2008 these obligations were not material.

We account for lease termination costs under FASB Statement of Financial Accounting Standards No. 146 (SFAS 146), Accounting for Costs Associated with Exit or Disposal Activities. SFAS 146 requires a liability for a cost associated with an exit or disposal activity to be recognized and measured initially at its fair value in the period in which the liability is incurred. We estimate fair value at the cease-use date of its operating leases as the remaining lease rentals, reduced by estimated sublease rentals that could be reasonably obtained for the property, even where we does not intend to enter into a sublease. Estimating the cost of certain lease exit costs involves subjective assumptions, including the time it would take to sublease the leased location and the related potential sublease income. The estimated accruals for these costs could be significantly affected if future experience differs from that used in the initial estimate. Lease exit costs are included in provision for impairment and lease exit costs.

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Long-Lived Assets. Long-lived assets, including intangible assets with finite useful lives, held for use are evaluated for impairment when the occurrence of events or changes in circumstances indicates that the carrying value of the assets may not be recoverable as measured by comparing their net book value to the estimated future cash flows generated by their use and eventual disposition. Impaired assets are recorded at fair value, determined principally by discounting the future cash flows expected from their use and eventual disposition. Reductions in asset values resulting from impairment valuations are recognized in earnings in the period that the impairment is determined. Long-lived assets, including intangible assets with finite useful lives, held for sale are reported at the lower of the carrying value of the asset and fair value less cost to sell. Any write-downs to reflect fair value less selling cost is recognized in income when the asset is classified as held for sale. Gains or losses on assets held for sale and asset dispositions are included in provision for impairment and lease exit costs.

Income Taxes. We follow the liability method with respect to accounting for income taxes. Deferred tax assets and liabilities are determined based on temporary differences between the carrying amounts and the tax basis of assets and liabilities. Deferred income tax assets and liabilities are measured using enacted tax rates that will be in effect when these differences are expected to reverse. Deferred income tax assets are reduced by a valuation allowance, if based on the weight of available positive and negative evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

On February 1, 2007 the Company adopted the provisions of Financial Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), which clarifies the accounting for uncertainty in income taxes recognized in a company s financial statements in accordance with Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*. FIN 48 prescribes a recognition threshold and measurement process for recording in the financial statements uncertain tax positions taken or expected to be taken in a tax return. Additionally, FIN 48 provides guidance on the de-recognition, classification, interest and penalties, accounting in interim periods, and disclosure requirements for uncertain tax positions.

The recognition of a deferred income tax asset is based upon several assumptions and management forecasts, including current and proposed tax legislation, current and anticipated taxable income, utilization of previously unrealized non-operating loss carry forwards and regulatory reviews of tax filings. Given the judgments and estimates required and the sensitivity of the results to the significant assumptions used, we believe the accounting estimates used in relation to the recognition of deferred income tax assets are subject to measurement uncertainty and are susceptible to a material change if the underlying assumptions change.

We file income tax returns in the United States, Canada and various foreign and state jurisdictions. We are subject to income tax examination by tax authorities in all jurisdictions from our inception to date. Our policy is to recognize interest expense and penalties related to income tax matters as tax expense. At February 1, 2009, we do not have any significant accruals for interest related to unrecognized tax benefits or tax penalties. Our intercompany transfer pricing policies will be subject to audits by various foreign tax jurisdictions. Although we believe that our intercompany transfer pricing policies and tax positions are reasonable, the final determination of tax audits or potential tax disputes may be materially different from that which is reflected in our income tax provisions and accruals.

Goodwill and Intangible Assets. Intangible assets are recorded at cost. Non-competition agreements are amortized on a straight-line basis over their estimated useful life of five years. Reacquired franchise rights are amortized on a straight-line basis over their estimated useful lives of 10 years. Goodwill represents the excess of the purchase price over the fair market value of identifiable net assets acquired and is not amortized. Goodwill and intangible assets with indefinite useful lives are tested for impairment annually or more frequently when an event or circumstance indicates that goodwill or indefinite useful live intangible assets might be impaired. We use our best estimates and judgment based on available evidence in conducting the impairment testing. When the carrying amount exceeds the fair value, an impairment loss is recognized in an amount equal to the excess of the carrying value over its fair market value.

Stock-Based Compensation. We account for stock-based compensation using the fair value method as required by Statement of Financial Accounting Standards No. 123 (Revised 2004), Share Based Payments (SFAS 123(R)). The fair value of awards granted is estimated at the date of grant and recognized as employee compensation expense on a straight-line basis over the requisite service period with the offsetting credit to additional paid-in capital. Our calculation of stock-based compensation requires us to make a number of complex and subjective estimates and assumptions, including future forfeitures, stock price volatility, expected life of the options and related tax effects. Prior to our initial public offering, our board of directors determined the estimated fair value of our common stock on the date of grant based on a number of factors, most significantly our implied enterprise value based upon the purchase price of our securities sold in December 2005 pursuant to an arms-length private placement to a group of private equity investors. The estimation of stock awards that will ultimately vest requires judgment, and to the extent actual results differ from our estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. We consider several factors when estimating expected forfeitures, such as types of awards, size of option holder group and anticipated employee retention. Actual results may differ substantially from these estimates. Expected volatility of the stock is based on our review of companies we believe of similar growth and maturity and our peer group in the industry in which we do business because we do not have sufficient historical volatility data for our own stock. The expected term of options granted is derived from the output of the option valuation model and represents the period of time that options granted are expected to be outstanding. In the future, as we gain historical data for volatility in our own stock and the actual term employees hold our options, expected volatility and expected term may change which could substantially change the grant-date fair value of future awards of stock options and, ultimately, the expense we record. For awards with service and/or performance conditions, the total amount of compensation expense to be recognized is based on the number of awards that are expected to vest and is adjusted to reflect those awards that do ultimately vest. For awards with performance conditions, we recognize the compensation expense over the requisite service period as determined by a range of probability weighted outcomes. For awards with market and or performance conditions, all compensation expense is recognized if the underlying market or performance conditions are fulfilled. Certain employees are entitled to share-based awards from one of our stockholders. These awards are accounted for as employee compensation expense in accordance with the above noted policies. We commenced applying SFAS 123(R) when we introduced share based awards for our employees in the year ended January 31, 2006.

Recent Accounting Pronouncements

In February 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS 159). This Statement permits entities to choose to measure various financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. We adopted SFAS 159 on February 4, 2008 and did not elect the fair value option for any of its eligible financial assets or liabilities.

In September 2006, the FASB issued Statement of Financial Accounting Standard No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements and accordingly does not require any new fair value measurements. The provisions of SFAS 157 are to be applied prospectively as of the beginning of the fiscal year in which it is initially applied, with any transition adjustment recognized as a cumulative-effect adjustment to the opening balance of retained earnings. The provisions of SFAS 157 are effective for fiscal years beginning after November 15, 2007, however the FASB has delayed the effective date of SFAS 157 to fiscal years beginning after November 15, 2008 for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. The adoption of SFAS 157 for financial assets and liabilities in the first two quarters of fiscal 2008 did not have a material impact on our consolidated financial statements. We are currently evaluating the impact of the adoption of SFAS 157 for nonfinancial assets and nonfinancial liabilities on its financial position and results of operations.

In December 2007, the FASB issued Statement of Financial Accounting Standard No. 141R, *Business Combinations (revised 2007)* (SFAS 141R). SFAS 141R replaces SFAS 141 and requires the acquirer of a business to recognize and measure the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree at fair value. SFAS 141R also requires transaction costs related to the business combination to be expensed as incurred. SFAS 141R is effective for business combinations for which the acquisition date is on or after fiscal years beginning after December 15, 2008. We do not believe the adoption of SFAS 141R will have a material impact on our consolidated financial statements.

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ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in interest rates and foreign currency exchange rates. We do not hold or issue financial instruments for trading purposes.

Foreign Currency Exchange Risk. We currently generate a majority of our net revenue in Canada. The reporting currency for our consolidated financial statements is the U.S. dollar. Historically, our operations were based largely in Canada. As of February 1, 2009, we operated 42 stores in Canada. As a result, we have been impacted by changes in exchange rates and may be impacted materially for the foreseeable future. As we recognize net revenue from sales in Canada in Canadian dollars, and the U.S. dollar has strengthened during fiscal 2008, it has had a negative impact on our Canadian operating results upon translation of those results into U.S. dollars for the purposes of consolidation. However, the loss in net revenue was partially offset by lower cost of sales and lower selling, general and administrative expenses that are generated in Canadian dollars. The 2% depreciation in the relative value of the U.S. dollar compared to the Canadian dollar in fiscal 2008 versus fiscal 2007 has resulted in lost income from operations of approximately $3.7 million for fiscal 2008. To the extent the ratio between our net revenue generated in Canadian dollars increases as compared to our expenses generated in Canadian dollars, we expect that our results of operations will be further impacted by changes in exchange rates. We do not currently hedge foreign currency fluctuations. However, in the future, in an effort to mitigate losses associated with these risks, we may at times enter into derivative financial instruments, although we have not historically done so. We do not, and do not intend to, engage in the practice of trading derivative securities for profit.

Interest Rate Risk. In April 2007, we entered into an uncommitted senior secured demand revolving credit facility with Royal Bank of Canada. The revolving credit facility provides us with available borrowings in an amount up to CDN$20.0 million. Because our revolving credit facility bears interest at a variable rate, we will be exposed to market risks relating to changes in interest rates, if we have a meaningful outstanding balance. As of February 1, 2009, we had no outstanding borrowings under our revolving facility. We had small outstanding balances under our revolving facility during fiscal 2008 as we built inventory and working capital for the holiday selling season, but we do not believe we are significantly exposed to changes in interest rate risk. We currently do not engage in any interest rate hedging activity and currently have no intention to do so in the foreseeable future. However, in the future, if we have a meaningful outstanding balance under our revolving facility, in an effort to mitigate losses associated with these risks, we may at times enter into derivative financial instruments, although we have not historically done so. These may take the form of forward sales contracts, option contracts, and interest rate swaps. We do not, and do not intend to, engage in the practice of trading derivative securities for profit.

Inflation

Inflationary factors such as increases in the cost of our product and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling, general and administrative expenses as a percentage of net revenue if the selling prices of our products do not increase with these increased costs.

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ITEM 8. *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA*

lululemon athletica inc. and Subsidiaries

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS   REPORT

To the Board of Directors and Shareholders of lululemon athletica inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, stockholders   equity and cash flows present fairly, in all material respects, the financial position of lululemon athletica inc. as at February 1, 2009 and February 3, 2008, and the results of its operations and its cash flows for each of the years in the three year period ended February 1, 2009 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as at February 1, 2009, based on criteria established in *Internal Control   Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company   s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management   s Annual Report on Internal Control Over Financial Reporting under Item 9A of its Annual Report on Form 10-K. Our responsibility is to express an opinion on these financial statements and an opinion on the Company   s internal control over financial reporting based on our audits (which was an integrated audit for the year ended February 1, 2009). We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company   s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company   s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company   s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Chartered Accountants
Vancouver, BC

March 25, 2009

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lululemon athletica inc. and Subsidiaries

CONSOLIDATED BALANCE SHEETS

	February 1, 2009	February 3, 2008
ASSETS		
Current assets		
Cash and cash equivalents	$ 56,796,981	$ 52,544,971
Accounts receivable	4,029,032	4,302,430
Inventories	52,050,891	37,931,990
Prepaid expenses and other current assets	4,111,024	2,518,692
Assets of discontinued operations		3,038,498
	116,987,928	100,336,581
Property and equipment, net	61,661,813	43,604,970
Goodwill and intangible assets, net	8,160,334	8,118,588
Deferred income taxes	19,373,559	1,124,595
Other non-current assets	5,452,735	1,907,503
	$ 211,636,369	$ 155,092,237
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Accounts payable	$ 5,269,423	$ 5,397,102
Accrued liabilities	22,103,034	7,247,055
Accrued compensation and related expenses	5,861,807	7,986,463
Income taxes payable	2,133,036	5,719,804
Unredeemed gift card liability	9,277,536	8,113,953
Other current liabilities	690,081	780,851
Liabilities of discontinued operations		895,249
	45,334,917	36,140,477
Other non-current liabilities	11,300,713	6,721,213
Deferred income taxes	158,054	196,538
	56,793,684	43,058,228
Stockholders equity		
Undesignated preferred stock, $0.01 par value, 5,000,000 shares authorized, none issued and outstanding		
Exchangeable stock, no par value, 30,000,000 shares authorized, issued and outstanding 19,517,370 and 20,935,041		
Special voting stock, $0.00001 par value, 30,000,000 shares authorized, issued and outstanding 19,517,370 and 20,935,041	195	209

Common stock, $0.01 par value, 200,000,000 shares authorized, issued and outstanding 50,422,315 and 46,684,700	504,223	466,847
Additional paid-in capital	155,960,785	136,004,955
Retained earnings	9,528,271	(29,834,956)
Accumulated other comprehensive income	(11,150,789)	5,396,954
	154,842,685	112,034,009
	$ 211,636,369	$ 155,092,237

See accompanying notes to the consolidated financial statements

lululemon athletica inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF OPERATIONS

	Fiscal Year Ended		
	February 1, 2009	**February 3, 2008**	**January 31, 2007**
Net revenue	$ 353,488,212	$ 269,942,362	$ 147,964,195
Cost of goods sold	174,420,844	125,014,988	72,249,501
Gross profit	179,067,368	144,927,374	75,714,694
Operating expenses:			
Selling, general and administrative expenses	118,098,347	93,376,167	51,862,736
Provision for impairment and lease exit costs	4,404,855		
Settlement of lawsuit			7,228,310
Income from operations	56,564,166	51,551,207	16,623,648
Other income (expense), net	821,412	1,029,118	104,404
Income before provision for income taxes	57,385,578	52,580,325	16,728,052
Provision for income taxes	16,883,986	20,464,444	8,751,675
Net income from continuing operations	40,501,592	32,115,881	7,976,377
Net loss from discontinued operations	(1,138,365)	(1,273,429)	(310,046)
Net income	$ 39,363,227	$ 30,842,452	$ 7,666,331
Basic earnings (loss) per share			
Continuing operations	$ 0.59	$ 0.48	$ 0.12
Discontinued operations	(0.02)	(0.02)	
Net basic earnings per share	$ 0.57	$ 0.46	$ 0.12
Diluted earnings (loss) per share			
Continuing operations	$ 0.57	$ 0.47	$ 0.12
Discontinued operations	(0.02)	(0.02)	
Net diluted earnings per share	$ 0.55	$ 0.45	$ 0.12
Basic weighted-average number of shares outstanding	68,710,746	66,430,022	65,156,625
Diluted weighted-average number of shares outstanding	70,942,424	69,297,878	65,303,839

See accompanying notes to the consolidated financial statements

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY