WILLIAMS SONOMA INC
Form 10-Q
December 12, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended November 2, 2008.

or

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

For the transition period from ______________ to ______________

Commission File Number: 001-14077

WILLIAMS-SONOMA, INC.

(Exact name of registrant as specified in its charter)

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

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

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

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

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

Large accelerated filer _ü_	Accelerated filer ___
Non-accelerated filer ___ (Do not check if a smaller reporting company)	Smaller reporting company ___

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

As of November 30, 2008, 105,663,960 shares of the registrant s Common Stock were outstanding.

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WILLIAMS-SONOMA, INC.

REPORT ON FORM 10-Q

FOR THE QUARTER ENDED NOVEMBER 2, 2008

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PART I. FINANCIAL INFORMATION

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ITEM 1. FINANCIAL STATEMENTS

WILLIAMS-SONOMA, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

Dollars and shares in thousands, except per share amounts	November 2, 2008	February 3, 2008	October 28, 2007
ASSETS			
Current assets			
Cash and cash equivalents	$ 22,994	$ 118,950	$ 16,285
Accounts receivable	47,113	48,052	58,199
Merchandise inventories, net	694,597	693,661	769,727
Prepaid catalog expenses	53,880	54,907	75,650
Prepaid expenses	50,904	32,276	34,266
Deferred income taxes	91,564	91,843	71,111
Other assets	9,106	10,086	7,601
Total current assets	970,158	1,049,775	1,032,839
Property and equipment, net	976,307	981,075	973,997
Non-current deferred income taxes	42,858	44,997	33,231
Other assets	16,796	18,007	17,805
Total assets	$ 2,006,119	$ 2,093,854	$ 2,057,872
LIABILITIES AND SHAREHOLDERS EQUITY			
Current liabilities			
Accounts payable	$ 232,669	$ 197,561	$ 241,901
Accrued salaries, benefits and other	82,086	95,383	90,850
Customer deposits	190,996	201,743	199,508
Income taxes payable	3,305	83,984	3,099
Current portion of long-term debt	14,568	14,734	15,769
Borrowings under line of credit	-	-	70,000
Other liabilities	12,762	18,129	24,330
Total current liabilities	536,386	611,534	645,457
Deferred rent and lease incentives	267,454	247,836	247,757
Long-term debt	10,050	11,238	11,468
Other long-term obligations	47,095	57,523	60,707
Total liabilities	860,985	928,131	965,389
Commitments and contingencies			
Shareholders equity			
Preferred stock, $.01 par value, 7,500 shares authorized, none issued	-	-	-
Common stock, $.01 par value, 253,125 shares authorized, issued and outstanding: 105,664, 105,349 and 107,079 shares at November 2, 2008, February 3, 2008 and October 28, 2007, respectively	1,056	1,054	1,071
Additional paid-in capital	411,361	403,217	399,558
Retained earnings	725,674	746,201	675,983
Accumulated other comprehensive income	7,043	15,251	15,871
Total shareholders equity	1,145,134	1,165,723	1,092,483
Total liabilities and shareholders equity	$ 2,006,119	$ 2,093,854	$ 2,057,872

See Notes to Condensed Consolidated Financial Statements.

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WILLIAMS-SONOMA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

Dollars and shares in thousands, except per share amounts	Thirteen Weeks Ended November 2, 2008	Thirteen Weeks Ended October 28, 2007	Thirty-Nine Weeks Ended November 2, 2008	Thirty-Nine Weeks Ended October 28, 2007
Net revenues	$ 752,052	$ 895,132	$ 2,353,457	$ 2,570,579
Cost of goods sold	511,572	553,051	1,557,911	1,606,433
Gross margin	240,480	342,081	795,546	964,146
Selling, general and administrative expenses	259,858	297,212	772,618	847,967
Interest income	223	322	987	3,823
Interest expense	381	512	1,156	1,548
Earnings (loss) before income taxes	(19,536)	44,679	22,759	118,454
Income tax expense (benefit)	(8,538)	17,602	4,926	47,261
Net earnings (loss)	$ (10,998)	$ 27,077	$ 17,833	$ 71,193
Basic earnings (loss) per share	$ (0.10)	$ 0.25	$ 0.17	$ 0.65
Diluted earnings (loss) per share	$ (0.10)	$ 0.25	$ 0.17	$ 0.64
Shares used in calculation of earnings/loss per share:				
Basic	105,635	108,308	105,501	109,743
Diluted	105,635	110,389	107,016	111,962

See Notes to Condensed Consolidated Financial Statements.

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WILLIAMS-SONOMA, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Thirty-Nine Weeks Ended	
	November 2,	October 28,
Dollars in thousands	2008	2007
Cash flows from operating activities:		
Net earnings	$ 17,833	$ 71,193
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization	110,688	102,645
Loss on disposal/impairment of assets	17,762	3,731
Gain on sale of asset	(16,115)	-
Amortization of deferred lease incentives	(23,719)	(21,364)
Deferred income taxes	1,418	(836)
Tax benefit from exercise of stock-based compensation	1,194	2,972
Stock-based compensation expense	6,031	18,829
Other	(416)	-
Changes in:		
Accounts receivable	(5)	(7,910)
Merchandise inventories	(3,017)	(157,080)
Prepaid catalog expenses	1,027	(16,040)
Prepaid expenses and other assets	(17,518)	(6,509)
Accounts payable	33,951	8,295
Accrued salaries, benefits and other current and long-term liabilities	(28,905)	13,361
Customer deposits	(9,933)	11,083
Deferred rent and lease incentives	44,705	29,311
Income taxes payable	(80,661)	(89,828)
Net cash provided by (used in) operating activities	54,320	(38,147)
Cash flows from investing activities:		
Purchases of property and equipment	(158,180)	(159,149)
Proceeds from sale/disposal of assets	46,787	285
Proceeds from software developer reimbursement	-	14,118
Proceeds from insurance reimbursement	632	-
Other	(213)	(429)
Net cash used in investing activities	(110,974)	(145,175)
Cash flows from financing activities:		
Net borrowings under line of credit	-	70,000
Repayments of long-term obligations	(1,354)	(1,438)
Net proceeds from exercise of stock options	461	27,405
Excess tax benefit from exercise of stock-based compensation	1,032	4,926
Payment of dividends	(37,740)	(36,454)
Repurchase of common stock	-	(142,744)
Net cash used in financing activities	(37,601)	(78,305)
Effect of exchange rates on cash and cash equivalents	(1,701)	2,483
Net decrease in cash and cash equivalents	(95,956)	(259,144)
Cash and cash equivalents at beginning of period	118,950	275,429
Cash and cash equivalents at end of period	$ 22,994	$ 16,285

See Notes to Condensed Consolidated Financial Statements.

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WILLIAMS-SONOMA, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Thirty-Nine Weeks Ended November 2, 2008 and October 28, 2007

(Unaudited)

NOTE A. FINANCIAL STATEMENTS - BASIS OF PRESENTATION

These financial statements include Williams-Sonoma, Inc. and its wholly owned subsidiaries (we, us or our). The condensed consolidated balance sheets as of November 2, 2008 and October 28, 2007, and the condensed consolidated statements of operations for the thirteen and thirty-nine weeks ended November 2, 2008 and October 28, 2007 and the condensed consolidated statements of cash flows for the thirty-nine weeks ended November 2, 2008 and October 28, 2007 have been prepared by us, without audit. In our opinion, the financial statements include all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position at the balance sheet dates and the results of operations for the thirteen and thirty-nine weeks then ended. Significant intercompany transactions and accounts have been eliminated. The balance sheet as of February 3, 2008, presented herein, has been derived from our audited balance sheet included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2008.

The results of operations for the thirteen and thirty-nine weeks ended November 2, 2008 are not necessarily indicative of the operating results of the full year.

Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2008.

NOTE B. ACCOUNTING POLICIES

Recent Accounting Pronouncements

On February 4, 2008, we adopted Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*, for all financial assets and liabilities. SFAS No. 157 establishes a standard definition for fair value, provides a framework under generally accepted accounting principles for measuring fair value and expands disclosure requirements for fair value measurements. In December 2007, the Financial Accounting Standards Board (FASB) issued FASB Staff Position (FSP) No. 157-b, *Effective Date of FASB No. 157*, which delayed the effective date of SFAS No. 157 for all nonfinancial assets and liabilities (except those recognized or disclosed at fair value in the financial statements on a recurring basis) to annual reporting periods beginning after November 15, 2008. We do not have significant financial assets and liabilities or nonfinancial assets and liabilities recognized or disclosed at fair value on a recurring basis and, as such, the adoption of SFAS No. 157 did not have a material impact on our consolidated financial position, results of operations or cash flows. Further, we do not expect the adoption of FSP No. 157-b to have a material impact on our consolidated financial position, results of operations or cash flows.

On February 4, 2008, we adopted the provisions of SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115*. SFAS No. 159 permits entities to choose to measure eligible items at fair value at specified election dates and report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The

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adoption of SFAS No. 159 did not have a material impact on our consolidated financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), *Business Combinations* (SFAS 141(R)), which will change the accounting for business combinations. Under SFAS 141(R), an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition date fair value with limited exceptions. SFAS 141(R) will change the accounting treatment for certain specific acquisition-related items, including expensing acquisition-related costs as incurred, valuing non-controlling interests (minority interests) at fair value at the acquisition date, and expensing restructuring costs associated with an acquired business. SFAS 141(R) applies prospectively, with limited exceptions, to business combinations for which the acquisition date is on or after the first fiscal period beginning on or after December 15, 2008. Early adoption is not permitted. Generally, the effect of SFAS 141(R) will depend on future acquisitions and, as such, we do not currently expect the adoption of this Statement to have a material impact on our consolidated financial position, results of operations or cash flows.

NOTE C. STOCK-BASED AND OTHER LONG-TERM INCENTIVE COMPENSATION

We provide long-term compensation to our employees through various equity and cash award programs.

Equity Award Programs

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

Stock-Based Compensation Expense

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

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During the thirteen weeks ended November 2, 2008, we recognized a net stock-based compensation benefit, as a component of selling, general and administrative expenses, of $7,147,000 (expense of $3,342,000 for option awards offset by a net benefit of $10,489,000 for stock awards, which included the approximate $11,023,000 reversal of compensation expense related to performance-based stock awards). During the thirty-nine weeks ended November 2, 2008, we recognized net stock-based compensation expense of $6,031,000 (expense of $12,453,000 for option awards offset by a net benefit of $6,422,000 for stock awards, which included the approximate $11,023,000 reversal of compensation expense related to performance-based stock awards).

During the thirteen weeks ended November 2, 2008, the performance vesting criteria contained within stock awards held by certain employees and our Board of Directors was deemed improbable of being achieved. Accordingly, all compensation expense recorded to date on these awards was reversed.

Subsequently, our Board of Directors modified these stock awards to either remove or modify the performance vesting criteria. These awards are now considered probable of vesting and have been revalued at their current fair market value.

Stock Options

The following table summarizes our stock option activity during the thirty-nine weeks ended November 2, 2008:

	Shares
Balance at February 3, 2008	6,631,149
Granted[1]	-
Exercised	(571,782)
Canceled	(333,844)
Balance at November 2, 2008	5,725,523
Vested at November 2, 2008	5,161,133
Vested plus expected to vest at November 2, 2008	5,660,679

[1] *In fiscal 2006, we began issuing stock-settled stock appreciation rights in lieu of stock option grants. Therefore, no stock options have been granted during the thirty-nine weeks ended November 2, 2008. See the stock-settled stock appreciation rights table below.*

Stock-Settled Stock Appreciation Rights

The following table summarizes our stock-settled stock appreciation rights activity during the thirty-nine weeks ended November 2, 2008:

	Shares
Balance at February 3, 2008	3,286,470
Granted (weighted average fair value of $8.63)	17,000
Converted	-
Canceled	(279,960)
Balance at November 2, 2008	3,023,510
Vested at November 2, 2008	1,233,048
Vested plus expected to vest at November 2, 2008	2,654,828

Subsequent to quarter end, on November 7, 2008, we issued stock-settled stock appreciation rights for 4,706,700 shares of our common stock to certain officers and employees, which vest on a straight-line basis over four years.

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The weighted-average assumptions associated with option awards issued during the thirteen and thirty-nine weeks ended November 2, 2008 and October 28, 2007 are as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 2, 2008[1]	October 28, 2007	November 2, 2008	October 28, 2007
Expected term (years)	-	5.1	5.1	5.0
Expected volatility	-	35.3%	41.5%	33.3%
Risk-free interest rate	-	4.2%	2.9%	4.5%
Dividend yield	-	1%	1.5%	1%

[1]*There were no option awards issued during the thirteen weeks ended November 2, 2008.*

Restricted Stock Units

The following table summarizes our restricted stock unit activity during the thirty-nine weeks ended November 2, 2008:

	Shares
Balance at February 3, 2008	831,800
Granted	473,464
Released	(15,900)
Canceled	(66,186)
Balance at November 2, 2008	1,223,178
Vested at November 2, 2008	-
Expected to vest at November 2, 2008	1,097,408

Other Long-Term Incentive Awards

In fiscal 2008, we began issuing long-term cash-based awards to certain employees. The cash award allows the recipient to receive a fixed cash payment upon vesting, which typically occurs at the end of a four-year service period. Compensation expense for these cash awards is recorded on a straight-line basis over the term of the award based on the value of the award ultimately expected to vest and is recorded as a liability within other long-term liabilities. During the thirteen weeks ended November 2, 2008, no cash awards were issued. During the thirty-nine weeks ended November 2, 2008, we issued cash awards with a fair value of $4,509,000 to employees that vest over four years.

NOTE D. BORROWING ARRANGEMENTS

Credit Facility

As of November 2, 2008, we have a credit facility that provides for a $300,000,000 unsecured revolving line of credit that may be used for loans or letters of credit. Prior to April 4, 2011, we may, upon notice to the lenders, request an increase in the credit facility of up to $200,000,000, to provide for a total of $500,000,000 of unsecured revolving credit. As of November 2, 2008, we were in compliance with our financial covenants under the credit facility. On December 3, 2008, as a proactive response to the significant changes to the macro-environment, we amended our revolving line of credit facility with similar terms to amend our covenants in order to continue to have the liquidity and financial flexibility that our credit facility provides us. The amended revolving line of credit facility contains certain financial covenants, including an amended maximum leverage ratio (funded debt adjusted for lease and rent expense to EBITDAR), the addition of a minimum fixed charge coverage ratio and covenants limiting our ability to repurchase shares of our stock

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or increase our dividend, in addition to covenants limiting our ability to dispose of assets, make acquisitions, be acquired, incur indebtedness, grant liens and make investments. The credit facility contains events of default that include, among others, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, bankruptcy and insolvency events, material judgments, cross defaults to material indebtedness and events constituting a change of control. The occurrence of an event of default will increase the applicable rate of interest by 2.0% and could result in the acceleration of our obligations under the credit facility and an obligation of any or all of our subsidiaries that have guaranteed our credit facility to pay the full amount of our obligations under the credit facility. The amended credit facility continues to mature on October 4, 2011, at which time all outstanding borrowings must be repaid and all outstanding letters of credit must be cash collateralized.

We may elect interest rates calculated at (i) Bank of America s prime rate (or, if greater, the average rate on overnight federal funds plus one-half of one percent, or a rate based on LIBOR plus one percent) plus a margin based on our leverage ratio, or (ii) LIBOR plus a margin based on our leverage ratio. As of November 2, 2008 and October 28, 2007, zero and $70,000,000, respectively, was outstanding under the credit facility. However, as of November 2, 2008, $38,479,000 in issued but undrawn standby letters of credit was outstanding under the credit facility. The standby letters of credit were issued to secure the liabilities associated with workers compensation, other insurance programs and certain debt transactions.

Letter of Credit Facilities

We have five unsecured commercial letter of credit reimbursement facilities, each of which expires on September 4, 2009. The aggregate credit available under all letter of credit facilities is $165,000,000. Consistent with our revolving line of credit facility, on December 3, 2008, we amended our letter of credit facilities. The letter of credit facilities contain substantially similar covenants and provide for substantially similar events of default as the credit facility. Interest on amounts outstanding under the letter of credit facilities accrues at the lender s prime rate (or, if greater, the average rate on overnight federal funds plus one-half of one percent) plus 2.0%. As of November 2, 2008, an aggregate of $57,645,000 was outstanding under the letter of credit facilities. Such letters of credit represent only a future commitment to fund inventory purchases to which we had not taken legal title as of November 2, 2008. The latest expiration possible for any future letters of credit issued under the facilities is February 1, 2010.

NOTE E. COMPREHENSIVE INCOME

Comprehensive income for the thirteen and thirty-nine weeks ended November 2, 2008 and October 28, 2007 was as follows:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
Dollars in thousands	November 2, 2008	October 28, 2007	November 2, 2008	October 28, 2007
Net earnings (loss)	$ (10,998)	$ 27,077	$ 17,833	$ 71,193
Other comprehensive income (loss) -				
Foreign currency translation adjustment	(7,063)	2,320	(8,207)	8,098
Net unrealized gain (loss) on investment	6	1	-	(11)
Comprehensive income (loss)	$ (18,055)	$ 29,398	$ 9,626	$ 79,280

NOTE F. EARNINGS PER SHARE

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

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

Dollars and amounts in thousands, except per share amounts	Net Earnings (Loss)	Weighted Average Shares	Per Share Amount
Thirteen weeks ended November 2, 2008			
Basic	$ (10,998)	105,635	$ (0.10)
Effect of dilutive stock-based awards	-	-	
Diluted	$ (10,998)	105,635[1]	$ (0.10)
Thirteen weeks ended October 28, 2007			
Basic	$ 27,077	108,308	$ 0.25
Effect of dilutive stock-based awards	-	2,081	
Diluted	$ 27,077	110,389	$ 0.25
Thirty-nine weeks ended November 2, 2008			
Basic	$ 17,833	105,501	$ 0.17
Effect of dilutive stock-based awards	-	1,515	
Diluted	$ 17,833	107,016	$ 0.17
Thirty-nine weeks ended October 28, 2007			
Basic	$ 71,193	109,743	$ 0.65
Effect of dilutive stock-based awards	-	2,219	
Diluted	$ 71,193	111,962	$ 0.64

[1] *Due to the net loss recognized for the thirteen weeks ended November 2, 2008, all stock-based awards were excluded from the calculation of diluted earnings per share as their inclusion would be anti-dilutive.*

Stock-based awards of 9,972,000 and 5,631,000 for the thirteen weeks ended and 6,450,000 and 4,808,000 for the thirty-nine weeks ended November 2, 2008 and October 28, 2007, respectively, were not included in the computation of diluted earnings per share, as their inclusion would be anti-dilutive.

NOTE G. LEGAL PROCEEDINGS

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

NOTE H. SEGMENT REPORTING

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

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Management s expectation is that the overall economics of each of our major concepts within each reportable segment will be similar over time.

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

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

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

Segment Information

Dollars in thousands	Retail	Direct-to-Customer	Unallocated	Total
Thirteen weeks ended November 2, 2008				
Net revenues[1]	$ 424,392	$ 327,660	$ -	$ 752,052
Depreciation and amortization expense	24,803	5,436	6,743	36,982
Earnings (loss) before income taxes[2,3]	(23,193)	41,467	(37,810)	(19,536)
Capital expenditures	34,245	4,904	6,310	45,459
Thirteen weeks ended October 28, 2007				
Net revenues[1]	$ 494,282	$ 400,850	$ -	$ 895,132
Depreciation and amortization expense	23,215	4,519	6,153	33,887
Earnings (loss) before income taxes	27,133	67,211	(49,665)	44,679
Capital expenditures	45,013	10,410	13,358	68,781
Thirty-nine weeks ended November 2, 2008				
Net revenues[1]	$ 1,321,182	$ 1,032,275	$ -	$ 2,353,457
Depreciation and amortization expense	74,876	15,655	20,157	110,688
Earnings (loss) before income taxes[2,3,4,5]	1,252	143,644	(122,137)	22,759
Assets[6]	1,204,670	330,267	471,182	2,006,119
Capital expenditures	122,628	14,455	21,097	158,180
Thirty-nine weeks ended October 28, 2007				
Net revenues[1]	$ 1,434,634	$ 1,135,945	$ -	$ 2,570,579
Depreciation and amortization expense	69,777	14,281	18,587	102,645
Earnings (loss) before income taxes	88,235	181,235	(151,016)	118,454
Assets[6]	1,198,954	408,836	450,082	2,057,872
Capital expenditures	101,369	18,826	38,954	159,149

[1] *Includes revenues in the retail channel of $18.0 million and $19.1 million for the thirteen weeks ended November 2, 2008 and October 28, 2007, respectively, and $56.4 million and $53.0 million for the thirty-nine weeks ended November 2, 2008 and October 28, 2007, respectively, related to our foreign operations.*

[2] *Unallocated costs before income taxes include an approximate $11.0 million benefit related to the reversal of expense associated with certain performance-based stock awards.*

[3] *Includes a third quarter loss of $12.3 million in the retail channel related to asset impairment charges in our retail stores.*

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

[5] *Unallocated loss before income taxes includes a benefit of approximately $16.0 million related to a gain on the sale of a corporate aircraft.*

[6] *Includes $29.4 million and $28.7 million of long-term assets as of November 2, 2008 and October 28, 2007, respectively, related to our foreign operations.*

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

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they do not fully materialize or prove incorrect, could cause our business and results of operations to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements include projections of earnings, revenues or financial items, including the impact of accounting changes and our expected effective tax rate, statements of the plans, strategies and objectives of management for future operations, statements related to the future performance of our brands, statements related to macroeconomic and retail trends, statements related to seasonal marketing and merchandising, statements related to the long-term growth potential of PBteen, statements related to implementing strategies to drive increased customer traffic and enhance customer value, statements related to pressure on our gross margins and reducing inventory levels, statements relating to evaluating the market potential for Williams-Sonoma Home, statements related to a reduction in 2009 inventory receipts, statements related to a reduction in 2009 selling, general and administrative expense, statements related to our returns, replacements and damages reductions initiative, statements related to a reduction in 2009 gross capital spending; statements related to our plan to close underperforming stores, statements related to the implementation of a strategic pricing and promotion plan, statements related to our catalog circulation strategy, statements related to a continued decline in catalog advertising expenditures, statements related to the adequacy and use of our available cash, including the payment of a dividend, statements related to our projected capital expenditures, and statements of belief and statements of assumptions underlying any of the foregoing. You can identify these and other forward-looking statements by the use of words such as may, should, expects, plans, anticipates, believes, estimates, predicts, intends, potential, continu such terms, or other comparable terminology.

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

OVERVIEW

We are a specialty retailer of products for the home. The retail segment of our business sells our products through our five retail store concepts (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, West Elm and Williams-Sonoma Home). The direct-to-customer segment of our business sells similar products through our seven direct mail catalogs (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, Pottery Barn Bed and Bath, PBteen, West Elm and Williams-Sonoma Home) and six e-commerce websites (williams-sonoma.com, potterybarn.com, potterybarnkids.com, pbteen.com, westelm.com and wshome.com). Based on net revenues in fiscal 2007, retail net revenues accounted for 57.8% of our business and direct-to-customer net revenues accounted for 42.2% of our business. Based on their contribution to our net revenues in fiscal 2007, the core brands in both the retail and direct-to-customer channels are: Pottery Barn, which sells casual home furnishings; Williams-Sonoma, which sells cooking and entertaining essentials; and Pottery Barn Kids, which sells stylish children s furnishings.

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The following discussion and analysis of financial condition, results of operations, and liquidity and capital resources should be read in conjunction with our condensed consolidated financial statements and the notes thereto.

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

Third Quarter of Fiscal 2008 Financial Results

During the third quarter of fiscal 2008, the continuing deterioration in the macroeconomic environment, including the unprecedented downturn in the U.S. financial market, had a significant negative impact on our business. Throughout the quarter, we saw steady declines in mall traffic and a weaker consumer response in our direct-to-customer channel. As a result, net revenues decreased 16.0% to $752,052,000 from $895,132,000 in the third quarter of fiscal 2007. In addition, we saw comparable store sales progressively decline from negative 14.0% in August to negative 27.6% in October. This decrease was primarily driven by declining net revenues in the Pottery Barn and Pottery Barn Kids brands. All brands, however, had progressively declining net revenues during the quarter.

For the third quarter of fiscal 2008, diluted loss per share was ($0.10) compared to diluted earnings per share of $0.25 for the third quarter of fiscal 2007, a decrease of $0.35 per diluted share.

Retail net revenues in the third quarter of fiscal 2008 decreased $69,890,000, or 14.1%, compared to the third quarter of fiscal 2007. This decrease was primarily driven by progressive declines in mall traffic and the weakening retail environment, resulting in a 21.4% reduction in comparable store sales. This decrease was partially offset by an 8.3% year-over-year increase in retail leased square footage, including 29 net new stores. Net revenues decreased in the Pottery Barn, Pottery Barn Kids, Williams-Sonoma, and Williams-Sonoma Home brands, partially offset by an increase in the West Elm brand.

Direct-to-customer net revenues in the third quarter of fiscal 2008 decreased $73,190,000, or 18.3%, compared to the third quarter of fiscal 2007. This decrease was primarily driven by declining net revenues in the Pottery Barn and Pottery Barn Kids brands. All brands, however, had declining net revenues during the quarter. This decrease was also impacted by a planned decrease in catalog and page circulation of 14.6% and 26.1%, respectively (consistent with our catalog circulation optimization strategy). In addition, net revenues generated in our Internet business decreased 7.1% to $247,463,000 in the third quarter of fiscal 2008 compared to $266,271,000 in the third quarter of fiscal 2007.

In our core brands, net revenues in the third quarter of fiscal 2008 decreased 17.9%, primarily driven by decreases in the Pottery Barn, Pottery Barn Kids and Williams-Sonoma brands. In the Pottery Barn brand, net revenues in the third quarter decreased 23.8% with declining trends throughout the quarter in all channels. This decrease was partially driven by planned reductions in catalog circulation and a particularly challenging third quarter in the retail channel with comparable store sales decreasing 27.6%, a directional trend that we expect will continue for the remainder of the year. Merchandise margins were also lower during the quarter as we increased markdowns to react to weak traffic and a more promotional retail environment. In the Pottery Barn Kids brand, net revenues in the third quarter decreased 16.0%, partially driven by planned reductions in catalog circulation and a comparable store sales decline of 20.0%, a directional trend we expect will continue for the remainder of the year. Merchandise margins were also significantly lower than last year due to increased markdowns and promotions to increase traffic. We continue to believe that the macro-environment is having a significant impact on this brand. In the Williams-Sonoma brand, net revenues in the third quarter decreased 5.7%, with year-over-year decreases in both channels. The performance in the retail channel was primarily driven by an 11.4% decrease in comparable store sales, partially offset by incremental revenues from new and expanded stores. While the Williams-Sonoma brand continued to be more resilient than our other home furnishings brands, it too was negatively impacted by the progressive declines in mall traffic and the weakening retail environment in the third quarter.

In our emerging brands (West Elm, PBteen and Williams-Sonoma Home), net revenues in the third quarter of fiscal 2008 decreased 4.4%, driven by decreases in the Williams-Sonoma Home, West Elm and PBteen brands. In the West Elm brand, the impact of the macroeconomic environment in the third quarter was much less pronounced than in our other home furnishings brands. Although net revenues declined due to lower traffic in our existing retail stores and a weaker consumer response in the direct-to-customer channel, these declines were partially offset by incremental sales from new stores. In the PBteen brand, after delivering positive year-over-year net revenue growth in both August and September, the net revenues significantly declined in October and the brand ended the quarter with negative revenue growth for the first time in its history. While this decline was extremely disappointing, we believe that the issues facing the brand are of a macro nature and not brand-specific. We continue to believe in the long-term growth potential of PBteen as it solidifies its positioning in the Pottery Barn portfolio of brands. In the Williams-Sonoma Home brand, the substantial downturn in the macroeconomic environment and the high-end retail sector in general has had a significant impact on the performance of this brand in both channels. Therefore, as we look forward to the fourth quarter, we are aggressively implementing strategies to drive increased traffic to the brand and enhance value to our customers. Despite these initiatives, we are cognizant of the challenges facing this brand in these economic times. At a minimum, we know that our current sales projections are going to put pressure on our gross margins as we reduce inventory levels. Additionally, we are strategically evaluating the overall market potential for Williams-Sonoma Home in this economic environment.

From an inventory perspective, merchandise inventories decreased $75,130,000, or 9.8%, to $694,597,000 as of November 2, 2008 from $769,727,000 as of October 28, 2007. The primary contributor to this decrease was a reduction in units across all brands, which drove a $66,166,000 reduction in the Pottery Barn core brands, a $22,159,000 decrease in the emerging brands and a $9,551,000 decrease in the Williams-Sonoma brand. These reductions were partially offset by a $22,746,000 increase in the fixed investment in new and remodeled stores for all brands and by increased cost and mix shift impacts in the Williams-Sonoma brand.

In addition, our prepaid catalog expenses decreased $21,770,000 to $53,880,000 as of November 2, 2008 from $75,650,000 as of October 28, 2007. This decrease was primarily driven by significant reductions in catalog and page circulation related to our catalog circulation optimization strategy, partially offset by cost increases in paper and postage.

Third Quarter of Fiscal 2008 Operational Results

Throughout this year, we have consistently focused on improving our merchandising, our inventory planning, our marketing efficiency and our supply chain operations.

In direct marketing, we continued to move forward with our catalog circulation optimization strategy which greatly contributed to a reduction in advertising expenses during the quarter. Due to the success of this initiative, we are looking at new ways to expand this strategy over the next several quarters.

In our supply chain, we once again delivered meaningful customer service and continued to see a benefit from our returns, replacements and damages initiative. This has been a key initiative for us and we believe there is still significant opportunity to further reduce our costs as we continue to assume greater control over our furniture operations in Asia and the in-home furniture delivery process in key markets.

Fiscal 2008

As we look forward to the balance of the year, it is extremely difficult to project how the recent deterioration in the U.S. economy is going to affect peak holiday spending. Our assumption is that these trends will continue for the remainder of the year. Accordingly, we are projecting our fiscal 2008 revenues to decline in the range of 15% to 17% and our annual diluted earnings per share for fiscal 2008 to decline in the range of 73% to 85%, to $0.27

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to $0.47 per diluted share versus fiscal 2007.

With revenue and earnings declines of this magnitude, and a potential for additional declines in 2009 if the macroeconomic trends continue, we are taking dramatic actions, including a reduction in 2009 inventory receipts; a reduction in 2009 selling, general and administrative expense; a further reduction in returns, replacements, and damages from improving supply chain operations; a reduction in 2009 gross capital spending; an aggressive plan to close underperforming stores where possible; and the implementation of a strategic pricing and promotion plan to enhance the value proposition across all of our brands.

Further, on December 2, 2008, our Board of Directors terminated the $150,000,000 share repurchase program that it had authorized in January 2008 in response to current economic conditions and our belief that in these times it is strategically important to maintain a strong financial position and greater cash reserves.

Additionally, on December 3, 2008, as a proactive response to the significant changes to the macro-environment, we amended our $300,000,000 unsecured revolving line of credit facility and our $165,000,000 commercial letter of credit facility with similar terms to amend our covenants in order to continue to have the liquidity and financial flexibility that our credit facility provides us. (See Note D to our Condensed Consolidated Financial Statements).

Results of Operations

NET REVENUES

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

The following table summarizes our net revenues for the thirteen weeks ended November 2, 2008 (third quarter of fiscal 2008) and October 28, 2007 (third quarter of fiscal 2007), and the thirty-nine weeks ended November 2, 2008 (year-to-date 2008) and October 28, 2007 (year-to-date 2007):

	Thirteen Weeks Ended				Thirty-Nine Weeks Ended			
	November 2,		October 28,		November 2,		October 28,	
Dollars in thousands	2008	% Total	2007	% Total	2008	% Total	2007	% Total
Retail revenues	$ 424,392	56.4%	$ 494,282	55.2%	$ 1,321,182	56.1%	$ 1,434,634	55.8%
Direct-to-customer revenues	327,660	43.6%	400,850	44.8%	1,032,275	43.9%	1,135,945	44.2%
Net revenues	$ 752,052	100.0%	$ 895,132	100.0%	$ 2,353,457	100.0%	$ 2,570,579	100.0%

Net revenues for the third quarter of fiscal 2008 decreased by $143,080,000, or 16.0%, compared to the third quarter of fiscal 2007. This decrease was due to a 21.4% reduction in comparable store sales and a planned decrease in catalog and page circulation of 14.6% and 26.1%, respectively (consistent with our catalog circulation optimization strategy), partially offset by an 8.3% year-over-year increase in retail leased square footage, including 29 net new stores. This decrease was primarily driven by progressively declining revenues in all brands, primarily due to the weakening retail environment during the third quarter.

Net revenues for year-to-date 2008 decreased by $217,122,000, or 8.4%, compared to year-to-date 2007. This decrease was primarily driven by a 14.2% reduction in comparable store sales and a decrease in catalog and page circulation of 17.3% and 27.5%, respectively (consistent with our catalog circulation optimization strategy), partially offset by an 8.3% year-over-year increase in retail leased square footage, including 29 net new stores.

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Net revenues decreased in the Pottery Barn, Pottery Barn Kids, Williams-Sonoma, and Williams-Sonoma Home brands, partially offset by increases in the PBteen and West Elm brands.

RETAIL REVENUES AND OTHER DATA

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
Dollars in thousands	November 2, 2008	October 28, 2007	November 2, 2008	October 28, 2007
Retail revenues	$ 424,392	$ 494,282	$ 1,321,182	$ 1,434,634
Percent (decrease) increase in retail revenues	(14.1%)	5.0%	(7.9%)	4.9%
Percent (decrease) increase in comparable store sales	(21.4%)	1.1%	(14.2%)	0.5%
Number of stores - beginning of period	613	580	600	588
Number of new stores	14	11	29	15
Number of new stores due to remodeling[1]	6	12	19	21
Number of closed stores due to remodeling[1]	(7)	(5)	(19)	(23)
Number of permanently closed stores	-	(1)	(3)	(4)
Number of stores - end of period	626	597	626	597
Store selling square footage at period-end	3,811,000	3,529,000	3,811,000	3,529,000
Store leased square footage (LSF) at period-end	6,118,000	5,647,000	6,118,000	5,647,000

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

	Store Count				Store Count	Avg. LSF Per Store	Avg. LSF Per Store
	August 3, 2008	Openings	Closings	November 2, 2008	October 28, 2007	November 2, 2008	October 28, 2007
Williams-Sonoma	260	10	(6)	264	255	6,300	6,100
Pottery Barn	200	4	-	204	196	12,800	12,300
Pottery Barn Kids	95	-	(1)	94	94	7,900	7,900
West Elm	32	4	-	36	27	17,100	18,200
Williams-Sonoma Home	9	1	-	10	9	13,300	14,300
Outlets	17	1	-	18	16	20,600	20,500
Total	613	20	(7)	626	597	9,800	9,500

Retail net revenues in the third quarter of fiscal 2008 decreased $69,890,000, or 14.1%, compared to the third quarter of fiscal 2007. This decrease was primarily driven by progressive declines in mall traffic and the weakening retail environment, resulting in a 21.4% reduction in comparable store sales. This decrease was partially offset by an 8.3% year-over-year increase in retail leased square footage, including 29 net new stores. Net revenues decreased in the Pottery Barn, Pottery Barn Kids, Williams-Sonoma, and Williams-Sonoma Home brands, partially offset by an increase in the West Elm brand.

Retail net revenues for year-to-date 2008 decreased by $113,452,000, or 7.9%, compared to year-to-date 2007 due to a 14.2% reduction in comparable store sales, partially offset by an 8.3% year-over-year increase in retail leased square footage, including 29 net new stores. Net revenues decreased in the Pottery Barn, Pottery Barn Kids and Williams-Sonoma brands, partially offset by increases in the West Elm and Williams-Sonoma Home brands.

Comparable Store Sales

Comparable stores are defined as those stores in which gross square footage did not change by more than 20% in the previous 12 months and which have been open for at least 12 consecutive months without closure for seven or more consecutive days. By measuring the year-over-year sales of merchandise in the stores that have a history of being open for a full comparable 12 months or more, we can better gauge how the core store base is performing

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since it excludes new store openings, store remodelings, expansions and closings. Comparable stores exclude new retail concepts until such time as we believe that comparable store results in those concepts are meaningful to evaluating the performance of the retail strategy. In both fiscal 2008 and fiscal 2007, we excluded West Elm and Williams-Sonoma Home.

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

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 2,	October 28,	November 2,	October 28,
Percent (decrease) increase in comparable store sales	2008	2007	2008	2007
Williams-Sonoma	(11.4%)	0.3%	(6.9%)	0.3%
Pottery Barn	(27.6%)	0.3%	(18.4%)	0.3%
Pottery Barn Kids	(20.0%)	4.5%	(15.1%)	(1.1%)
Outlets	(26.1%)	2.0%	(17.3%)	6.5%
Total	(21.4%)	1.1%	(14.2%)	0.5%

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

DIRECT-TO-CUSTOMER REVENUES

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 2,	October 28,	November 2,	October 28,
Dollars in thousands	2008	2007	2008	2007
Catalog revenues[1]	$ 80,197	$ 134,579	$ 268,161	$ 400,831
Internet revenues[1]	247,463	266,271	764,114	735,114
Total direct-to-customer revenues[1]	$ 327,660	$ 400,850	$ 1,032,275	$ 1,135,945
Percent (decrease) increase in direct-to-customer revenues	(18.3%)	5.0%	(9.1%)	2.9%
Percent (decrease) increase in number of catalogs circulated	(14.6%)	(1.0%)	(17.3%)	1.4%
Percent (decrease) increase in number of pages circulated	(26.1%)	(1.9%)	(27.5%)	4.6%

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

Direct-to-customer net revenues in the third quarter of fiscal 2008 decreased $73,190,000, or 18.3%, compared to the third quarter of fiscal 2007. This decrease was primarily driven by declining net revenues in the Pottery Barn and Pottery Barn Kids brands. All brands, however, had declining net revenues during the quarter resulting from a weaker consumer response due to the deteriorating retail environment. This decrease was also impacted by a planned decrease in catalog and page circulation of 14.6% and 26.1%, respectively (consistent with our catalog circulation optimization strategy). In addition, net revenues generated in our Internet business decreased 7.1% to $247,463,000 in the third quarter of fiscal 2008 compared to $266,271,000 in the third quarter of fiscal 2007.

Direct-to-customer net revenues for year-to-date 2008 decreased $103,670,000, or 9.1%, compared to year-to-date 2007. This decrease was driven by declining net revenues in the Pottery Barn, Pottery Barn Kids, Williams-Sonoma Home and Williams-Sonoma brands, partially offset by increasing net revenues in the PBteen and West Elm brands. This decrease was also impacted by a planned decrease in catalog and page circulation of 17.3% and 27.5%, respectively (consistent with our catalog circulation optimization strategy). Net revenues generated in our Internet business increased 3.9% to $764,114,000 for year-to-date 2008 compared to $735,114,000 for year-to-date 2007.

COST OF GOODS SOLD

	Thirteen Weeks Ended				Thirty-Nine Weeks Ended			
	November 2,		October 28,		November 2,		October 28,	
Dollars in thousands	2008	% Net Revenues	2007	% Net Revenues	2008	% Net Revenues	2007	% Net Revenues
Cost of goods sold	$ 511,572	68.0%	$ 553,051	61.8%	$ 1,557,911	66.2%	$ 1,606,433	62.5%

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

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

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

Third Quarter of Fiscal 2008 vs. Third Quarter of Fiscal 2007

Cost of goods sold decreased by $41,479,000, or 7.5%, in the third quarter of fiscal 2008 compared to the third quarter of fiscal 2007. However, cost of goods sold as a percentage of net revenues increased to 68.0% in the third quarter of fiscal 2008 from 61.8% in the third quarter of fiscal 2007. This increase as a percentage of net revenues was driven by the deleverage of fixed occupancy expenses primarily due to declining sales, an increase in cost of merchandise (including the impact of increased markdowns), and an increase in inventory related reserves, partially offset by favorable replacement and damages expense.

In the retail channel, cost of goods sold as a percentage of net revenues increased 720 basis points in the third quarter of fiscal 2008 compared to the third quarter of fiscal 2007. This increase as a percentage of net revenues resulted from the deleverage of fixed occupancy expenses primarily due to declining sales, an increase in cost of merchandise (including the impact of increased markdowns) and an increase in inventory related reserves, partially offset by the favorable benefit of our ongoing replacement and damages initiatives.

In the direct-to-customer channel, cost of goods sold as a percentage of net revenues increased 290 basis points in the third quarter of fiscal 2008 compared to the third quarter of fiscal 2007. This increase as a percentage of net revenues primarily resulted from an increase in cost of merchandise (including the impact of increased markdowns), an increase in inventory related reserves and the deleverage of fixed occupancy expenses primarily due to declining sales, partially offset by the favorable benefit of our ongoing replacement and damages initiatives.

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Year-to-Date 2008 vs. Year-to-Date 2007

Cost of goods sold for year-to-date 2008 decreased by $48,522,000, or 3.0%, compared to year-to-date 2007. Cost of goods sold as a percentage of net revenues increased to 66.2% for year-to-date 2008 from 62.5% for year-to-date 2007. This increase as a percentage of net revenues was driven by the deleverage of fixed occupancy expenses primarily due to declining sales, an increase in cost of merchandise (including the impact of increased markdowns) and an increase in inventory related reserves, partially offset by the favorable benefit of our ongoing replacement and damages initiatives. For the remainder of fiscal 2008, as compared to prior year, we expect these trends to continue.

In the retail channel, cost of goods sold as a percentage of net revenues increased 480 basis points for year-to-date 2008 compared to year-to-date 2007. This increase as a percentage of net revenues resulted from the deleverage of fixed occupancy expenses primarily due to declining sales, an increase in cost of merchandise (including the impact of increased markdowns) and an increase in inventory related reserves, partially offset by the favorable benefit of our ongoing replacement and damages initiatives.

In the direct-to-customer channel, cost of goods sold as a percentage of net revenues increased 150 basis points for year-to-date 2008 compared to year-to-date 2007. This increase as a percentage of net revenues primarily resulted from an increase in cost of merchandise (including the impact of increased markdowns), the deleverage of fixed occupancy expenses primarily due to declining sales and an increase in inventory related reserves, partially offset by the favorable benefit of our ongoing replacement and damages initiatives.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	Thirteen Weeks Ended				Thirty-Nine Weeks Ended			
	November 2,		October 28,		November 2,		October 28,	
Dollars in thousands	2008	% Net Revenues	2007	% Net Revenues	2008	% Net Revenues	2007	% Net Revenues
Selling, general and administrative expenses	$ 259,858	34.6%	$ 297,212	33.2%	$ 772,618	32.8%	$ 847,967	33.0%

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

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

Third Quarter of Fiscal 2008 vs. Third Quarter of Fiscal 2007

Selling, general and administrative expenses decreased by $37,354,000, or 12.6%, in the third quarter of fiscal 2008 compared to the third quarter of fiscal 2007. However, selling, general and administrative expenses as a percentage of net revenues increased to 34.6% in the third quarter of fiscal 2008 from 33.2% in the third quarter of fiscal 2007. This increase as a percentage of net revenues was primarily driven by an approximate $12,280,000, or $0.07 per diluted share, asset impairment charge associated with four underperforming retail stores and the deleverage of our total advertising and employment costs primarily due to declining sales, partially offset by reductions in other general expenses. Employment costs include an approximate $11,023,000, or $0.06 per diluted share, benefit associated with the reversal of performance-based stock compensation expense.

Although total advertising costs as a percentage of net revenues increased for the third quarter of 2008 compared to the third quarter of 2007, we saw a reduction in catalog advertising expenditures due to the second quarter of fiscal 2008 rollout of our catalog circulation optimization strategy. Due to this, we expect to see catalog advertising expenditures continue to decline through the remainder of fiscal 2008.

In the retail channel, selling, general and administrative expenses as a percentage of net revenues increased 370 basis points in the third quarter of fiscal 2008 compared to the third quarter of fiscal 2007. This increase as a percentage of net revenues was primarily due to an approximate $12,280,000, or $0.07 per diluted share, asset impairment charge associated with four underperforming retail stores and the deleverage of our employment costs primarily due to declining sales, partially offset by reductions in other general expenses.

In the direct-to-customer channel, selling, general and administrative expenses as a percentage of net revenues increased 120 basis points in the third quarter of fiscal 2008 compared to the third quarter of fiscal 2007. This increase as a percentage of net revenues was primarily driven by the deleverage of our total employment and advertising costs primarily due to declining sales, partially offset by reductions in other general expenses. Although total advertising costs as a percentage of net revenues increased for the third quarter of 2008 compared to the third quarter of 2007, we saw a reduction in catalog advertising expenditures due to the second quarter of fiscal 2008 rollout of our catalog circulation optimization strategy. Due to this, we expect to see catalog advertising expenditures continue to decline through the remainder of fiscal 2008.

Year-to-Date 2008 vs. Year-to-Date 2007

Selling, general and administrative expenses for year-to-date 2008 decreased by $75,349,000, or 8.9%, compared to year-to-date 2007. Selling, general and administrative expenses as a percentage of net revenues decreased to 32.8% for year-to-date 2008 from 33.0% for year-to-date 2007. This decrease as a percentage of net revenues was primarily driven by a benefit of approximately $16,000,000 related to a gain on the sale of a corporate aircraft, a benefit of approximately $9,350,000 related to an incentive payment received from a landlord to compensate us for terminating a store lease prior to its expiration and reductions in other general expenses. This decrease was partially offset by the deleverage of our employment costs primarily due to declining sales and an approximate $12,280,000, or $0.07 per diluted share, asset impairment charge recorded in the third quarter of fiscal 2008 associated with four underperforming retail stores. Employment costs include an approximate $11,023,000, or $0.06 per diluted share, benefit associated with the reversal of performance-based stock compensation expense. Although total advertising costs as a percentage of net revenues were relatively flat for year-to-date 2008 compared to year-to-date 2007, we saw a reduction in catalog advertising expenditures due to the second quarter of fiscal 2008 rollout of our catalog circulation optimization strategy. We expect to see catalog advertising expenditures continue to decline through the remainder of fiscal 2008.

In the retail channel, selling, general and administrative expenses as a percentage of net revenues increased 120 basis points for year-to-date 2008 compared to year-to-date 2007. This increase as a percentage of net revenues was driven by the deleverage of our employment costs primarily due to declining sales and an approximate $12,280,000, or $0.07 per diluted share, asset impairment charge recorded in the third quarter of fiscal 2008 associated with four underperforming retail stores, partially offset by a benefit of approximately $9,350,000 related to an incentive payment received from a landlord to compensate us for terminating a store lease prior to its expiration.

In the direct-to-customer channel, selling, general and administrative expenses as a percentage of net revenues increased 50 basis points for year-to-date 2008 compared to year-to-date 2007. This increase as a percentage of net revenues was driven by the deleverage of our employment and total advertising costs primarily due to declining sales, partially offset by reductions in other general expenses. Although total advertising costs as a percentage of net revenues increased for year-to-date 2008 compared to year-to-date 2007, we saw a reduction in catalog advertising expenditures due to the second quarter of fiscal 2008 rollout of our catalog circulation

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optimization strategy. We expect to see catalog advertising expenditures continue to decline through the remainder of fiscal 2008.

INTEREST INCOME AND EXPENSE

Interest income was $223,000 in the third quarter of fiscal 2008, compared to $322,000 in the third quarter of fiscal 2007, and is comprised primarily of income from short-term investments classified as cash and cash equivalents. For year-to-date 2008, interest income was $987,000 compared to $3,823,000 for year-to-date 2007. The decrease in interest income during the third quarter of fiscal 2008 and year-to-date 2008 resulted from lower cash balances and significantly lower average interest rates associated with these investments during fiscal 2008 compared to fiscal 2007.

Interest expense (net of capitalized interest) was $381,000 in the third quarter of fiscal 2008, compared to $512,000 in the third quarter of fiscal 2007. For year-to-date 2008, interest expense net of capitalized interest was $1,156,000 compared to $1,548,000 for year-to-date 2007. This decrease in interest expense during the third quarter of fiscal 2008 and year-to-date 2008 resulted from the repayment of bond-related debt associated with our distribution centers and significantly lower average borrowings under our credit facility during fiscal 2008 compared to fiscal 2007, partially offset by a decrease in capitalized interest.

INCOME TAXES

Our effective tax rate was 43.7% and 39.4% for the third quarter of fiscal 2008 and the third quarter of fiscal 2007, respectively, and 21.6% and 39.9% for year-to-date 2008 and year-to-date 2007, respectively. The increase in the effective tax rate for the third quarter of fiscal 2008 was due to favorable income tax resolutions that with a pre-tax loss have an inverse effect on the effective tax rate. The decrease in the effective tax rate for year-to-date 2008 over year-to-date 2007 was due to decreases in pre-tax income and certain income tax benefits that were favorably resolved during the fiscal year. We expect our effective tax rate to be in the range of 31.3% to 31.7% in fiscal 2008. Throughout the year, we expect that there could be ongoing variability in our quarterly tax rates as taxable events occur and exposures are re-evaluated.

LIQUIDITY AND CAPITAL RESOURCES

As of November 2, 2008, we held $22,994,000 in cash and cash equivalent funds. As is consistent with our industry, our cash balances are seasonal in nature, with the fourth quarter representing a significantly higher level of cash than other periods.

Throughout the fiscal year, we utilize our cash balances to build our inventory levels in preparation for our fourth quarter holiday sales. In fiscal 2008, our cash resources will have been used to fund our inventory and inventory related purchases, catalog advertising and marketing initiatives, purchases of property and equipment and dividend payments. In addition to the current cash balances on-hand, we have a $300,000,000 credit facility available as of November 2, 2008 that may be used for loans or letters of credit. Prior to April 4, 2011, we may, upon notice to the lenders, request an increase in the credit facility of up to $200,000,000, to provide for a total of $500,000,000 of unsecured revolving credit. On December 3, 2008, as a proactive response to the significant changes to the macro-environment, we amended our revolving line of credit facility with similar terms to amend our covenants in order to continue to have the liquidity and financial flexibility that our credit facility provides us. (See Note D to our Condensed Consolidated Financial Statements). As of November 2, 2008, no amounts were outstanding under our credit facility. However, as of November 2, 2008, $38,479,000 in issued but undrawn standby letters of credit was outstanding under the credit facility. We believe our cash on-hand, in addition to our available amended credit facilities, will provide adequate liquidity for our business operations over the next 12 months.

For year-to-date 2008, net cash provided by operating activities was $54,320,000 compared to net cash used in operating activities of $38,147,000 for year-to-date 2007. Net cash provided by operating activities for year-to-date 2008 was primarily attributable to an increase in deferred rent and lease incentives and accounts payable, partially offset by the payment of income taxes, a decrease in accrued salaries, benefits and other current and long term liabilities.

For year-to-date 2008, net cash used in investing activities was $110,974,000 compared to net cash used in investing activities of $145,175,000 for year-to-date 2007. For year-to-date 2008, purchases of property and equipment were $158,180,000, comprised of $109,558,000 for stores, $36,001,000 for systems development projects (including e-commerce websites) and $12,621,000 for distribution, facility infrastructure and other projects. Net cash used in investing activities was partially offset by proceeds from the sale of a corporate aircraft of $46,787,000.

For fiscal 2008, we anticipate investing $190,000,000 to $200,000,000 in the purchase of property and equipment, primarily for the construction of 30 new stores and 23 remodeled or expanded stores, systems development projects (including e-commerce websites), and distribution, facility infrastructure and other projects.

For year-to-date 2008, net cash used in financing activities was $37,601,000 compared to net cash used in financing activities of $78,305,000 for year-to-date 2007. Net cash used in financing activities for year-to-date 2008 was primarily due to the payment of dividends.

Stock Repurchase Program

On December 2, 2008, our Board of Directors terminated the $150,000,000 share repurchase program that it had authorized in January 2008 in response to current economic conditions and our belief that in these times it is strategically important to maintain a strong financial position and greater cash reserves. We have not repurchased any shares of our common stock during fiscal 2008 under the previously authorized program.

Dividend Policy

In March 2008, our Board of Directors authorized an increase in our quarterly cash dividend from $0.115 to $0.12 per common share. The indicated annual cash dividend, subject to capital availability, is $0.48 per common share or approximately $51,000,000 in fiscal 2008. Our quarterly cash dividend could be reduced or discontinued at any time.

Critical Accounting Policies

Management s Discussion and Analysis of Financial Condition and Results of Operations is based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. The estimates and assumptions are evaluated on an ongoing basis and are based on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results may differ significantly from these estimates. During year-to-date 2008, there have been no significant changes to the policies discussed in our Annual Report on Form 10-K for the year ended February 3, 2008.

Impact of Inflation

The impact of inflation on results of operations was not significant for year-to-date 2008 or year-to-date 2007.

Seasonality

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks, which include changes in U.S. interest rates, foreign currency exchange rates, including the devaluation of the U.S. dollar and the effects of rising prices in the foreign countries in which we do business. We do not engage in financial transactions for trading or speculative purposes.

Interest Rate Risk

As of November 2, 2008, we have three debt instruments with variable interest rates which subject us to risks associated with changes in interest rates (the interest payable on our credit facility, our Mississippi industrial development bond and the bond-related debt associated with one of our Memphis-based distribution facilities). As of November 2, 2008, the total outstanding principal balance on these instruments was $13,805,000 (with a weighted average interest rate of approximately 2.7%). If interest rates on these existing variable rate debt instruments rose 27 basis points (an approximate 10% increase in the associated variable rates as of November 2, 2008), our results from operations and cash flows would not be materially affected.

In addition, we have fixed and variable income investments consisting of short-term investments classified as cash and cash equivalents, which are also affected by changes in market interest rates. As of November 2, 2008, our investments, made solely in money market funds, are stated at cost and approximate their fair values. An increase in interest rates of 10% would have an immaterial effect on the value of these investments. Declines in interest rates would, however, decrease the income derived from these investments.

Foreign Currency Risks

We purchase a significant amount of inventory from vendors outside of the U.S. in transactions that are denominated in U.S. dollars. Approximately 5% of our international purchase transactions are in currencies other than the U.S. dollar, primarily the euro. Any currency risks related to these international purchase transactions were not significant to us during the year-to-date 2008 and year-to-date 2007. However, since we pay for the majority of our international purchases in U.S. dollars, a decline in the U.S. dollar relative to other foreign currencies would subject us to risks associated with increased purchasing costs from our vendors in their effort to offset any lost profits associated with any currency devaluation. We cannot predict with certainty the effect these increased costs associated with any currency devaluation may have on our financial statements or results of operations.

In addition, as of November 2, 2008, we have 16 retail stores in Canada and limited operations in both Europe and Asia, each of which expose us to market risk associated with foreign currency exchange rate fluctuations. Although these exchange rate fluctuations have not been material to us in the past, we may enter into foreign currency contracts in the future to minimize any currency remeasurement risk associated with the intercompany assets and liabilities of our subsidiaries. We did not enter into any foreign currency contracts during year-to-date 2008 or year-to-date 2007.

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ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of November 2, 2008, an evaluation was performed by management, with the participation of our Chief Executive Officer (CEO) and our Executive Vice President, Chief Operating and Chief Financial Officer (CFO), of the effectiveness of our disclosure controls and procedures. Based on that evaluation, our management, including our CEO and CFO, concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely discussions regarding required disclosures, and that such information is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC.

Changes in Internal Control Over Financial Reporting

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

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS

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

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

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

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

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

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

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

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

The competitive challenges facing us include:

- anticipating and quickly responding to changing consumer demands or preferences better than our competitors;
- maintaining favorable brand recognition and achieving customer perception of value;
- effectively marketing and competitively pricing our products to consumers in several diverse market segments;
- developing innovative, high-quality products in colors and styles that appeal to consumers of varying age groups and tastes, and in ways that favorably distinguish us from our competitors; and
- effectively managing our supply chain and distribution strategies in order to provide our products to our consumers on a timely basis and minimize returns, replacements, and damaged products.

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

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

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

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

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

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

In fiscal 2007, we sourced our products from vendors in 43 countries outside of the United States. Approximately 60% of our merchandise purchases were foreign-sourced, primarily from Asia and Europe. Our dependence on foreign vendors means that we may be affected by declines in the relative value of the U.S. dollar to other foreign currencies. For example, any upward valuation in the Chinese yuan, the euro, or any other foreign currency against the U.S. dollar may result in higher costs to us for those goods. Although approximately 95% of our foreign purchases of merchandise are negotiated and paid for in U.S. dollars, declines in foreign currencies and currency exchange rates might negatively affect the profitability and business prospects of one or more of our foreign vendors. This, in turn, might cause such foreign vendors to demand higher prices for merchandise in their effort to offset any lost profits associated with any currency devaluation, delay merchandise shipments to us, or discontinue selling to us, any of which could ultimately reduce our sales or increase our costs.

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

In addition, although we continue to improve our global compliance program, there remains a risk that one or more of our foreign vendors will not adhere to our global compliance standards such as fair labor standards and the prohibition on child labor. Non-governmental organizations might attempt to create an unfavorable impression of our sourcing practices or the practices of some of our vendors that could harm our image. If either of these occurs, we could lose customer goodwill and favorable brand recognition, which could negatively affect our business and operating results.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Catalog mailings are an important component of our business. Postal rate increases, paper costs, printing costs and other catalog distribution costs affect the cost of our catalog mailings. We rely on discounts from the basic postal rate structure, which could be changed or discontinued at any time. Our cost of paper has fluctuated significantly during the past three fiscal years, and our paper costs are expected to increase in the future. Future increases in postal rates, paper costs or printing costs would have a negative impact on our operating results to the extent that we are unable to offset such increases by raising prices or by implementing more efficient printing, mailing, delivery and order fulfillment systems.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

To be successful, we need to manage our operating costs and continue to look for opportunities to reduce costs. We recognize that we may need to increase the number of our employees, especially during peak sales seasons, and incur other expenses to support new brands and brand extensions, as well as the opening of new stores and direct-to-customer growth of our existing brands. From time to time, we may also experience union organizing activity in currently non-union facilities. Union organizing activity may result in work slowdowns or stoppages and higher labor costs. In addition, there appears to be a growing number of wage-and-hour lawsuits against retail companies, especially in California.

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

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

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

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

We outsource certain aspects of our business to third party vendors that subject us to risks, including disruptions in our business and increased costs.

We outsource certain aspects of our business to third party vendors that subject us to risks of disruptions in our business as well as increased costs. For example, we have engaged IBM to host and manage certain aspects of our data center information technology infrastructure. Accordingly, we are subject to the risks associated with IBM s ability to provide information technology services to meet our needs. Our operations will depend significantly upon our ability to make our servers, software applications and websites available and to protect our data from damage or interruption from human error, computer viruses, intentional acts of vandalism, labor disputes, natural disasters and similar events. If the cost of IBM hosting and managing certain aspects of our data center information technology infrastructure is more than expected, or if IBM or we are unable to adequately protect our data and information is lost or our ability to deliver our services is interrupted, then our business and operating results may be negatively impacted.

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

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

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

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

We may require external funding sources for operating funds, which may cost more than we expect and negatively impact our expenses and operating results.

We regularly review and evaluate our liquidity and capital needs. We currently believe that our available cash, cash equivalents, cash flow from operations and cash available under our existing credit facilities will be sufficient to finance our operations and expected capital requirements for at least the next 12 months. However, we might experience periods during which we encounter additional cash needs during the course of our fiscal year, and we might need additional external funding to support our operations. Although we believe we would have access to additional debt and/or capital market funding if needed, such funds may not be available to us on acceptable terms. If the cost of such funds is greater than expected, it could adversely affect our expenses and our operating results.

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

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

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

In March 2008, our Board of Directors authorized an increase in our quarterly cash dividend from $0.115 to $0.12 per common share. The dividend program requires the use of a significant portion of our cash earnings. As a result, we may not retain a sufficient amount of cash to finance growth opportunities, new product development initiatives and unanticipated capital expenditures or to fund our operations. Our Board of Directors may, at its discretion, decrease the intended level of dividends or entirely discontinue the payment of dividends at any time. Our ability to pay dividends will depend on our ability to generate sufficient cash flows from operations in the future. This ability may be subject to certain economic, financial, competitive and other factors that are beyond our control. Any failure to pay dividends after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and negatively impact our stock price.

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

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

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

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

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

We make certain estimates and projections in connection with impairment analyses for certain of our store locations and other property and equipment in accordance with Statement of Financial Accounting Standards (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. These impairment analyses require that we review for impairment all stores for which current cash flows from operations are either negative or nominal, or the construction costs are significantly in excess of the amount originally expected. An impairment charge is required when the carrying value of the asset exceeds the undiscounted future cash flows over the life of the lease. These calculations require us to make a number of estimates and projections of future results, often up to 20 years into the future. If these estimates or projections change or prove incorrect, we may be, and have been, required to record impairment charges on certain store locations and other property and equipment. For example, during the third quarter of fiscal 2008, we recorded an impairment charge of $12,280,000, or approximately $0.07 per diluted share, related to four underperforming stores. If these impairment charges are significant, our operating results would be adversely affected.

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

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

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

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

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

Our future success depends to a significant degree on the skills, experience and efforts of key personnel in our senior management, whose vision for our company, knowledge of our business and expertise would be difficult to replace. When our stock price declines, our equity incentive awards may lose retention value, which may negatively affect our ability to retain such key personnel. If any of our key employees leaves, is seriously injured or is unable to work, and we are unable to find a qualified replacement, we may be unable to execute our business strategy.

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

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

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

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

ITEM 6. EXHIBITS

(a) Exhibits

Exhibit Number	Exhibit Description
10.1	Fifth Amendment, dated as of September 5, 2008, to the Reimbursement Agreement between the Company and Bank of America, N.A., dated as of July 1, 2005.
10.2	Fifth Amendment, dated as of September 5, 2008, to the Reimbursement Agreement between the Company and The Bank of New York Mellon, formerly known as The Bank of New York, dated as of July 1, 2005.
10.3	Fourth Amendment, dated as of September 5, 2008, to the Reimbursement Agreement between the Company and Wells Fargo Bank, N.A., dated as of July 1, 2005.
10.4	Fourth Amendment, dated as of September 5, 2008, to the Reimbursement Agreement between the Company and JPMorgan Chase Bank, N.A., dated as of September 8, 2006.
10.5	Third Amendment, dated as of September 5, 2008, to the Reimbursement Agreement between the Company and U.S. Bank National Association, dated as of September 8, 2006.
31.1	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
31.2	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
32.1	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE

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

WILLIAMS-SONOMA, INC.

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

Date: December 12, 2008