

Fresh Market, Inc.
Form 10-Q
December 04, 2014

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended October 26, 2014

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

For the transition period from _____ to _____

Commission File Number: 1-34940

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

Delaware
(State or other jurisdiction
of incorporation or organization)
628 Green Valley Road, Suite 500
Greensboro, NC
(Address of principal executive offices)

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

27408
(Zip Code)

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

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

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

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

Large accelerated filer Accelerated filer

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

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

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The number of shares of the registrant's common stock, \$0.01 par value, outstanding as of November 24, 2014 was 48,444,325 shares.

The Fresh Market, Inc.

Form 10-Q

For the Thirteen and Thirty-Nine Weeks Ended October 26, 2014

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Forward-Looking Statements

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

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

Any forward-looking statement made by us in this Form 10-Q speaks only as of the date hereof. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of

them. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws. You are advised, however, to consult any further disclosures we may make in our future reports to the Securities and Exchange Commission, on our website, or otherwise.

Part I. Financial Information

Item 1. Financial Statements

The Fresh Market, Inc.

Consolidated Balance Sheets

(In thousands, except share amounts)

(unaudited)

	October 26, 2014	January 26, 2014
Assets		
Current assets:		
Cash and cash equivalents	\$19,860	\$11,745
Accounts receivable	8,114	11,098
Inventories	64,532	55,656
Prepaid expenses and other current assets	3,635	4,304
Income tax benefit	6,599	1,692
Deferred income taxes	8,850	3,267
Total current assets	111,590	87,762
Property and equipment, net	391,779	373,449
Other assets	9,476	8,417
Total assets	\$512,845	\$469,628
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$51,247	\$46,942
Accrued liabilities	71,339	63,694
Total current liabilities	122,586	110,636
Long-term debt	—	24,700
Capital and financing lease obligations	29,968	26,069
Closed store reserves	12,797	193
Deferred income taxes	2,300	12,017
Deferred rent	13,322	13,460
Deferred lease incentives	12,569	13,347
Other liabilities	14,634	12,941
Total noncurrent liabilities	85,590	102,727
Commitments and contingencies (Notes 2 and 8)		
Stockholders' equity:		
Preferred stock – \$0.01 par value; 40,000,000 shares authorized, none issued	—	—
Common stock – \$0.01 par value; 200,000,000 shares authorized, 48,294,776 and 48,260,804 shares issued and outstanding as of October 26, 2014 and January 26, 2014, respectively	483	483
Additional paid-in capital	118,588	113,029
Retained earnings	185,598	142,753
Total stockholders' equity	304,669	256,265
Total liabilities and stockholders' equity	\$512,845	\$469,628

See accompanying notes to consolidated financial statements.

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The Fresh Market, Inc.

Consolidated Statements of Comprehensive Income

(In thousands, except share and per share amounts)

(unaudited)

	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013	October 26, 2014	October 27, 2013
Sales	\$419,450	\$364,457	\$1,272,679	\$1,085,847
Cost of goods sold (exclusive of depreciation shown separately)	281,375	242,400	842,723	713,175
Gross profit	138,075	122,057	429,956	372,672
Operating expenses:				
Selling, general and administrative expenses	100,781	88,865	299,048	252,869
Impairments and store closure costs	(2,728	) 74	13,881	347
Depreciation	15,694	14,224	45,996	39,266
Income from operations	24,328	18,894	71,031	80,190
Interest expense	1,086	1,089	3,307	2,554
Income before provision for income taxes	23,242	17,805	67,724	77,636
Tax provision	8,358	6,741	24,879	28,818
Net income	\$14,884	\$11,064	\$42,845	\$48,818
Net income per share:				
Basic	\$0.31	\$0.23	\$0.89	\$1.01
Diluted	\$0.31	\$0.23	\$0.88	\$1.01
Weighted-average common shares outstanding:				
Basic	48,291,724	48,217,984	48,280,457	48,191,399
Diluted	48,480,657	48,442,252	48,446,013	48,389,426
Comprehensive income:				
Net income	\$14,884	\$11,064	\$42,845	\$48,818
Other comprehensive income	—	—	—	—
Total comprehensive income	\$14,884	\$11,064	\$42,845	\$48,818

See accompanying notes to consolidated financial statements.

The Fresh Market, Inc.
Consolidated Statements of Stockholders' Equity
(In thousands, except share amounts)
(unaudited)

	Common Stock, \$0.01 par value				
	Common Shares Outstanding	Common Stock	Additional Paid-in Capital	Retained Earnings	Total Stockholders' Equity
Balance at January 27, 2013	48,144,620	\$482	\$105,431	\$91,946	\$197,859
Exercise of share-based awards	84,453	1	2,058	—	2,059
Issuance of common stock pursuant to restricted stock units	19,203	—	—	—	—
Issuance of common stock pursuant to employee stock purchase plan	5,290	—	226	—	226
Vesting of restricted stock awards, non-employee directors	7,238	—	—	—	—
Withholding tax on restricted stock unit vesting	—	—	(494)	—	(494)
Share-based compensation	—	—	5,239	—	5,239
Tax benefit related to exercise of share-based awards	—	—	569	—	569
Net income	—	—	—	50,807	50,807
Balance at January 26, 2014	48,260,804	\$483	\$113,029	\$142,753	\$256,265
Exercise of share-based awards	10,586	—	234	—	234
Issuance of common stock pursuant to restricted stock units	6,609	—	—	—	—
Issuance of common stock pursuant to employee stock purchase plan	4,093	—	132	—	132
Vesting of restricted stock awards, non-employee directors	8,554	—	—	—	—
Vesting of executive restricted stock awards	4,130	—	—	—	—
Withholding tax on restricted stock unit vesting	—	—	(162)	—	(162)
Share-based compensation	—	—	5,513	—	5,513
Tax shortfall related to exercise of share-based awards	—	—	(158)	—	(158)
Net income	—	—	—	42,845	42,845
Balance at October 26, 2014	48,294,776	\$483	\$118,588	\$185,598	\$304,669

See accompanying notes to consolidated financial statements.

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The Fresh Market, Inc.
 Consolidated Statements of Cash Flows
 (In thousands)
 (unaudited)

	For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013
Operating activities		
Net income	\$42,845	\$48,818
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	46,147	39,432
Loss on disposals of property and equipment	1,916	13
Gain on assignment of capital lease	(1,508) —
Share-based compensation	5,513	4,256
Excess tax shortfall (benefit) from share-based compensation	158	(180
Deferred income taxes	(15,300	) (2,513
Change in assets and liabilities:		
Accounts receivable	2,984	(2,090
Inventories	(8,876	) (12,641
Prepaid expenses and other assets	(41	) 3,221
Income tax benefits	(4,907	) (1,948
Accounts payable	4,305	15,343
Closed store reserves	14,018	—
Accrued and other liabilities	10,952	12,907
Net cash provided by operating activities	98,206	104,618
Investing activities		
Purchases of property and equipment	(64,478	) (92,169
Proceeds from sale of property and equipment	102	76
Net cash used in investing activities	(64,376	) (92,093
Financing activities		
Borrowings on revolving credit facility	137,233	376,132
Payments made on revolving credit facility	(161,933	) (384,532
Payments made on debt issuance costs	(499) —
Payments made on capital and financing lease obligations	(562	) (97
Proceeds from issuance of common stock pursuant to employee stock purchase plan	132	176
Excess tax (shortfall) benefit from share-based compensation	(158	) 180
Payments on withholding tax for restricted stock unit vesting	(162	) (80
Proceeds from exercise of share-based compensation awards	234	1,565
Net cash used in financing activities	(25,715	) (6,656
Net increase in cash and cash equivalents	8,115	5,869
Cash and cash equivalents at beginning of period	11,745	8,737
Cash and cash equivalents at end of period	\$19,860	\$14,606

Supplemental disclosures of cash flow information:

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Cash paid during the period for interest	\$3,172	\$1,308
Cash paid during the period for taxes	\$45,522	\$39,265
Non-cash investing and financing activities:		
Property and equipment acquired through capital and financing lease obligations during the period	\$5,884	\$40,267

See accompanying notes to consolidated financial statements.

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The Fresh Market, Inc.
 Notes to Consolidated Financial Statements
 (In thousands, except share and per share data)
 (unaudited)

1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements of The Fresh Market, Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements and are in the form prescribed by the Securities and Exchange Commission in instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the accompanying notes thereto in the Company's Annual Report on Form 10-K for the fiscal year ended January 26, 2014. In the opinion of management, these unaudited consolidated financial statements include all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation of the Company's financial position, results of operations and cash flows for the periods indicated. Interim results are not necessarily indicative of results that may be expected for a full fiscal year or future interim periods.

In certain instances, there are changes in the presentation of the consolidated financial statements to conform to the current year presentation.

The Company's wholly-owned subsidiaries are consolidated and all intercompany accounts and transactions are eliminated upon consolidation.

The Company reports its results of operations on a 52- or 53-week fiscal year ending on the last Sunday in January. Fiscal years 2014 and 2013 are 52-week fiscal years and each fiscal quarter consists of 13 weeks.

The Company has determined that it has only one reportable segment. The Company's revenues come from the sale of items at its specialty food stores. The Company's primary focus is on perishable food categories, which include meat, seafood, produce, deli, bakery, floral, sushi and prepared foods. Non-perishable categories consist of traditional grocery, frozen and dairy products as well as bulk, coffee, candy, beer and wine, and health and beauty. The following is a summary of the percentage for the sales of perishable and non-perishable items:

	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013	October 26, 2014	October 27, 2013
Perishable	65.5%	65.4%	65.9%	66.0%
Non-perishable	34.5%	34.6%	34.1%	34.0%

Recent Accounting Pronouncements

In April 2014, the FASB issued Accounting Standards Update No. 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity (ASU 2014-08), to change the criteria for determining which disposals can be presented as discontinued operations and enhance the related disclosure requirements. The guidance is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2014 with early adoption permitted for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued. Upon adoption of this standard, the Company will be required to evaluate whether a disposal meets the discontinued operations requirements under ASU 2014-08. The Company does not expect the adoption of this standard to have a material impact on its consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Topic 606) (ASU 2014-09), which amended the existing accounting standards for revenue recognition. ASU 2014-09 establishes principles for recognizing revenue upon the transfer of promised goods or services to customers, in an

amount that reflects the expected consideration received in exchange for those goods or services. It is effective for annual reporting periods beginning after December 15, 2016. Early adoption is not permitted. The standards may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of initial application. The Company is currently in the process of evaluating the effect this guidance will have on its consolidated financial statements and related disclosures.

The Fresh Market, Inc.

Notes to Consolidated Financial Statements - (continued)

1. Summary of Significant Accounting Policies (continued)

In June 2014, the FASB issued Accounting Standards Update No. 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (ASU 2014-12). The guidance requires that a performance target that affects vesting and could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in FASB Accounting Standards Codification (ASC) 718, Compensation-Stock Compensation, as it relates to such awards. ASU 2014-12 is effective for annual reporting periods, and interim periods within those annual reporting periods, beginning after December 15, 2015 with early adoption permitted. The Company does not expect that the adoption of this guidance will have a material impact on its consolidated financial statements and related disclosures.

2. Long-Term Debt

Long-term debt is as follows:

	October 26, 2014	January 26, 2014
Unsecured revolving credit note, with maximum available borrowings of \$175,000 at October 26, 2014 and January 26, 2014, interest payable monthly at one-month LIBOR plus a margin, with a total stated annual interest rate of 1.3% and 1.4% as of October 26, 2014 and January 26, 2014, respectively	\$—	\$24,700

On June 12, 2014, the Company entered into an unsecured revolving credit agreement with Bank of America, N.A., as Administrative Agent, Swing Line Lender and Letter of Credit Issuer, and the several lenders party thereto (the "2014 Credit Agreement"). The 2014 Credit Agreement refinanced and replaced the Company's senior unsecured revolving credit facility under that certain Credit Agreement dated February 22, 2011, by and among the Company, as borrower, Bank of America, N.A., as Administrative Agent, Swing Line Lender and Letter of Credit Issuer, and the several lenders party thereto (the "2011 Credit Agreement"). The 2011 Credit Agreement was terminated effective June 12, 2014 upon the Company entering into the 2014 Credit Agreement.

The 2014 Credit Agreement matures June 12, 2019 and is available to provide support for working capital, capital expenditures and other general corporate purposes, including permitted acquisitions and issuance of letters of credit. While the Company currently has no material domestic subsidiaries, other entities will guarantee its obligations under the 2014 Credit Agreement if and when they become material domestic subsidiaries of the Company during the term of the 2014 Credit Agreement.

The 2014 Credit Agreement provides for total borrowings of up to \$175,000. Under the terms of the 2014 Credit Agreement, the Company is entitled to request an increase in the size of the facility by an amount not exceeding \$100,000 in the aggregate. If the existing lenders elect not to provide the full amount of a requested increase, or in lieu of accepting offers from existing lenders to increase their commitments, the Company may designate one or more other lenders to become a party to the 2014 Credit Agreement, subject to the approval of the Administrative Agent. The 2014 Credit Agreement includes a letter of credit sublimit of \$60,000, of which \$21,097 was outstanding at October 26, 2014, and the 2011 Credit Agreement included a letter of credit sublimit of \$25,000, of which \$13,667 was outstanding at January 26, 2014. The beneficiaries of these letters of credit are primarily the Company's workers' compensation and general liability insurance carriers. The 2014 Credit Agreement also includes a swing line sublimit of \$15,000.

At the Company's option, revolving loans under the 2014 Credit Agreement bear interest at (i) the London Interbank Offered Rate ("LIBOR") plus an applicable margin that ranges from 0.90% to 2.00%, (ii) the Eurodollar rate plus an applicable margin that ranges from 0.90% to 2.00%, or (iii) the base rate plus an applicable margin that ranges from 0% to 1.00%, where the base rate is defined as the greatest of: (a) the federal funds rate plus 0.50%, (b) Bank of America's prime rate, and (c) the Eurodollar rate plus 1.00%. As of October 26, 2014, there were no outstanding borrowings; as of January 26, 2014, all outstanding borrowings bore interest at LIBOR plus an applicable margin.

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The commitment fee calculated on the unused portions of the 2014 Credit Agreement ranges from 0.125% to 0.250% per annum.

The 2014 Credit Agreement contains a number of affirmative and restrictive covenants, including limitations on the Company's ability to grant liens, incur additional debt, pay dividends, redeem its common stock, make certain investments and engage in certain merger, consolidation or asset sale transactions.

The Fresh Market, Inc.

Notes to Consolidated Financial Statements - (continued)

3. Fair Value Measurements

The FASB ASC 820, Fair Value Measurements, requires fair value measurements to be classified and disclosed in one of the following pricing categories:

Level 1 - Quoted prices in active markets for identical assets or liabilities as of the reporting date.

Level 2 - Observable inputs other than quoted prices in active markets for identical assets or liabilities.

Level 3 - Unobservable inputs in which there is little or no market data available, which require the reporting entity to develop its own assumptions.

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities and other accrued expenses approximate fair value because of their short maturity. The carrying amount of long-term debt approximates fair value because the advances under this instrument bear variable interest rates which reflect market changes to interest rates and contain variable risk premiums based on certain financial ratios achieved by the Company. The fair value estimate of our long-term debt is a Level 2 measurement.

Nonrecurring Fair Value Measurements

Certain assets are measured at fair value on a nonrecurring basis, including assets that are written down to fair value as a result of an impairment. The Company recorded lease obligation costs as a nonrecurring fair value measurement in connection with its store closure costs for the thirteen and thirty-nine weeks ended October 26, 2014. The Company did not record any other nonrecurring fair value measurements during the thirteen and thirty-nine weeks ended October 26, 2014.

4. Impairments and Store Closure Costs

Store Closure Costs

During the thirty-nine weeks ended October 26, 2014, the Company closed four stores and recorded charges primarily consisting of certain lease obligations, severance costs, and losses on the disposal of assets associated with the closed stores. The Company expects to incur approximately \$13,000 in store closure and exit costs in fiscal 2014 relating to these stores. Total expected costs are subject to change in future periods based on revisions to assumptions and estimates.

During the thirteen weeks ended October 26, 2014, the Company recorded a net benefit of \$2,728 to impairments and store closure costs of which approximately \$2,900 related to a gain on the assignment of a capital lease and changes in estimates related to its lease commitments for previously closed stores. The net benefit was recorded to the "Impairments and store closure costs" line item on the accompanying Consolidated Statements of Comprehensive Income. The Company incurred approximately \$14,300 of total store closure and exit costs during the thirty-nine weeks ended October 26, 2014, with \$13,881 recorded to the "Impairments and store closure costs" line item and approximately \$400 for the liquidation of inventory recorded to other line items on the accompanying Consolidated Statements of Comprehensive Income. The \$13,881 recorded to the "Impairments and store closure costs" line item consisted of: (i) approximately \$13,500 in connection with closing of four stores and other events affecting closed stores during the thirty-nine weeks ended October 26, 2014; and (ii) ongoing expenses for closed stores.

Impairments and store closure costs for the thirteen and thirty-nine weeks ended October 26, 2014 and October 27, 2013 were as follows:

	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013	October 26, 2014	October 27, 2013
Lease obligation costs	\$(1,541	) \$70	\$11,800	\$329
Gain on assignment of capital lease	(1,508	) —	(1,508) —
Employee and severance costs	1	—	768	—
Loss on disposal of assets	98	—	1,852	—
Other charges	222	4	969	18
	\$(2,728	) \$74	\$13,881	\$347

The Fresh Market, Inc.

Notes to Consolidated Financial Statements - (continued)

4. Impairments and Store Closure Costs (continued)

Closed Store Reserves

Closed store reserves include amounts for occupancy costs related to closed stores, which represent the present value of the remaining non-cancelable lease payments required under operating leases for the closed stores, less an estimate of subtenant income. During the thirty-nine weeks ended October 26, 2014, three closed stores met the cease use requirements for recording a reserve for occupancy costs. The other store closed during the thirty-nine weeks ended October 26, 2014 was accounted for as a capital lease; therefore, no additional obligation for occupancy costs for that store was required. Closed store reserves of \$3,033 and \$1,619 are included in "Accrued liabilities" and \$12,797 and \$193 are included in "Closed store reserves," on the accompanying Consolidated Balance Sheets at October 26, 2014 and January 26, 2014, respectively.

Activity for the closed store reserves for the thirty-nine weeks ended October 26, 2014 and for the fifty-two weeks ended January 26, 2014 was as follows:

	For the Thirty-Nine Weeks Ended October 26, 2014	For the Fifty-Two Weeks Ended January 26, 2014
Beginning balance	\$ 1,812	\$ 1,982
Additions and adjustments	15,281	656
Payments	(1,263	) (826
Ending balance	\$ 15,830	\$ 1,812

5. Share-based Compensation

The Company grants share-based awards under The Fresh Market, Inc. 2010 Omnibus Incentive Compensation Plan. As of October 26, 2014, approximately 1,900,000 shares of the Company's common stock were available for share-based awards.

Share-based compensation expense is recorded in the "Selling, general and administrative expenses" line item on the accompanying Consolidated Statements of Comprehensive Income. Total share-based compensation was comprised of the following:

	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013	October 26, 2014	October 27, 2013
Stock options	\$872	\$738	\$2,679	\$2,182
Restricted stock units	385	272	1,234	853
Executive restricted stock awards	318	293	952	680
Restricted stock awards, non-employee directors	105	105	315	316
Performance share awards	—	(85	) —	49
Performance share units	130	(10	) 305	144
Other share based-awards	—	20	28	32
	\$1,810	\$1,333	\$5,513	\$4,256

The Fresh Market, Inc.

Notes to Consolidated Financial Statements - (continued)

5. Share-based Compensation (continued)

The following table summarizes option activity under The Fresh Market, Inc. 2010 Omnibus Incentive Compensation Plan (in thousands) for the thirty-nine weeks ended October 26, 2014:

Balance at January 26, 2014	764	
Options granted	244	
Options exercised	(11)
Options expired	(1)
Options forfeited	(4)
Balance at October 26, 2014	992	
Total remaining unearned compensation costs	\$4,658	

Weighted-average remaining service period 2.5 years

The following table summarizes the activity for the thirty-nine weeks ended October 26, 2014 for the Company's existing restricted stock unit program, executive restricted stock award program and restricted stock award program for non-employee directors (in thousands):

	Restricted Stock Units	Executive Restricted Stock Awards	Restricted Stock Awards, Non-Employee Directors
Balance at January 26, 2014	70	92	10
Granted	74	—	13
Vested	(11	) (5	) (10
Forfeited	(4) —	—
Balance at October 26, 2014	129	87	13
Total remaining unearned compensation costs	\$2,821	\$2,013	\$251
Weighted-average remaining service period	3.0 years	1.5 years	0.6 years

6. Earnings per Share

The computation of basic earnings per share is based on the number of weighted-average common shares outstanding during the period. The computation of diluted earnings per share includes the dilutive effect of common stock equivalents consisting of incremental common shares deemed outstanding from the assumed exercise of stock options, restricted stock units, executive restricted stock awards, restricted stock awards for non-employee directors and deferred stock units. The Company excluded the dilutive effect of its performance share awards and performance share units since the related performance conditions had not been satisfied for the thirteen and thirty-nine weeks ended October 26, 2014 and October 27, 2013.

The Fresh Market, Inc.

Notes to Consolidated Financial Statements - (continued)

6. Earnings per Share (continued)

A reconciliation of the numerators and denominators of the basic and diluted earnings per share calculations follows (in thousands, except share and per share amounts):

	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013	October 26, 2014	October 27, 2013
Net income available to common stockholders (numerator for basic and diluted earnings per share)	\$ 14,884	\$ 11,064	\$ 42,845	\$ 48,818
Weighted-average common shares outstanding (denominator for basic earnings per share)	48,291,724	48,217,984	48,280,457	48,191,399
Potential common shares outstanding:				
Incremental shares from share-based awards	188,933	224,268	165,556	198,027
Weighted-average common shares outstanding and potential additional common shares outstanding (denominator for diluted earnings per share)	48,480,657	48,442,252	48,446,013	48,389,426
Basic earnings per share	\$0.31	\$0.23	\$0.89	\$1.01
Diluted earnings per share	\$0.31	\$0.23	\$0.88	\$1.01

For the thirteen weeks ended October 26, 2014 and October 27, 2013, there were approximately 654,000 and 268,000 shares, respectively, excluded from the computation of diluted weighted-average common shares outstanding because such shares were antidilutive. For the thirty-nine weeks ended October 26, 2014 and October 27, 2013, there were approximately 607,000 and 282,000 shares, respectively, excluded from the computation of diluted weighted-average common shares outstanding because such shares were antidilutive.

7. Supplementary Balance Sheet Information

The following table reflects supplementary balance sheet information for the Company's property and equipment, net at October 26, 2014 and January 26, 2014:

	October 26, 2014	January 26, 2014
Land	\$2,800	\$2,846
Buildings	65,929	61,338
Store fixtures and equipment	355,038	323,454
Leasehold improvements	235,734	218,359
Office furniture, fixtures and equipment	13,449	14,097
Automobiles	1,370	1,370
Construction in progress	23,416	32,654
Total property and equipment	697,736	654,118
Accumulated depreciation	(305,957	) (280,669
Total property and equipment, net	\$391,779	\$373,449

The Fresh Market, Inc.
Notes to Consolidated Financial Statements - (continued)

7. Supplementary Balance Sheet Information (continued)

The following table reflects supplementary balance sheet information for the Company's accrued liabilities at October 26, 2014 and January 26, 2014:

	October 26, 2014	January 26, 2014
Accrued compensation benefits	\$31,416	\$24,547
Accrued occupancy cost	8,621	8,716
Other accrued taxes	5,111	4,193
Accrued construction and maintenance costs	7,671	9,939
Other accrued liabilities	18,520	16,299
Total accrued liabilities	\$71,339	\$63,694

8. Commitments and Contingencies

Litigation

From time to time, the Company is involved in various legal proceedings in the normal course of business, including labor and employment, premises, personal injury, product liability and general liability claims, and claims related to commercial and leasing matters. In the opinion of management, the resolution of currently pending matters, other than those described or referred to in the following paragraphs, will not have a material adverse effect on the Company's financial condition or results of operations. However, because of the nature and inherent uncertainties of litigation, the Company cannot predict with certainty the ultimate resolution of these actions and, should the outcome of these actions be unfavorable, the Company's business, financial position, results of operations or cash flows could be materially and adversely affected.

The Company reviews the status of its legal proceedings and records a provision for a liability when it is considered probable that both a liability has been incurred and the amount of the loss can be reasonably estimated. This review is updated periodically as additional information becomes available. If either or both of the criteria are not met, the Company reassesses whether there is at least a reasonable possibility that a loss, or additional losses, may be incurred. If there is a reasonable possibility that a loss may be incurred, the Company discloses the estimate of the amount of the loss or range of losses, that the amount is not material, or that an estimate of loss cannot be made. The Company expenses its legal fees as incurred.

In assessing potential loss contingencies, the Company considers a number of factors, including those listed in FASB ASC 450-20, Contingencies - Loss Contingencies, regarding assessing the probability of a loss and assessing whether a loss is reasonably estimable. Litigation can be expensive and disruptive to normal business operations. Moreover, the results of litigation are difficult to predict and the Company's view of these matters may change as the litigation and events unfold over time. An unfavorable outcome in any legal matter, if material, could have a material adverse effect on the Company's results of operations in the period in which the unfavorable outcome occurs and potentially in future periods.

The Company had been named in two lawsuits filed against it and other parties in South Carolina arising out of an incident in May 2011, in which certain outdoor candle products that were allegedly sold at certain of the Company's stores are alleged to have caused personal injury. During the thirty-nine weeks ended October 26, 2014, the Company and the plaintiffs in the two lawsuits resolved all claims between the parties arising out of or related to the incident. The claims against the Company in the two lawsuits were dismissed subsequent to October 26, 2014.

The Company is party to a lawsuit that was filed against it in U.S. District Court in Connecticut alleging that the manner in which the Company implemented and applied the fluctuating workweek method for calculating overtime due to the Company's department managers violates the federal Fair Labor Standards Act. The complaint purports to state a collective action on behalf of a class of department managers in stores in states in which the Company uses the fluctuating workweek method of compensation. The Company believes that the plaintiff's claims are without merit

and intends to vigorously defend itself in this proceeding. At this time, the Company cannot predict whether the Court will certify a collective action, how it will rule on the merits of the claim, and/or the scope of the potential loss in the event of an adverse outcome. Should the Company ultimately be found liable in this matter, its liability could have a material adverse effect on the Company's results of operations for the period or periods in which it is incurred.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

The Fresh Market, Inc. is a growing specialty grocery retailer focused on creating an extraordinary food shopping experience for its customers. Since opening our first store in 1982, we have offered high-quality food products, with an emphasis on fresh, premium perishables and an uncompromising commitment to customer service. We seek to provide an attractive, convenient shopping environment while offering our customers a compelling price-value combination. As of October 26, 2014, we operated 164 stores in 27 states across the United States.

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

How We Assess the Performance of Our Business

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

Sales

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

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

Comparable Store Sales

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

Various factors may affect comparable store sales, including:

- overall economic trends and conditions, including general price levels in the economy;
- consumer confidence, preferences and buying trends;
- our competition, including competitor store openings, remodels and closings near our stores;
- our competitors expanding their offerings of premium/perishable products;
- the pricing of our products, including the effects of inflation, deflation and our promotional activities which we evaluate and adjust in the ordinary course of our business;
- the number of customer transactions at our stores;
- our ability to provide an assortment of distinctive, high-quality product offerings to generate new and repeat visits to our stores;

- the level of customer service that we provide in our stores;
- our in-store merchandising-related activities;
- our ability to source products efficiently;
- our opening of new stores in the vicinity of our existing stores;
- the number of stores we open, remodel or relocate in any period; and
- severe or unfavorable weather conditions.

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

Gross Profit

Gross profit is equal to our sales minus our cost of goods sold. Gross margin measures gross profit as a percentage of our sales. Cost of goods sold is directly correlated with sales and includes the direct costs of purchased merchandise, distribution and supply chain costs, buying costs, store supplies and store occupancy costs. Store occupancy costs include rent, common area maintenance, real estate taxes, personal property taxes, insurance, licenses and utilities. Cost of goods sold is exclusive of depreciation, which is reported separately. The components of our cost of goods sold may not be identical to those of our competitors. As a result, data in this Form 10-Q regarding our gross profit and gross margin rate may not be comparable to similar data made available by our competitors.

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

Selling, General and Administrative Expenses

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

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

Impairments and Store Closure Costs

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

We record a reserve for future lease obligations associated with stores that have closed. The fair value of the lease liability is estimated using a discount rate to calculate the present value of the remaining noncancelable lease payments at the cease use date for the store, net of an estimate of subtenant income. Our expectations of potential

subtenant income are based on various factors including our knowledge of the geographical area in which the closed store property is located, the remaining lease term and existing conditions. We also seek advice from local brokers and agents, commercial market value analysts, and third-party fair value reports to develop our assumptions. Changes in market and economic conditions could cause us to change our assumptions and may require adjustments to the reserves.

Income from Operations

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

Taxes

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

Results of Operations

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

	For the Thirteen Weeks Ended				For the Thirty-Nine Weeks Ended							
	October 26, 2014		October 27, 2013		October 26, 2014		October 27, 2013					
	(amounts in thousands, except share and per share amounts)											
Consolidated												
Statements of Income												
Data (unaudited):												
Sales	\$419,450	100.0	%	\$364,457	100.0	%	\$1,272,679	100.0	%	\$1,085,847	100.0	%
Cost of goods sold	281,375	67.1	%	242,400	66.5	%	842,723	66.2	%	713,175	65.7	%
Gross profit	138,075	32.9	%	122,057	33.5	%	429,956	33.8	%	372,672	34.3	%
Selling, general and administrative expenses	100,781	24.0	%	88,865	24.4	%	299,048	23.5	%	252,869	23.3	%
Impairments and store closure costs	(2,728)	(0.7)	%)	74	0.0	%	13,881	1.1	%	347	0.0	%
Depreciation	15,694	3.7	%	14,224	3.9	%	45,996	3.6	%	39,266	3.6	%
Income from operations	24,328	5.8	%	18,894	5.2	%	71,031	5.6	%	80,190	7.4	%
Interest expense	1,086	0.3	%	1,089	0.3	%	3,307	0.3	%	2,554	0.2	%
Income before provision for income taxes	23,242	5.5	%	17,805	4.9	%	67,724	5.3	%	77,636	7.1	%
Tax provision	8,358	2.0	%	6,741	1.8	%	24,879	2.0	%	28,818	2.7	%
Net income	\$14,884	3.5	%	\$11,064	3.0	%	\$42,845	3.4	%	\$48,818	4.5	%
Net income per share												
Basic	\$0.31			\$0.23			\$0.89			\$1.01		
Diluted	\$0.31			\$0.23			\$0.88			\$1.01		
Shares used in computation of net income per share:												
Basic	48,291,724			48,217,984			48,280,457			48,191,399		
Diluted	48,480,657			48,442,252			48,446,013			48,389,426		

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

	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013	October 26, 2014	October 27, 2013
Other Operating Data (unaudited):				
Number of stores at end of period	164	146	164	146
Comparable store sales growth ⁽¹⁾	3.3	% 3.1	% 2.9	% 3.2
Gross square footage at end of period (in thousands)	3,463	3,094	3,463	3,094
Average comparable store size (gross square feet) ⁽²⁾	21,076	21,111	21,098	21,113

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Comparable store sales per gross square foot during period ⁽²⁾	\$ 127	\$ 126	\$ 395	\$ 393
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Our practice is to include sales from a store in comparable store sales beginning on the first day of the sixteenth full month following the store's opening. When a store that is included in comparable store sales is remodeled or relocated, we continue to consider sales from that store to be comparable store sales. When a store is closed it is removed from comparable store sales in the period it is closed. There may be variations in the way that our competitors calculate comparable or "same store" sales. As a result, data in this Form 10-Q regarding our comparable store sales may not be comparable to similar data made available by our competitors.

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

Items Impacting Comparability

Thirteen Weeks Ended October 26, 2014

Items impacting comparability between the thirteen weeks ended October 26, 2014 and the thirteen weeks ended October 27, 2013 include the following:

During the thirteen weeks ended October 26, 2014, we recorded a net pre-tax benefit of \$2.9 million, or \$0.04 per share after tax on a diluted basis, to the "Impairments and store closure costs" line item on the accompanying Consolidated Statements of Comprehensive Income, in connection with a gain on the assignment of a capital lease and changes in estimates related to our lease commitments for previously closed stores.

Thirty-Nine Weeks Ended October 26, 2014

Items impacting comparability between the thirty-nine weeks ended October 26, 2014 and the thirty-nine weeks ended October 27, 2013 include the following:

During the thirty-nine weeks ended October 26, 2014, we recorded a net pre-tax charge of \$13.9 million, or \$0.18 per share after tax on a diluted basis, with \$13.5 million recorded to the "Impairments and store closure costs" line item on the accompanying Consolidated Statements of Comprehensive Income related to the recognition and adjustments of certain lease liabilities, severance, losses on the disposal of assets and other exit costs incurred in connection with closed stores. The remaining charges relate to the liquidation of inventory and are reflected on other line items on the accompanying Consolidated Statements of Comprehensive Income.

Period to Period Comparisons

Thirteen Weeks Ended October 26, 2014 Compared to the Thirteen Weeks Ended October 27, 2013

Sales

Sales increased 15.1%, or \$55.0 million, to \$419.5 million for the thirteen weeks ended October 26, 2014, compared to the thirteen weeks ended October 27, 2013, resulting from an \$11.3 million increase in comparable store sales and a \$43.7 million increase in non-comparable store sales. There were 132 comparable stores and 32 non-comparable stores open at October 26, 2014.

Comparable store sales increased 3.3% to \$350.3 million for the thirteen weeks ended October 26, 2014, compared to the thirteen weeks ended October 27, 2013. For the thirteen weeks ended October 26, 2014, comparable store sales were driven by a 3.0% increase in the number of transactions and a 0.3% increase in the average transaction size. Average customer transaction size for comparable stores increased to \$30.65 for the thirteen weeks ended October 26, 2014, compared to \$30.56 for the thirteen weeks ended October 27, 2013.

Gross Profit

Gross profit increased 13.1%, or \$16.0 million, to \$138.1 million for the thirteen weeks ended October 26, 2014, compared to the thirteen weeks ended October 27, 2013. The amount of the increase in gross profit attributable to

increased sales was \$18.4 million partially offset by a decrease of \$2.4 million attributable to a decrease in the gross margin rate. The gross margin rate decreased 60 basis points to 32.9% for the thirteen weeks ended October 26, 2014, compared to 33.5% for the

thirteen weeks ended October 27, 2013. The gross margin decline was primarily due to the Company's decision to absorb higher cost inflation and continue promotions in key product categories. The decline in gross margin was partially offset by an improvement in occupancy costs as a percentage of sales for the thirteen weeks ended October 26, 2014, mainly due to decreases in pre-opening rent on higher sales compared to the thirteen weeks ended October 27, 2013.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 13.4%, or \$11.9 million, to \$100.8 million for the thirteen weeks ended October 26, 2014, compared to the thirteen weeks ended October 27, 2013. The increase in selling, general and administrative expenses was primarily attributable to an increase in the number of stores in operation during the thirteen weeks ended October 26, 2014, compared to the thirteen weeks ended October 27, 2013, which led to higher overall store-level compensation expenses and other costs to operate our stores. With more stores in operation during the thirteen weeks ended October 26, 2014, store-level compensation expenses increased \$8.7 million, other store operating expenses increased \$2.3 million, and corporate general and administrative expenses increased \$1.9 million. This was partially offset by a decrease in pre-opening expenses of \$0.9 million due to the fact that we opened four additional stores during the thirteen weeks ended October 27, 2013, compared to the thirteen weeks ended October 26, 2014.

As a percentage of sales, selling, general and administrative expenses decreased by 40 basis points to 24.0% for the thirteen weeks ended October 26, 2014, compared to 24.4% for the thirteen weeks ended October 27, 2013. The decrease in selling, general and administrative expenses as a percentage of sales for the thirteen weeks ended October 26, 2014 was primarily due to lower pre-opening expenses associated with six new store openings, compared to ten for the thirteen weeks ended October 27, 2013. The Company also realized an improvement in corporate and store operating expenses as a percentage of sales during the thirteen weeks ended October 26, 2014, which were mostly offset by an increase in incentive compensation expense, compared to the thirteen weeks ended October 27, 2013.

Impairments and Store Closure Costs

During the thirteen weeks ended October 26, 2014, we recorded a net benefit of \$2.7 million, or 0.7% as a percentage of sales, for impairments and store closure costs. This included adjustments for a net benefit of \$2.9 million due to a gain on the assignment of a capital lease and changes in estimates related to our lease commitments for previously closed stores.

Depreciation Expense

Depreciation expense increased 10.3%, or \$1.5 million, to \$15.7 million for the thirteen weeks ended October 26, 2014, compared to the thirteen weeks ended October 27, 2013, principally due to store unit growth. Depreciation expense as a percentage of sales decreased 20 basis points to 3.7% for the thirteen weeks ended October 26, 2014, compared to 3.9% for the thirteen weeks ended October 27, 2013.

Income from Operations

Income from operations increased 28.8%, or \$5.4 million, to \$24.3 million for the thirteen weeks ended October 26, 2014, compared to the thirteen weeks ended October 27, 2013. Income from operations as a percentage of sales increased 60 basis points to 5.8% for the thirteen weeks ended October 26, 2014, compared 5.2% for the thirteen weeks ended October 27, 2013. During the thirteen weeks ended October 26, 2014, income from operations included a net benefit of \$2.9 million, or 0.7% as a percentage of sales, as a result of adjustments to previously recorded store closure and exit costs.

Interest Expense

Interest expense remained flat at \$1.1 million for the thirteen weeks ended October 26, 2014, compared to the thirteen weeks ended October 27, 2013.

Income Tax Expense

Income taxes for the thirteen weeks ended October 26, 2014 resulted in an effective tax rate of approximately 36.0%, compared to the income tax rate of approximately 37.9% for the thirteen weeks ended October 27, 2013. The

reduction in the rate was related to slightly favorable return to provision adjustments during the thirteen weeks ended October 26, 2014, compared to unfavorable return to provision adjustments during the thirteen weeks ended October 27, 2013.

Net Income

As a result of the foregoing, net income increased 34.5%, or \$3.8 million, to \$14.9 million for the thirteen weeks ended October 26, 2014, compared to the thirteen weeks ended October 27, 2013. Net income as a percentage of sales for the thirteen weeks ended October 26, 2014 increased 50 basis points to 3.5% from 3.0% for the thirteen weeks ended October 27, 2013.

During the thirteen weeks ended October 26, 2014, net income included a net pre-tax benefit of \$2.9 million as a result of adjustments to previously recorded store closure and exit costs.

Thirty-Nine Weeks Ended October 26, 2014 Compared to the Thirty-Nine Weeks Ended October 27, 2013

Sales

Sales increased 17.2%, or \$186.8 million, to \$1.27 billion for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013, resulting from a \$30.5 million increase in comparable store sales and a \$156.3 million increase in non-comparable store sales. There were 132 comparable stores and 32 non-comparable stores open at October 26, 2014.

Comparable store sales increased 2.9% to \$1.08 billion for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. For the thirty-nine weeks ended October 26, 2014, comparable store sales were driven by a 2.5% increase in the number of transactions and a 0.4% increase in the average transaction size. Average customer transaction size for comparable stores increased to \$31.38 for the thirty-nine weeks ended October 26, 2014, compared to \$31.25 for the thirty-nine weeks ended October 27, 2013.

Gross Profit

Gross profit increased 15.4%, or \$57.3 million, to \$430.0 million for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. The amount of the increase in gross profit attributable to increased sales was \$64.1 million partially offset by a decrease of \$6.8 million attributable to a decrease in the gross margin rate. The gross margin rate decreased 50 basis points to 33.8% for the thirty-nine weeks ended October 26, 2014, compared to 34.3% for the thirty-nine weeks ended October 27, 2013. The reduction in the gross margin rate reflects a decrease in the merchandise margins due to our decision to absorb cost inflation and continued promotional activity for certain product categories, as well as a slight increase in occupancy expenses as a percentage of sales.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 18.3%, or \$46.2 million, to \$299.0 million for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. The increase in selling, general and administrative expenses was primarily attributable to an increase in the number of stores in operation during the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013, which led to higher overall store-level compensation expenses and other costs to operate our stores. With more stores in operation during the thirty-nine weeks ended October 26, 2014, store-level compensation expenses increased \$34.7 million, and other store operating expenses increased \$7.3 million. In addition, corporate general and administrative expenses increased \$4.5 million, and pre-opening expenses decreased approximately \$0.3 million.

As a percentage of sales, selling, general and administrative expenses increased by 20 basis points to 23.5% for the thirty-nine weeks ended October 26, 2014, compared to 23.3% for the thirty-nine weeks ended October 27, 2013. The increase in selling, general and administrative expenses as a percentage of sales for the thirty-nine weeks ended October 26, 2014 was primarily related to an increase in store-level compensation expense at non-comparable stores. These expenses were partially offset by a slight improvement from corporate general and administrative expenses as a percentage of sales for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013.

Impairments and Store Closure Costs

Impairments and store closure costs for the thirty-nine weeks ended October 26, 2014 were \$13.9 million, which included \$13.5 million of store closure and exit costs in connection with the closing of four stores and other events affecting closed stores. These costs included certain lease liabilities, severance, loss on disposal of assets, and other exit costs. As a percentage of sales, impairments and store closure costs increased by 110 basis points to 1.1% for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013.

Depreciation Expense

Depreciation expense increased 17.1%, or \$6.7 million, to \$46.0 million for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013, principally due to store unit growth and the

recognition of depreciation expense for certain store locations, which are recorded as capital and financing lease assets. Depreciation expense as a percentage of sales remained flat at 3.6% for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013.

Income from Operations

Income from operations decreased 11.4%, or \$9.2 million, to \$71.0 million for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. The decrease was primarily due to a \$13.9 million increase in store closure and exit costs (including a \$0.4 million charge for the liquidation of inventory), a reduction in gross margin rate, and the increase in selling, general and administrative expenses as a percentage of sales for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. Income from operations as a percentage of sales for the thirty-nine weeks ended October 26, 2014 decreased 180 basis points to 5.6% from 7.4% for the thirty-nine weeks ended October 27, 2013. The decrease in income from operations as a percentage of sales was primarily due to an increase of 110 basis points in store closure and exit costs for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013.

Interest Expense

Interest expense increased approximately \$0.8 million to \$3.3 million for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. The increase was attributable to interest expense related to capital and financing lease obligations for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013.

Income Tax Expense

Income taxes for the thirty-nine weeks ended October 26, 2014 resulted in an effective tax rate of approximately 36.7%, compared to approximately 37.1% for the thirty-nine weeks ended October 27, 2013.

Net Income

As a result of the foregoing, net income decreased 12.2%, or \$6.0 million, to \$42.8 million for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. Net income as a percentage of sales for the thirty-nine weeks ended October 26, 2014 decreased to 3.4% from 4.5% for the thirty-nine weeks ended October 27, 2013. Net income was negatively affected by \$13.9 million in pre-tax charges related to the store closure and exit costs, including a \$0.4 million charge for the liquidation of inventory, during the thirty-nine weeks ended October 26, 2014.

Liquidity and Capital Resources

Our primary sources of liquidity are cash generated from operations and borrowings under the 2014 Credit Agreement. Our primary uses of cash are purchases of inventory, operating expenses, capital expenditures primarily for opening new stores and relocating and remodeling existing stores, debt service and corporate taxes. We believe that the cash generated from operations, together with the borrowing availability under the 2014 Credit Agreement, will be sufficient to meet our working capital needs for at least the next twelve months, including investments made, and expenses incurred, in connection with opening new stores and relocating and remodeling existing stores and other strategic initiatives. These strategic initiatives include the replacement of store equipment and product display fixtures, investments in information technology and merchandising enhancements. Our working capital position benefits from the fact that we generally collect cash from sales to customers the same day or, in the case of credit or debit card transactions, within a few days of the related sale.

At October 26, 2014, we had approximately \$19.9 million in cash and cash equivalents and \$153.9 million in borrowing availability under the 2014 Credit Agreement.

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

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A summary of our operating, investing and financing activities for the thirty-nine weeks ended October 26, 2014 and October 27, 2013 is shown in the following table:

	For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013
Net cash provided by operating activities	\$98,206	\$104,618
Net cash used in investing activities	(64,376	) (92,093
Net cash used in financing activities	(25,715	) (6,656
Net increase in cash and cash equivalents	\$8,115	\$5,869

Operating Activities

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

	For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013
Net income	\$42,845	\$48,818
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	46,147	39,432
Loss on disposals of property and equipment	1,916	13
Gain on assignment of capital lease	(1,508) —
Share-based compensation	5,513	4,256
Excess tax shortfall (benefit) from share-based compensation	158	(180
Deferred income taxes	(15,300	) (2,513
Changes in assets and liabilities	18,435	14,792
Net cash provided by operating activities	\$98,206	\$104,618

Net cash provided by operating activities decreased 6.1%, or \$6.4 million, to \$98.2 million for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. The decrease in net cash provided by operating activities was primarily due to higher income tax payments and the timing of various working capital items.

Investing Activities

Cash used in investing activities consists primarily of capital expenditures for opening new stores and relocating and remodeling existing stores, as well as investments in information technology and merchandising enhancements.

	For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013
Purchases of property and equipment	\$(64,478	) \$(92,169
Proceeds from sale of property and equipment	102	76
Net cash used in investing activities	\$(64,376	) \$(92,093

Capital expenditures decreased 30.1%, or \$27.7 million, to \$64.5 million for the thirty-nine weeks ended October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. The decrease is related to a reduced average cost of new store construction and a decrease in the number of store construction projects for the thirty-nine weeks ended

October 26, 2014, compared to the thirty-nine weeks ended October 27, 2013. Capital expenditures related to new, remodeled or relocated stores

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totaled \$59.0 million for the thirty-nine weeks ended October 26, 2014, compared to \$85.1 million for the thirty-nine weeks ended October 27, 2013.

We plan to spend approximately \$90.0 million to \$100.0 million on capital expenditures during fiscal 2014, primarily related to new and remodeled stores.

We plan to open 22 new stores during fiscal 2014, 17 of which had been opened as of October 26, 2014.

Financing Activities

Cash used in financing activities consists primarily of borrowings and payments under the 2014 Credit Agreement. We currently do not intend to pay cash dividends on our common stock.

	For the Thirty-Nine Weeks Ended	
	October 26, 2014	October 27, 2013
Borrowings on revolving credit facility	\$ 137,233	\$ 376,132
Payments made on revolving credit facility	(161,933	) (384,532
Payments made on debt issuance costs	(499) —
Payments made on capital and financing lease obligations	(562	) (97
Proceeds from issuance of common stock pursuant to employee stock purchase plan	132	176
Excess tax (shortfall) benefit from share-based compensation	(158	) 180
Payments on withholding tax for restricted stock unit vesting	(162	) (80
Proceeds from exercise of share-based compensation awards	234	1,565
Net cash used in financing activities	\$ (25,715	) \$ (6,656

Net cash used in financing activities for the thirty-nine weeks ended October 26, 2014 increased \$19.1 million, to \$25.7 million, mostly due to an increase in net payments on our unsecured revolving credit agreement compared to the thirty-nine weeks ended October 27, 2013. We reduced our credit agreement balance by \$24.7 million for the thirty-nine weeks ended October 26, 2014, compared to \$8.4 million for the thirty-nine weeks ended October 27, 2013.

Revolving Credit Agreement

On June 12, 2014, we entered into an unsecured revolving credit agreement with Bank of America, N.A., as Administrative Agent, Swing Line Lender and Letter of Credit Issuer, and the several lenders party thereto (the “2014 Credit Agreement”). The 2014 Credit Agreement refinanced and replaced our senior unsecured revolving credit facility under that certain Credit Agreement dated February 22, 2011, by and among us, as borrower, Bank of America, N.A., as Administrative Agent, Swing Line Lender and Letter of Credit Issuer, and the several lenders party thereto (the “2011 Credit Agreement”). The 2011 Credit Agreement was terminated effective June 12, 2014 upon our entering into the 2014 Credit Agreement.

The 2014 Credit Agreement matures June 12, 2019 and is available to provide support for working capital, capital expenditures and other general corporate purposes, including permitted acquisitions and issuance of letters of credit. While we currently have no material domestic subsidiaries, other entities will guarantee our obligations under the 2014 Credit Agreement if and when they become our material domestic subsidiaries during the term of the 2014 Credit Agreement.

The 2014 Credit Agreement provides for total borrowings of up to \$175.0 million. Under the terms of the 2014 Credit Agreement, we are entitled to request an increase in the size of the facility by an amount not exceeding \$100.0 million in the aggregate. If the existing lenders elect not to provide the full amount of a requested increase, or in lieu of accepting offers from existing lenders to increase their commitments, we may designate one or more other lenders to become a party to the 2014 Credit Agreement, subject to the approval of the Administrative Agent. The 2014 Credit Agreement includes a letter of credit sublimit of \$60.0 million and a swing line sublimit of \$15.0 million.

At our option, revolving loans under the 2014 Credit Agreement bear interest at (i) the London Interbank Offered Rate ("LIBOR") plus an applicable margin that ranges from 0.90% to 2.00%, (ii) the Eurodollar rate plus an applicable margin that ranges from 0.90% to 2.00%, or (iii) the base rate plus an applicable margin that ranges from 0% to 1.00%, where the base rate is defined as the greatest of: (a) the federal funds rate plus 0.50%, (b) Bank of America's prime rate, and (c) the Eurodollar rate plus 1.00%. As of October 26, 2014, there were no outstanding borrowings; as of January 26, 2014, all outstanding borrowings bore interest at LIBOR plus an applicable margin.

The commitment fee calculated on the unused portions of the 2014 Credit Agreement ranges from 0.125% to 0.250% per annum.

The 2014 Credit Agreement contains a number of affirmative and restrictive covenants, including limitations on our ability to grant liens, incur additional debt, pay dividends, redeem our common stock, make certain investments and engage in certain merger, consolidation or asset sale transactions.

In addition, the 2014 Credit Agreement provides that we are required to maintain the following financial ratios: a consolidated maximum leverage ratio as of the end of any fiscal quarter of not more than 4.25 to 1.00, based upon the ratio of (i) Adjusted Funded Debt (as defined in the 2014 Credit Agreement) minus certain cash and cash equivalents in excess of \$5.0 million as of the end of each fiscal quarter to (ii) Consolidated EBITDAR (as defined in the 2014 Credit Agreement) for the period consisting of the four fiscal quarters then ending, and a consolidated fixed charge coverage ratio as of the end of each fiscal quarter of not less than 1.70 to 1.00, based upon the ratio of (i) Consolidated EBITDAR (as defined in the 2014 Credit Agreement) less cash taxes paid and dividends and other distributions made in respect of capital stock, in each case, over the period consisting of the four fiscal quarters then ending to (ii) the sum of cash interest, lease, rent and scheduled principal payments on Funded Debt (as defined in the 2014 Credit Agreement), in each case, over the period consisting of the four fiscal quarters then ending. The 2014 Credit Agreement contains customary events of default. If an Event of Default (as defined in the 2014 Credit Agreement) occurs and is continuing, on the terms and subject to the conditions set forth in the 2014 Credit Agreement, amounts outstanding under the 2014 Credit Agreement may be accelerated and may become or be declared immediately due and payable.

We were in compliance with all debt covenants under the 2014 Credit Agreement as of October 26, 2014.

Off-Balance Sheet Arrangements

Our off-balance sheet arrangements at October 26, 2014 consisted of operating leases. We have no other off-balance sheet arrangements that have had, or are reasonably likely to have, a material current or future effect on our consolidated financial statements or changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

Our contractual obligations primarily consist of long-term debt obligations and lease obligations. No material changes outside the ordinary course of business have occurred in our contractual obligations during the thirty-nine weeks ended October 26, 2014. For a more comprehensive discussion of our contractual obligations see "Management's Discussion and Analysis of Financial Condition and Results of Operations," set forth in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended January 26, 2014.

Critical Accounting Policies

Our financial statements and accompanying notes are prepared in accordance with U.S. generally accepted accounting principles, or GAAP, as we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, sales, costs and expenses and related disclosures. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and expenses during the reporting period. These estimates and assumptions are affected by management's application of accounting policies. On an ongoing basis, management evaluates its estimates and judgments. Critical accounting policies that affect our more significant judgments and estimates used in the preparation of our financial statements include accounting for inventories, impairment of long-lived assets, closed store reserves, leases, insurance reserves, taxes and share-based compensation, which are discussed in more detail under the caption "Critical Accounting Policies" in "Management's Discussion and Analysis of Financial Condition and Results of Operations," set forth in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended January 26, 2014.

Seasonality

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

Inflation

While inflation may impact our sales and cost of goods sold, we believe the effects of inflation on our results of operations and financial condition were moderate for the thirteen and thirty-nine weeks ended October 26, 2014. We cannot assure you, however, that our results of operations and financial condition will not be materially impacted by inflation in the future.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We do not utilize financial instruments for trading or other speculative purposes, nor do we utilize leveraged financial instruments. Our exposure to market risks results primarily from changes in interest rates and there have been no material changes regarding our market risk position from the information provided under Part II, Item 7A of our Annual Report on Form 10-K for the fiscal year ended January 26, 2014.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on that evaluation, our President and Chief Executive Officer and Executive Vice President and Chief Financial Officer concluded that, as of October 26, 2014, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our President and Chief Executive Officer and Executive Vice President and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the thirteen and thirty-nine weeks ended October 26, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. Other Information

Item 1. Legal Proceedings

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

We had been named in two lawsuits filed against us and other parties in South Carolina arising out of an incident in May 2011, in which certain outdoor candle products that were allegedly sold at certain of our stores are alleged to have caused personal injury. During the thirty-nine weeks ended October 26, 2014, we and the plaintiffs in the two lawsuits resolved all claims between the parties arising out of or related to the incident. The claims against us in the two lawsuits were dismissed subsequent to October 26, 2014.

We are party to a lawsuit that was filed against us in U.S. District Court in Connecticut alleging that the manner in which we implemented and applied the fluctuating workweek method for calculating overtime due to our department managers violates the federal Fair Labor Standards Act. The complaint purports to state a collective action on behalf of a class of department managers in stores in states in which we use the fluctuating workweek method of compensation. We believe that the plaintiff's claims are without merit and intend to vigorously defend ourselves in this proceeding. At this time, we cannot predict whether the Court will certify a collective action, how it will rule on the merits of the claim, and/or the scope of the potential loss in the event of an adverse outcome. Should we ultimately be found liable in this matter, our liability could have a material adverse effect on our results of operations for the period or periods in which it is incurred.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 26, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities

The following table provides information about repurchases of our common stock during the three-month period ended October 26, 2014:

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share (\$)	Total Number of Shares Purchased as Part of a Publicly Announced Program	Approximate Dollar Value of Shares that May Yet be Purchased under the Program
July 28, 2014 through August 27, 2014	—	—	—	—
August 28, 2014 through September 27, 2014	—	—	—	—
September 28, 2014 through October 26, 2014	52	\$34.93	—	—

(1) Represents shares of common stock withheld for income tax purposes in connection with the vesting of shares of restricted stock issued to certain employees.

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Item 6. Exhibits

- Exhibit 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 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
- Exhibit 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
- Exhibit 101 The following financial information from The Fresh Market, Inc.'s Quarterly Report on Form 10-Q, for the period ended October 26, 2014, formatted in eXtensible Business Reporting Language: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements

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.

December 3, 2014

THE FRESH MARKET, INC.

By: /s/ Jeffrey B. Short
Jeffrey B. Short
Vice President and Controller
(Principal Accounting Officer)