

bebe stores, inc.  
Form 10-Q  
February 16, 2016

zzz

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

FORM 10-Q

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

For the quarterly period ended January 2, 2016

OR

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

Commission File Number 0-24395

bebe stores, inc.  
(Exact name of registrant as specified in its charter)

California (State or Jurisdiction of Incorporation or Organization)	94-2450490 (IRS Employer Identification Number)
400 Valley Drive Brisbane, California 94005 (Address of principal executive offices)	
Telephone: (415) 715-3900	

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 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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

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

Table of Contents

The number of shares of the registrant's common stock, par value \$0.001 per share, outstanding as of February 1, 2016 was 78,888,430.

---

Table of Contents

bebe stores, inc.

TABLE OF CONTENTS

	Page No.
PART I. <u>FINANCIAL INFORMATION</u>	
ITEM 1. <u>Condensed Consolidated Financial Statements</u>	
<u>Condensed Consolidated Balance Sheets as of January 2, 2016, July 4, 2015 and January 3, 2015</u>	3
<u>Condensed Consolidated Statements of Operations and Comprehensive Loss for the three and six months ended January 2, 2016 and January 3, 2015</u>	4
<u>Condensed Consolidated Statements of Cash Flows for the six months ended January 2, 2016 and January 3, 2015</u>	5
<u>Notes to Condensed Consolidated Financial Statements</u>	6
ITEM 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	14
ITEM 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	18
ITEM 4. <u>Controls and Procedures</u>	19
PART II. <u>OTHER INFORMATION</u>	
ITEM 1. <u>Legal Proceedings</u>	20
ITEM 1A. <u>Risk Factors</u>	20
ITEM 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	27
ITEM 3. <u>Defaults Upon Senior Securities</u>	27
ITEM 4. <u>Mine Safety Disclosures</u>	27
ITEM 5. <u>Other Information</u>	27
ITEM 6. <u>Exhibits</u>	27
<u>SIGNATURE</u>	28
<u>EXHIBIT INDEX</u>	29

Table of Contents

## PART I. FINANCIAL INFORMATION

## ITEM 1. Condensed Consolidated Financial Statements

bebe stores, inc.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

(unaudited)

	As of January 2, 2016	As of July 4, 2015	As of January 3, 2015
Assets:			
Current assets:			
Cash and equivalents	\$43,372	\$46,947	\$75,214
Available for sale securities	5,070	17,880	19,996
Receivables	6,055	7,122	5,503
Inventories, net	28,282	31,317	30,108
Prepaid and other	14,665	10,774	11,525
Total current assets	97,444	114,040	142,346
Available for sale securities	5,166	5,241	5,455
Property and equipment, net	83,306	93,229	93,730
Other assets	3,673	3,903	4,536
Total assets	\$189,589	\$216,413	\$246,067
Liabilities and Shareholders' Equity:			
Current liabilities:			
Accounts payable	\$14,760	\$12,595	\$16,831
Accrued liabilities and other	25,407	28,217	34,696
Total current liabilities	40,167	40,812	51,527
Deferred rent and other lease incentives	20,741	23,952	24,858
Uncertain tax positions	83	81	79
Total liabilities	60,991	64,845	76,464
Commitments and contingencies			
Shareholders' equity:			
Preferred stock-authorized 1,000,000 shares at \$0.001 par value per share; no shares issued and outstanding	—	—	—
Common stock-authorized 135,000,000 shares at \$0.001 par value per share; issued and outstanding 79,888,430, 79,660,973 and 79,614,296 shares	80	80	80
Additional paid-in capital	146,929	145,499	143,850
Accumulated other comprehensive income (loss)	(3,577	) (1,776	) 244
Retained earnings (accumulated deficit)	(14,834	) 7,765	25,429
Total shareholders' equity	128,598	151,568	169,603
Total liabilities and shareholders' equity	\$189,589	\$216,413	\$246,067
See accompanying notes to condensed consolidated financial statements.			

Table of Contents

bebe stores, inc.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(In thousands, except per share data)

(unaudited)

	Three Months Ended		Six Months Ended	
	January 2, 2016	January 3, 2015	January 2, 2016	January 3, 2015
Net sales	\$122,447	\$128,914	\$218,730	\$231,070
Cost of sales, including production and occupancy	80,767	81,007	149,188	150,393
Gross margin	41,680	47,907	69,542	80,677
Selling, general and administrative expenses	47,116	47,816	92,006	89,943
Operating income (loss)	(5,436 )	91	(22,464 )	(9,266 )
Interest and other income, net	8	28	(79 )	435
Income (loss) from continuing operations, before income taxes	(5,428 )	119	(22,543 )	(8,831 )
Income tax provision (benefit)	30	139	57	175
Loss from continuing operations, net of tax	(5,458 )	(20 )	(22,600 )	(9,006 )
Loss from discontinued operations, net of tax	—	(365 )	—	(2,196 )
Net loss	\$(5,458 )	\$(385 )	\$(22,600 )	\$(11,202 )
Basic per share amounts:				
Loss from continuing operations, net of tax	\$(0.07 )	\$—	\$(0.28 )	\$(0.11 )
Loss from discontinued operations, net of tax	—	—	—	(0.03 )
Net loss	\$(0.07 )	\$—	\$(0.28 )	\$(0.14 )
Diluted per share amounts:				
Loss from continuing operations, net of tax	\$(0.07 )	\$—	\$(0.28 )	\$(0.11 )
Loss from discontinued operations, net of tax	—	—	—	(0.03 )
Net loss	\$(0.07 )	\$—	\$(0.28 )	\$(0.14 )
Basic weighted average shares outstanding	79,886	79,617	79,809	79,598
Diluted weighted average shares outstanding	79,886	79,617	79,809	79,598
Dividends declared per share	\$—	\$0.015	\$—	\$0.030
Other comprehensive income (loss)				
Gain (loss) on available for sale securities	\$(124 )	\$52	\$(75 )	\$89
Foreign currency translation adjustments	(678 )	(1,221 )	(1,726 )	(3,006 )
Other comprehensive loss	(802 )	(1,169 )	(1,801 )	(2,917 )
Comprehensive loss	\$(6,260 )	\$(1,554 )	\$(24,401 )	\$(14,119 )

See accompanying notes to condensed consolidated financial statements.

Table of Contents

bebe stores, inc.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(unaudited)

	Six Months Ended	
	January 2, 2016	January 3, 2015
Cash flows from operating activities:		
Net loss	\$(22,600	) \$(11,202
Adjustments to reconcile net loss to cash used by operating activities:		
Non-cash compensation expense	1,421	942
Depreciation and amortization	10,302	7,955
Non-cash charge for asset impairment	3,493	224
Other	130	(158
Changes in operating assets and liabilities:		
Receivables	1,058	(691
Inventories	2,980	1,574
Prepaid expenses and other	(3,687	) 983
Accounts payable	2,365	(90
Deferred rent and other lease incentives	(3,082	) (989
Accrued liabilities	(2,110	) (3,266
Net cash used by operating activities	(9,730	) (4,718
Cash flows from investing activities:		
Purchase of property and equipment and store construction deposits	(5,134	) (15,085
Purchase of marketable securities	—	(12,042
Proceeds from sales of investment securities	11,411	15,080
Net cash provided (used) by investing activities	6,277	(12,047
Cash flows from financing activities:		
Proceeds from issuance of common stock	8	11
Cash dividends paid	—	(2,388
Net cash provided (used) by financing activities	8	(2,377
Net decrease in cash and equivalents	(3,445	) (19,142
Effect of exchange rate changes on cash	(130	) 11
Cash and equivalents:		
Beginning of period	46,947	94,345
End of period	\$43,372	\$75,214
See accompanying notes to condensed consolidated financial statements.		

Table of Contents

bebe stores, inc.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
INTERIM FINANCIAL STATEMENTS

The accompanying condensed consolidated balance sheets of bebe stores, inc. (the "Company") as of January 2, 2016 and January 3, 2015, the condensed consolidated statements of operations and comprehensive loss for the three and six months ended January 2, 2016 and January 3, 2015 and the condensed consolidated statements of cash flows for the six months ended January 2, 2016 and January 3, 2015 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X, without audit. Accordingly, they do not include all of the information required by accounting principles generally accepted in the United States of America for annual financial statements. Therefore, these condensed consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended July 4, 2015.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary to present fairly the financial position at the balance sheet dates and the results of operations for the periods presented have been included. The condensed consolidated balance sheet at July 4, 2015, presented herein, was derived from the audited balance sheet included in the Company's Annual Report on Form 10-K for the fiscal year ended July 4, 2015.

LIQUIDITY

The Company incurred net losses and used cash in operating activities in fiscal 2015, 2014 and 2013. Cash and equivalents and short-term available securities were \$64.8 million as of July 4, 2015. During the six months ended January 2, 2016, net loss and net cash used in operating activities were \$22.6 million and \$9.7 million, respectively. As a result, cash and equivalents and short-term available for sale securities were \$48.4 million as of January 2, 2016.

The Company used \$9.7 million, \$25.0 million, \$30.3 million and \$8.4 million net of cash in operating activities in the first six months of fiscal 2016 and in the fiscal years 2015, 2014 and 2013, respectively. The Company's liquidity is dependent upon its ability to generate cash from operations along with usage of our existing cash and cash equivalents and short-term investments. The Company's strategic focus for fiscal 2016 is to continue building the bebe brand, enhancing the product offerings and merchandising the stores by lifestyle occasion, while maintaining a compelling fashion and value equation for its customers. In addition to driving sales and improving margin, the Company's focus will also continue to be on pragmatically preserving cash. The Company believes its cash and equivalents and short-term available for sale securities, together with cash flows from operations, will be sufficient to meet its operating and capital requirements for at least the next twelve months. However, the recent process changes including the restructuring could result in excess fabric liability and/or other financial impacts. The Company's future operating and capital requirements, however, will depend on numerous factors, including without limitation, the size and number of new and expanded stores and/or store concepts, investment costs for management information systems, potential investments and/or licensing arrangements and future results of operations. The inability to generate positive cash flow from operations could have a material adverse effect on the Company's business and financial condition. The Company's business is affected by the pattern of seasonality common to most retail apparel businesses. The results for the periods presented are not necessarily indicative of future financial results.

FISCAL YEAR

The Company's fiscal year is a 52 or 53 week period, each period ending on the first Saturday on or after June 30. Fiscal years 2016 and 2015 both include 52 weeks.

The three month periods ended January 2, 2016 and January 3, 2015 each include 13 weeks. The six month periods ended January 2, 2016 and January 3, 2015 each included 26 weeks.

RECENT ACCOUNTING PRONOUNCEMENTS

Income Taxes

In November 2015 the FASB issued ASU No. 2015-17 "Income Taxes, Balance Sheet Classification of Deferred Taxes". This standard requires the Company to classify all deferred tax assets and liabilities as non-current on the

balance sheet instead of separating deferred taxes into current and non-current amounts. The Company will adopt this standard beginning with its annual report for the 2016 fiscal year.



Table of Contents

## Revenue Recognition

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers", or ASU 2014-09, which states that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve this, an entity will need to: identify the contract with a customer; identify the separate performance obligations in the contract; determine the transaction price; allocate the transaction price to the separate performance obligation in the contract; and recognize revenue when (or as) the entity satisfies each performance obligation. ASU No. 2014-09 will be effective beginning with the Company's 2019 fiscal year. The Company is currently assessing its approach to the adoption of this standard and the impact on its results of operations and financial position.

## Going Concern

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40); Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern," which requires management of a company to evaluate whether there is substantial doubt about the company's ability to continue as a going concern. This ASU is effective for the annual reporting period ending in 2017, and for interim and annual reporting periods thereafter, with early adoption permitted. The Company will evaluate the impact of this standard at the time it becomes effective.

## Inventory

In July 2015, the FASB issued ASU No. 2015-11, "Simplifying the Measurement of Inventory". The new standard amends the guidelines for the measurement of inventory from lower of cost or market to the lower of cost and net realizable value (NRV). NRV is defined as the estimated selling prices in the ordinary course of business less reasonably predictable costs of completion, disposal and transportation. Under existing standards, inventory is measured at lower of cost or market, which requires the consideration of replacement cost, NRV and NRV less an amount that approximates a normal profit margin. This ASU eliminates the requirement to determine and consider replacement cost or NRV less an approximately normal profit margin for inventory measurement. The new standard is effective prospectively at the beginning of the Company's 2018 fiscal year. We are currently evaluating the impact, if any, of adopting this new accounting guidance on our results of operations and financial position.

## DISCONTINUED OPERATIONS

In the fourth quarter of fiscal 2014, the Company discontinued the operations of the 2b division by closing all existing 18 2b stores including 2b.com, allowing the Company to focus its efforts on the core bebe brand's retail and outlet stores, e-commerce and international licensing business.

As of January 3, 2015, the Company had a remaining reserve of \$2.1 million for future costs associated with discontinued operations. This reserve was included within the "Accrued liabilities" line in the consolidated balance sheets. A roll forward of the reserve is presented as follows:

	Lease Obligations	Other Costs	Total
	(In thousands)		
Balance as of July 5, 2014	\$6,385	\$1,000	\$7,385
Costs incurred in fiscal 2015	1,481	718	2,199
Cash payments, markdowns or adjustments applied	(6,165	) (1,323	) (7,488
Balance as of January 3, 2015	\$1,701	\$395	\$2,096

For leases where a settlement was not yet reached, the obligation was adjusted to represent the Company's best estimate of the amount of settlement.

Other costs consisted primarily of a reserve for estimated losses on 2b inventory purchased pursuant to purchase orders that were open when operations were discontinued and severance.

There was no reserve as of July 4, 2015.

7

---

Table of Contents

## INVESTMENTS

The Company's investment portfolio consists of certificates of deposit and auction rate securities. The Company held short term available for sale securities totaling \$5.1 million as of January 2, 2016, that consisted entirely of certificates of deposit at cost which approximates fair value. The Company also holds long term available for sale securities at fair value totaling \$5.2 million as of January 2, 2016, that consisted entirely of interest bearing auction rate securities ("ARS").

The Company holds two interest bearing ARS consisting of federally insured student loan backed securities. As of January 2, 2016, the Company's ARS portfolio totaled approximately \$9.0 million and was classified as available for sale securities, net of a temporary impairment charge of \$3.8 million. As of that date, the Company's ARS portfolio consisted of approximately 22% A rated investments and 78% CCC rated investments. These ARS investments were intended to provide liquidity via an auction process that resets the applicable interest rate at predetermined calendar intervals, allowing investors to either roll over their holdings or gain immediate liquidity by selling such interests at par. The uncertainties in the credit markets that began in February 2008 have affected the Company's holdings in ARS investments and auctions for the Company's investments in these securities have failed to settle on their respective settlement dates. During the six months ended January 2, 2016, no ARS held by the Company were settled. While the Company continues to earn interest on its ARS investments at the maximum contractual rate, these investments are not currently trading and therefore do not currently have a readily determinable market value. Accordingly, the estimated fair value of ARS no longer approximates par value. Consequently, the investments are not currently liquid, and the Company will not be able to access these funds until a future auction of these investments is successful, the issuer redeems the securities or at maturity. Maturity dates for the ARS investments are 2031 and 2033 with principal distributions occurring on certain securities prior to maturity. On January 20, 2016 the board approved management to proceed with the sale of the Company's remaining two ARS seeking the most commercially reasonable terms.

The Company reviews its investments for impairment in accordance with guidance issued by the FASB and SEC in order to determine the classification of the impairment as "temporary" or "other-than-temporary". A temporary impairment charge results in an unrealized loss being recorded in the accumulated other comprehensive income (loss) component of shareholders' equity. Such an unrealized loss does not affect net income for the applicable accounting period. An other-than-temporary impairment charge is recorded as a loss in the condensed consolidated statements of operations and comprehensive loss for the applicable accounting period. When evaluating the investments for other-than-temporary impairment, the Company estimates the expected cash flows of the underlying collateral by reviewing factors such as the length of time and extent to which fair value has been below cost basis, the financial condition of the issuer and any changes thereto, and the Company's intent to sell, or whether it is more likely than not it will be required to sell, the investment before recovery of the investment's amortized cost basis. The Company has not recorded any impairment loss from its available for sale investments as other-than-temporary based on such analysis.

The valuation of the Company's investment portfolio is subject to uncertainties that are difficult to predict. Factors that may impact its valuation include changes to credit ratings of the securities as well as to the underlying assets supporting those securities, rates of default of the underlying assets, underlying collateral value, discount rates and ongoing strength and quality of market credit and liquidity.

The following is a summary of the Company's available for sale securities:

	As of January 2, 2016			
	Cost	Unrealized Losses Less Than 12 Months	Unrealized Losses 12 Months or Greater	Estimated Fair Value
	(In thousands)			
Short term certificates of deposit	\$5,070	\$—	\$—	\$5,070
Long term auction rate securities	\$9,000	\$—	\$3,834	\$5,166



Table of Contents

	As of July 4, 2015			
	Cost	Unrealized Losses Less Than 12 Months	Unrealized Losses 12 Months or Greater	Estimated Fair Value
	(In thousands)			
Short term certificates of deposit	\$17,880	\$—	\$—	\$17,880
Long term auction rate securities	\$9,000	\$—	\$3,759	\$5,241

	As of January 3, 2015			
	Cost	Unrealized Losses Less Than 12 Months	Unrealized Losses 12 Months or Greater	Estimated Fair Value
	(In thousands)			
Short term certificates of deposit	\$19,996	\$—	\$—	\$19,996
Long term auction rate securities	\$9,000	\$—	\$3,545	\$5,455

**FAIR VALUE MEASUREMENTS**

The FASB has established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of January 2, 2016, the Company held financial instruments that are measured at fair value on a recurring basis. These included cash equivalents and available for sale securities. Cash equivalents consist of money market funds. Short term available for sale securities consist of certificates of deposit. Long term available for sale securities consist of ARS. These ARS consist of federally insured student loan backed securities.

The Company determined the estimated fair value of its investment in ARS as of January 2, 2016 by reviewing trading activity for similar securities in secondary markets as well as by using a discounted cash flow model. The assumptions used in preparing the discounted cash flow model include estimates for liquidity (average of LIBOR +6.09%), interest rates (weighted average of 0.2%), timing (range from 9 – 13 years), credit ratings and amount of cash flows and expected holding periods of the ARS and recent trading activity in the secondary marketplace.

The following items are measured at fair value on a recurring basis as of January 2, 2016:

Description	January 2, 2016	Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair value measurements at reporting date (In thousands)			
Cash and cash equivalents	\$43,372	\$43,372	\$—	\$—
Current available for sale securities	5,070	—	5,070	—
Non-current available for sale securities	5,166	—	—	5,166
Total	\$53,608	\$43,372	\$5,070	\$5,166



Table of Contents

The following items are measured at fair value on a recurring basis as of July 4, 2015:

Description	July 4, 2015	Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fair value measurements at reporting date (In thousands)				
Cash and cash equivalents	\$14,426	\$14,426	\$—	\$—
Current available for sale securities	17,880	—	17,880	—
Non-current available for sale securities	5,241	—	—	5,241
Total	\$37,547	\$14,426	\$17,880	\$5,241

The following items are measured at fair value on a recurring basis as of January 3, 2015:

Description	January 3, 2015	Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Fair value measurements at reporting date (In thousands)				
Cash and cash equivalents	\$75,214	\$75,214	\$—	\$—
Current available for sale securities	19,996	—	19,996	—
Non-current available for sale securities	5,455	—	—	5,455
Total	\$100,665	\$75,214	\$19,996	\$5,455

During the quarter ended January 2, 2016, there were no transfers of assets and liabilities between Level 1 (quoted prices in active markets for identical assets) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy. An impairment charge has been recorded in accumulated other comprehensive income that reduces the carrying amount of the applicable non-current assets of \$9.0 million to their fair value of \$5.2 million as of January 2, 2016.

The following table presents the Company's activity for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three months and six months ended January 2, 2016:

	Three Months Ended January 2, 2016 (In thousands)	Six Months Ended January 2, 2016
Balance at beginning of period	\$5,290	\$5,241
Total gains or (losses) (realized or unrealized)		
Included in net loss	—	—
Included in accumulated other comprehensive income	(124	) (75
Settlements	—	—
Balance at end of period	\$5,166	\$5,166

Table of Contents

## Non-Financial Assets:

The Company measures certain non-financial assets and liabilities, including long-lived assets, at fair value on a non-recurring basis. During the three months ended January 2, 2016 and January 3, 2015, the Company recorded impairment charges of approximately \$2.0 million and \$0.2 million, respectively, related to under-performing stores. During the six months ended January 2, 2016 and January 3, 2015, the Company recorded impairment charges of approximately \$3.5 million and \$0.2 million, respectively, related to under-performing stores.

The following table presents the Company's considerations of at-risk assets for the three month and six month periods ended January 2, 2016 and January 3, 2015, respectively (amounts in millions, except for store count):

	Three Months Ended		Six Months Ended	
	January 2, 2016	January 3, 2015	January 2, 2016	January 3, 2015
Number of stores identified as at risk and evaluated for impairment	14	16	21	21
Number of stores identified as at risk, but not impaired	(3	) (12	) (4	) (17
Number of stores identified as at risk with impairment	11	4	17	4
Total carrying amount of stores identified as at risk prior to any impairment charges taken	\$2.9	\$2.7	\$4.7	\$3.4
Total carrying amount of stores identified as at risk, but not impaired	(0.9	) (2.5	) (1.2	) (3.2
Total carrying amount of stores identified for impairment	2.0	0.2	3.5	0.2
Impairment charges recorded during the period	(2.0	) (0.2	) (3.5	) (0.2
Remaining carrying amount of stores identified for impairment after impairment charges taken	\$—	\$—	\$—	\$—

The fair market value of these assets was determined using the income approach and level 3 inputs, which require management to make significant estimates about future operating plans and projected cash flows. Management estimates the amount and timing of future cash flows based on its experience and knowledge of the retail market in which each store operates. The assumptions used in preparing the discounted cash flow model and the related sensitivity analysis around the discounted cash flow model include estimates for weighted average cost of capital 11.0% and annual revenue growth rates (range from 1.6% – 5.0%). The stores not impaired had undiscounted cash flows that exceeded their net carrying amount at a weighted average of 453% and 340% for the three and six month period ended January 2, 2016, respectively. For the three and six month periods ended January 3, 2015, the stores not impaired had undiscounted cash flows that exceeded their net carrying amount at a weighted average of 182% and 130%, respectively.

The impairment charge is included in selling, general and administrative expenses ("SG&A") in the accompanying condensed consolidated statements of operations and comprehensive loss. The Company was not required to measure any other significant non-financial assets and liabilities at fair value.



Table of Contents

## INVENTORIES

The Company's inventories consisted of:

	As of January 2, 2016 (In thousands)	July 4, 2015	January 3, 2015
Raw materials	\$833	\$548	\$619
Merchandise available for sale	27,449	30,769	29,489
Inventories, net	\$28,282	\$31,317	\$30,108

## LETTERS OF CREDIT

The Company has a secured stand-by letter of credit agreement which provides for issuance of one or more stand-by and commercial letters of credit. As of January 2, 2016, the Company had \$5.8 million outstanding, related to four stand-by letters of credit and \$0.9 million related to two commercial letters of credit. To date, no beneficiary has drawn upon the stand-by letter of credit.

## INCOME TAXES

Deferred income taxes arise from temporary differences between the tax and financial statement recognition of revenue and expenses. The Company regularly assesses the need for a valuation allowance against its deferred tax assets. In evaluating whether it is more likely than not that some or all of the Company's deferred tax assets will not be realized, it considers all available positive and negative evidence, including recent year's operational results which is objectively verifiable evidence. As a result of its evaluation of the realizability of its deferred tax assets as of January 2, 2016, the Company continues to believe, based upon all available evidence, that it is more likely than not that the majority of its deferred tax assets will continue to not be realized. Accordingly, the majority of the tax benefit related to the current quarter losses is not recognized. The Company will continue to maintain a valuation allowance against its deferred tax assets until the Company believes it is more likely than not that these assets will be realized in the future. If sufficient positive evidence arises in the future indicating that all or a portion of the deferred tax assets meet the more likely than not standard, the valuation allowance will be reversed accordingly in the period that such determination is made.

## 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 reflects the potential dilution that could occur from common shares issuable through the exercise of dilutive stock options.

There is no difference between the number of shares used in the basic and diluted earnings per share computations. Excluded from the computation of the number of diluted weighted average shares outstanding were options to purchase 3,888,459 and 4,630,404 shares of common stock for the three months ended January 2, 2016 and January 3, 2015, respectively, and 3,951,016 and 4,731,887, for the six months ended January 2, 2016 and January 3, 2015, respectively, which would have been anti-dilutive.

## STOCK BASED COMPENSATION

The following table summarizes the stock based compensation expense recognized under the Company's stock plan during the three and six months ended January 2, 2016 and January 3, 2015:

	Three Months Ended		Six Months Ended	
	January 2, 2016	January 3, 2015	January 2, 2016	January 3, 2015
	(In thousands)			
Stock options	\$56	\$(19)	\$391	\$414
Stock awards/units	641	211	1,030	528
Total stock based compensation expense	\$697	\$192	\$1,421	\$942



Table of Contents

Unrecognized compensation cost related to nonvested stock options and nonvested stock awards/units totaled approximately \$0.1 million and \$0.8 million, respectively, as of January 2, 2016. This cost is expected to be recognized over a weighted average period of 1.6 years and 2.0 years respectively. There were no stock options granted during the three and six months ended January 2, 2016 and during the three months ended January 3, 2015. During the six month periods ended January 2, 2016 and January 3, 2015, the weighted average fair value of stock options at their grant date was \$0 and \$0.84, respectively.

LEGAL MATTERS

As of the date of this filing, the Company is involved in ongoing legal proceedings as described below.

A former employee filed a complaint against the Company on July 27, 2006, in the Superior Court of California, San Mateo County (Case No. CIV 456550) alleging a failure to pay wages and to provide meal and rest periods, among other claims. The plaintiff purported to bring the action on behalf of current and former California bebe managers who are similarly situated. On or about September 2014, the parties entered a settlement agreement conditioned upon court approval and a certain class participation rate which is consistent with amounts the Company previously accrued. The Court granted final approval of the settlement. The parties intend to proceed with the administration of the settlement terms with the class members.

A former employee filed a complaint against the Company on November 2, 2010, in the Superior Court of California, San Bernardino County (Case No. CIVRS1011823) alleging a failure to pay wages, failure to provide meal and rest periods, and other violations of the California Labor Code and Business & Professions Code §17200 et. seq. The plaintiff purported to bring the action on behalf of current and former California bebe stylists and sales associates who are similarly situated. The complaint seeks damages, civil penalties, and injunctive relief among other remedies. The Company continues to defend itself against the claims. The parties have commenced discovery. There is no trial date set. The Company is unable to estimate an amount or range of any reasonably possible losses.

A customer served the Company with a complaint on January 31, 2014, in the United States District Court for the Northern District of California (Civil Action No. C14-267 DMR) alleging various violations of the Telephone Consumer Protection Act (47 U.S.C. §§227 et seq.) and violations of California's unfair competition law (California Business and Professions Code §§ 17200, et seq.) stemming from an alleged failure to obtain customer consent prior to sending text messages. The plaintiff purported to bring the action on behalf of others similarly situated. The complaint seeks damages and injunctive relief among other remedies. The parties have commenced discovery. The Company continues to defend itself against the claims. The Company is unable to estimate an amount or range of any reasonably possible losses.

A customer served the Company with a complaint on May 20, 2014 in the United States District Court for the Northern District of California (Civil Action No. 3:14-CV-01968) alleging negligent and willful violations of the Telephone Consumer Protection Act (47 U.S.C. §§227 et seq.) stemming from an alleged failure to obtain customer consent prior to sending text messages. The plaintiff purports to bring the action also on behalf of others similarly situated. The complaint seeks damages and injunctive relief other remedies. The Company continues to defend itself against the claims. This proceeding was consolidated with the action referenced above (Civil Action No. C14-267 DMR). The Company is unable to estimate an amount or range of any reasonably possible losses.

The Company is involved in additional legal proceedings arising in the normal course of business.

Regarding all matters referenced herein, the Company intends to defend itself vigorously and has accrued estimated amounts of liability where required, appropriate and determinable. Any such estimates may be revised as further information becomes available. The results of any litigation are inherently uncertain and as such the Company cannot assure that it will be able to successfully defend itself in these lawsuits nor that any amounts accrued are sufficient.

The Company believes that the legal proceedings referenced herein, as well as the amounts accrued as of this filing, either individually or in the aggregate, will not have a material adverse effect on our business, financial condition or results of operations.

Table of Contents

SUBSEQUENT EVENTS

On January 24, 2016 the Company closed one of its bebe stores. In connection with this store closure the Company will record a lease termination fee of \$2.6 million in its third fiscal quarter. On January 20, 2016 the board authorized management to sell the Company's ARS. Through February 11, 2016 the Company accepted bids for both remaining ARS for total proceeds of \$5.4 million. The Company will reclassify the accumulated loss (\$3.6 million as of January 2, 2016) from Other Comprehensive Income (Loss) to Other Expense and record an offsetting gain of \$0.2 million, in its third fiscal quarter.

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements. Statements that are predictive in nature, that depend upon or refer to future events or conditions or that include words such as "expects," "anticipates," "intends," "plans," "believes," "estimates," "thinks" and similar expressions are forward-looking statements. Forward-looking statements include statements about our expected results of operations, capital expenditures and store openings. Although we believe that these statements are based upon reasonable assumptions, we cannot assure you that our goals will be achieved. These forward-looking statements are made as of the date of this Form 10-Q, and we assume no obligation to update or revise them or provide reasons why actual results may differ. Factors that might cause such a difference include, but are not limited to, our ability to respond to changing fashion trends, obtain raw materials and find manufacturing facilities, attract and retain key management personnel, develop new concepts, successfully open future stores, successfully manage our online business, maintain and protect information technology, respond effectively to competitive pressures in the apparel industry and adverse economic conditions and protect our intellectual property as well as declines in comparable store sales performance, changes in the level of consumer spending or preferences in apparel and/or other factors discussed in "Risk Factors" and elsewhere in this Form 10-Q.

OVERVIEW

We design, develop and produce a distinctive line of contemporary women's apparel and accessories. We are a global fashion brand that believes feeling confident and looking great are cornerstones for today's sophisticated woman. The bebe woman is glamorous, feminine and sophisticated and takes pride in her appearance. She is powerful and ageless and wants to stand out in a crowd. Our expert designs and a personal retail experience aim to provide the bebe woman with all of her fashion needs. The bebe woman also expects value in the form of current fashion and high quality at a competitive price.

Our distinctive product offering includes a range of separates, tops, dresses, active wear and accessories to satisfy our customers every day wardrobe needs for a variety of occasions. While we maintain a range of product offerings, during the first quarter of fiscal 2016 we began to take steps to focus on more streamlined lifestyle assortments that more closely align with our customers. We design and develop the majority of our merchandise in-house, which is manufactured to our specifications. The remainder is sourced directly from third-party manufacturers.

We market our products under the bebe and BEBE SPORT brand names through our 203 retail stores, of which 163 are bebe stores, including an on-line store at [www.bebe.com](http://www.bebe.com), and 40 are bebe outlet stores. Our 86 international licensees operated stores in 21 countries and, pursuant to our product licensing, through certain select domestic and international retailers. During the three months ended January 2, 2016, we opened 1 bebe store and 3 outlet stores and closed 2 bebe stores, and during the six months ended January 2, 2016, we opened 1 bebe store and 4 outlet stores, and closed 3 bebe stores.

bebe. We were founded by Manny Mashouf, our Chairman of the Board. We opened our first store in San Francisco, California in 1976, which was also the year we incorporated in California. As of January 2, 2016, we operated 162 bebe stores in 34 states, Puerto Rico, and Canada and on-line. [www.bebe.com](http://www.bebe.com) is our bebe on-line retail store and an extension of the bebe store experience that provides a complete assortment of bebe and BEBE SPORT merchandise and is used as a vehicle to communicate with our customers.

bebe outlet. Our bebe outlet stores are an extension of the full-price bebe store and provide everyday lifestyle offerings for our aspirational buyers. As of January 2, 2016, we operated a total of 40 bebe outlet stores. 2b bebe. In the fourth quarter of fiscal 2014, we discontinued operations of our 2b bebe division, allowing us to focus on the core bebe brand; we closed all of the 2b bebe stores by the end of fiscal 2014. We recorded the net costs associated with the disposition of these stores during fiscal 2014 as the stores closed and the related assets were disposed of or written off. Results for these stores have been classified within discontinued operations on our consolidated statements of operations and comprehensive income (loss).

Table of Contents**CRITICAL ACCOUNTING POLICIES**

Management's Discussion and Analysis of Financial Condition and Results of Operations are based upon our consolidated financial statements, which have been prepared in conformity with accounting principles generally accepted in the United States of America.

The preparation of these financial statements requires the appropriate application of certain accounting policies, many of which require us to make estimates and assumptions about future events and their impact on amounts reported in our financial statements and related notes. Since future events and their impact cannot be determined with certainty, the actual results will inevitably differ from our estimates. Such differences could be material to the financial statements. We believe our application of accounting policies, and the estimates inherently required therein, are reasonable. Our most critical accounting policies are those related to revenue recognition, stock based compensation, inventories, marketable securities, impairment of long lived assets and income taxes. We continually evaluate these accounting policies and estimates, and we make adjustments when facts and circumstances dictate a change. Our accounting policies are described in Note 1 to the consolidated financial statements in our annual report on Form 10-K for the fiscal year ended July 4, 2015. This discussion and analysis should be read in conjunction with such discussion and with our condensed consolidated financial statements and related notes included in Part 1, Item 1 of this quarterly report.

**RESULTS OF OPERATIONS**

Our fiscal year is a 52 or 53 week period, each period ending on the first Saturday on or after June 30. Both fiscal 2015 and fiscal 2014 include 52 weeks. The three months ended January 2, 2016 and January 3, 2015 each include 13 weeks. The six months ended January 3, 2015 and January 4, 2014 each include 26 weeks.

The following table sets forth certain financial data as a percentage of net sales for the periods indicated:

	Three Months Ended		Six Months Ended	
	January 2, 2016	January 3, 2015	January 2, 2016	January 3, 2015
Net sales	100.0	% 100.0	% 100.0	% 100.0
Cost of sales, including production and occupancy (1)	66.0	62.8	68.2	65.1
Gross margin	34.0	37.2	31.8	34.9
Selling, general and administrative expenses (2)	38.5	37.1	42.1	38.9
Operating income (loss)	(4.5)	) 0.1	(10.3)	) (4.0)
Interest and other income, net	—	—	—	0.2
(Loss) income from continuing operations before income taxes	(4.5)	) 0.1	(10.3)	) (3.8)
Income tax (benefit)/provision	—	0.2	—	0.1
Loss from continuing operations, net of tax	(4.5)	) —	(10.3)	) (3.9)
Loss from discontinued operations, net of tax	—	(0.3)	—	(0.9)
Net loss	(4.5)	)% (0.3)	)% (10.3)	)% (4.8)

(1) Cost of sales includes the cost of merchandise, occupancy costs, distribution center costs and production costs.

(2) Selling, general and administrative expenses primarily consist of non-occupancy store costs, corporate overhead and advertising costs.

Net Sales. Net sales decreased to \$122.4 million during the three months ended January 2, 2016 from \$128.9 million for the comparable period of the prior year, a decrease of \$6.5 million, or 5.0%. The decrease in net sales was primarily due to decreased sales volumes in both our bebe and outlet businesses. Comparable store sales decreased 2.5% compared with an 8% increase in the same period in the prior year. Traffic and conversion declined while average unit retail remained comparable for both periods. E-commerce comparable store sales increased 18.3% for the quarter. The increase in e-commerce sales was driven by higher traffic and conversion rates.

For the six months ended January 2, 2016, net sales decreased to \$218.7 million from \$231.1 million for the comparable period of the prior year, a decrease of \$12.3 million, or 5.3%. The decrease reflected the effects of decreased sales volumes in both our bebe and outlet businesses.



Table of Contents

	Three Months Ended		Six Months Ended		
	January 2, 2016	January 3, 2015	January 2, 2016	January 3, 2015	
Net sales (In thousands)	\$122,447	\$128,914	\$218,730	\$231,070	
Net sales decrease percentage	(5.0)	)% 4.6	% (5.3	)% (0.6)	)%
Comparable store percentage (1)	(2.5)	)% 8.0	% (3.2	)% 4.7	%
Net sales per average square foot (2)	\$115	\$120	\$207	\$216	
Square footage at end of period (In thousands)	791	828	791	828	
Number of store locations:					
Beginning of period	201	207	201	207	
New store locations	4	4	5	6	
Closed store locations	2	—	3	2	
Number of stores open at end of period	203	211	203	211	

We calculate comparable store sales by including the net sales of stores that have been open at least one year.

Therefore, a store is included in the comparable store sales base beginning with its thirteenth month. Stores that have been expanded or remodeled by 15 percent or more or have been permanently relocated are excluded from the comparable store sales base. In addition, we calculate comparable store sales using a same day sales comparison. Our e-commerce store sales are also included in our comparable store sales base. For the three months ended January 2, 2016 and January 3, 2015, the inclusion of our e-commerce store sales increased the comparable store sales 4.5% and 2.5%, respectively. For the six months ended January 2, 2016 and January 3, 2015, the inclusion of our e-commerce store sales increased the comparable store sales 4.1% and 2.8%, respectively.

We calculate net sales per average square foot using net store sales less e-commerce net sales and monthly average store square footage.

Gross Margin. Gross margin decreased to \$41.7 million during the three months ended January 2, 2016 from \$47.9 million for the comparable period of the prior year, a decrease of \$6.2 million, or 13.0%. As a percentage of net sales, gross margin decreased to 34.0% for the three months ended January 2, 2016 from 37.2% in the comparable period of the prior year. The decrease in margin primarily reflected an increase in promotional activity and decreased store leverage.

For the six months ended January 2, 2016, gross margin decreased to \$69.5 million from \$80.7 million for the comparable period of the prior year, a decrease of \$11.1 million, or 13.8%. As a percentage of net sales, gross margin was 31.8% for the six months ended January 2, 2016 compared to 34.9% in the comparable period of the prior year. The decrease in margin primarily reflected increased promotional activity and decreased store leverage.

Selling, General and Administrative Expenses. Selling, general and administrative expenses decreased to \$47.1 million during the three months ended January 2, 2016 from \$47.8 million for the comparable period of the prior year, a decrease of \$0.7 million, or 1.5%. SG&A for the second quarter was impacted by decreases in compensation and advertising expenses offset partially by an increase in depreciation related to planned store closures and store impairment charges on the remainder of the store fleet. As a percentage of net sales, selling, general and administrative expenses increased to 38.5% during the three months ended January 2, 2016 from 37.1% in the comparable period of the prior year.

For the six months ended January 2, 2016, selling, general and administrative expenses increased to \$92.0 million from \$89.9 million for the comparable period of the prior year, an increase of \$2.1 million or 2.3%. As a percentage of net sales, selling, general and administrative expenses increased to 42.1% during the six months ended January 2, 2016 from 38.9% in the comparable period of the prior year. The increase was primarily the result of increased depreciation related to planned store closures during remainder of fiscal 2016 as well as store impairment charges on the remainder of the store fleet.

Provision for Income Taxes. The tax rate for the second quarter of fiscal 2016 was (0.6)% compared to 116.8% for the comparable period of the prior year. The effective tax rate in both periods primarily reflected the effects of foreign income taxes and the continuing impact of maintaining a valuation allowance against net deferred tax assets recorded in the third quarter of fiscal 2013.

Edgar Filing: bebe stores, inc. - Form 10-Q

For the six months ended January 2, 2016, effective tax rate was (0.3)% compared to (2.0)% for the comparable period of the prior year. Due to the existence of the valuation allowance, most of the tax benefit related to the current fiscal year to date

16

---

Table of Contents

losses has not been recognized. Our effective tax rate for both fiscal year 2016 and 2015 continues to approximate 0% due to the impact of the valuation allowance.

Discontinued Operations. Loss from discontinued operations was \$0.0 million for the three months ended January 2, 2016 compared to \$0.4 million for the three months ended January 3, 2015. The loss in the second quarter of fiscal 2015 primarily represented costs related to settling our remaining 2b lease obligations.

For the six months ended January 2, 2016, loss from discontinued operations was \$0.0 million compared to \$2.2 million for the six months ended January 3, 2015. The loss to date in fiscal 2015 primarily represented costs related to settling our remaining 2b lease obligations and severance incurred and paid in the period.

**SEASONALITY OF BUSINESS AND QUARTERLY RESULTS**

Our business varies with general seasonal trends that are characteristic of the retail and apparel industries. As a result, our typical store generates a higher percentage of our annual net sales and profitability in the second quarter of our fiscal year, which includes the holiday selling season, compared to the other quarters of our fiscal year. If for any reason our sales were below seasonal norms during the second quarter of our fiscal year, our annual operating results would be negatively impacted. Because of the seasonality of our business, results for any quarter are not necessarily indicative of results that may be achieved for a full fiscal year or for any other fiscal quarter.

**LIQUIDITY AND CAPITAL RESOURCES**

Our working capital requirements vary widely throughout the year and generally peak during the first and second fiscal quarters. As of January 2, 2016, we had approximately \$53.6 million of cash and equivalents and investments on hand of which \$43.4 million were cash and equivalents, approximately \$5.1 million were invested in certificates of deposit and approximately \$5.2 million, net of temporary impairment charges of \$3.8 million, were invested in auction rate securities (“ARS”). We do not anticipate the lack of liquidity in the ARS to impact our ability to fund our operations in the foreseeable future and believe we have sufficient cash and equivalents to fund ongoing operations. As of January 2, 2016, we had cash and equivalents of \$43.4 million held in accounts managed by third-party financial institutions consisting of invested cash and cash in our operating accounts. The invested cash is invested in interest bearing funds managed by third-party financial institutions. These funds invest in direct obligations of the government of the United States. To date, we have experienced no loss or lack of access to our invested cash or equivalents; however, we can provide no assurances that access to our invested cash and equivalents will not be impacted by adverse conditions in the financial markets.

We hold our operating and invested cash in accounts that are with third-party financial institutions. These balances exceed the Federal Deposit Insurance Corporation insurance limits. While we monitor daily the cash balances in our operating accounts and adjust the cash balances as appropriate, these cash balances could be impacted if the underlying financial institutions fail or could be subject to other adverse conditions in the financial markets. To date, we have experienced no loss or lack of access to invested cash or cash in our operating accounts.

Net cash used by operating activities for the six months ended January 2, 2016 was \$9.7 million compared to net cash used by operating activities of \$4.7 million for the six months ended January 3, 2015. The increase of \$5.0 million from the comparable period was due to increased net loss and the effects of changes in working capital. The decrease of \$16.0 million in working capital from July 4, 2015 was primarily related to decreases cash and cash equivalents and available for sale securities.

Net cash provided by investing activities for the six months ended January 2, 2016 was \$6.3 million compared to \$12.0 million used by investing activities for the six months ended January 3, 2015. The \$18.3 million change versus the prior year comparable period was primarily due to higher net proceeds from sale of investment securities in the current year, and decreased capital expenditures compared with the prior year. Total capital expenditures for the year are anticipated to be approximately \$5 million for new stores, remodels and information technology systems net of tenant allowance.

Net cash used by financing activities was \$0.0 million for the six months ended January 2, 2016 compared to \$2.4 million used by financing activities for the six months ended January 3, 2015. The decrease of \$2.4 million from the prior year comparable period was primarily due to a reduction in the amount of cash dividends paid.

We hold interest bearing ARS consisting of federally insured student loan backed securities. As of January 2, 2016, our ARS portfolio totaled approximately \$5.2 million and is classified as available for sale securities, net of a

temporary impairment charge of \$3.8 million. As of that date, our ARS portfolio consisted of approximately 22% A rated investments and 78% CCC rated investments. These ARS investments were intended to provide liquidity via an auction process that resets the

Table of Contents

applicable interest rate at predetermined calendar intervals, allowing investors to either roll over their holdings or gain immediate liquidity by selling such interests at par. The uncertainties in the credit markets that began in February 2008 have affected our holdings in ARS investments and auctions for our investments in these securities have failed to settle on their respective settlement dates. During the six months ended January 3, 2015, \$6.6 million of ARS held by the Company were settled at par. While the Company continues to earn interest on its ARS investments at the maximum contractual rate, these investments are not currently trading and therefore do not currently have a readily determinable market value. Accordingly, the estimated fair value of ARS no longer approximates par value. Consequently, the investments are not currently liquid, and we will not be able to access these funds until a future auction of these investments is successful, the issuer redeems the securities or at maturity. Maturity dates for the ARS investments are 2031 and 2033 with principal distributions occurring on certain securities prior to maturity. On January 20, 2016 the board approved management to proceed with the sale of our remaining two ARS seeking the most commercially reasonable terms.

We also hold short-term available for sale securities totaling \$5.1 million at January 2, 2016 that consist of certificates of deposit.

In October 2015, our board of directors authorized a program to repurchase up to \$5 million of our common stock. We intend, from time to time, as business conditions warrant, to purchase stock in the open market or through private transactions. Purchases may be increased, decreased or discontinued at any time without prior notice. The plan does not obligate us to repurchase any specific number of shares and may be suspended at any time at our discretion. No shares were repurchased during the six months ended January 2, 2016 and none are currently planned.

We believe that our cash and cash equivalents on hand will be sufficient to meet our capital and operating requirements for at least the next twelve months. Our future capital requirements, however, will depend on numerous factors, including without limitation, liquidity of our auction rate securities, the size and number of new and expanded stores and/or store concepts, investment costs for management information systems, potential acquisitions and/or joint ventures, repurchase of stock and future results of operations.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risks, which include changes in U.S. interest rates and, to a lesser extent, foreign exchange rates. We do not engage in financial transactions for trading or speculative purposes.

**Interest Rate Risk**

We currently maintain a portfolio of variable interest rate investments consisting of cash equivalents, guaranteed investment certificates and long term investments consisting of ARS. According to our investment policy, we may invest in taxable and tax-exempt instruments. In addition, the policy establishes limits on credit quality, maturity, issuer and type of instrument. Marketable securities are classified as “trading” or “available for sale”. We do not use derivative financial instruments in our investment portfolio.

All highly liquid investments with a maturity of three months or less at the date of purchase are considered to be cash equivalents. Investments are considered short-term available for sale securities if the original maturity is between three months and twelve months, or long term investments if the original maturity is greater than twelve months. Historically the fair value of ARS investments had approximated par value due to the frequent resets through the auction process. While we continue to earn interest on our ARS investments at the maximum contractual rate, these investments are not currently trading and therefore do not currently have a readily determinable market value. Accordingly, the estimated fair value of ARS no longer approximates par value. We determined the estimated fair value of our investment in ARS as of January 2, 2016 by reviewing trading activity for similar securities in secondary markets as well as by using a discounted cash flow model to estimate the fair value of our investments in ARS. The assumptions used in preparing the discounted cash flow model include estimates for interest rates, timing and amount of cash flows and expected holding periods of the ARS. We have modified our investment strategy and increased our investments in more liquid money market investments.

The following table lists our cash, cash equivalents and investments as of January 2, 2016:



Table of Contents

	Fair Value (Dollars in thousands)	
Cash	\$ 42,946	
Weighted average interest rate	0.01	%
Cash equivalents	\$ 426	
Weighted average interest rate	0.01	%
Current available for sale securities	\$ 5,070	
Weighted average interest rate	0.27	%
Non-current available for sale securities (1)	\$ 5,166	
Weighted average interest rate	0.17	%
Total	\$ 53,608	

(1) As of January 2, 2016, the company holds non-current available for sale securities with a fair value of \$5.2 million and a par value of \$9.0 million.

**Foreign Currency Risks**

We enter into a significant amount of purchase obligations outside of the United States, substantially all of which are negotiated and settled in U.S. Dollars and, therefore, have only minimal exposure to foreign currency exchange risks. We also operate a subsidiary for which the functional currency is the Canadian Dollar. We translate assets and liabilities of Canada's operations into U.S. dollars at month-end rates, while we translate income and expenses at the weighted average exchange rates for the month. We record the related translation adjustments in accumulated other comprehensive income as a separate component of shareholders' equity. Fluctuations in exchange rates therefore impact our financial condition and results of operations, as reported in U.S. Dollars. We may from time to time hedge against foreign currency risks through the purchase of forward contracts however we believe that foreign currency exchange risk is immaterial.

**ITEM 4. CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report at the reasonable assurance level. There has been no change in our internal control over financial reporting during the quarter ended January 2, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See the Legal Matters section of the Notes to the Condensed Consolidated Financial Statements for a discussion of legal proceedings.

ITEM 1A. RISK FACTORS

Our past performance may not be a reliable indicator of future performance because actual future results and trends may differ materially depending on a variety of factors, including, but not limited to, the risks and uncertainties discussed below. In addition, historical trends should not be used to anticipate results or trends in future periods. Factors that might cause our actual results to differ materially from the forward looking statements discussed elsewhere in this report, as well as affect our ability to achieve our financial and other goals, include, but are not limited to, those set forth below.

Risks Related to Our Business

1. The success of our business depends in large part on our ability to identify fashion trends as well as to react to changing customer demand in a timely manner and to generate positive cash from operations as a result. Our future success depends, in part, upon our ability to anticipate, identify and respond effectively to changing customer demands and fashion trends in a timely manner. The specialty retail apparel business fluctuates according to changes in customer preferences directed by trends and fashions. If we miscalculate our customers' product preferences or the demand for our products, we may be faced with excess inventory. Historically, this has resulted in excess fabric for some products and markdowns and/or write-offs of raw materials as well as finished goods, which has impaired our profitability, and may do so in the future. Similarly, any failure on our part to anticipate, identify and respond effectively to changing customer demands and fashion trends will adversely affect our business. In addition, from time to time, we may pursue new concepts, and if the new concepts are not successful, our business could be harmed. Starting the first quarter of fiscal 2016, the Company has undertaken a restructuring process in the design, merchandising and production functions, led by our Chairman, which could have an immediate impact to our domestic and international product assortment and selling, starting with the second quarter of fiscal 2016.

We used \$9.7 million, \$25.0 million, \$30.3 million and \$8.4 million net of our cash in operating activities in the first six months of fiscal 2016 and in the fiscal years 2015, 2014 and 2013 respectively. Our liquidity is dependent upon our ability to generate cash from operations along with usage of our existing cash and cash equivalents and short-term investments. Our strategic focus for fiscal 2016 is to continue building the bebe brand, enhancing the product offerings and merchandising the stores by lifestyle occasion, while maintaining a compelling fashion and value equation for our customers. In addition to driving sales and improving margin, our focus will also continue to be on pragmatically preserving cash. We believe our cash and equivalents and short-term available for sale securities, together with our cash flows from operations, will be sufficient to meet our operating and capital requirements for at least the next twelve months. However, the recent process changes including the restructuring could result in excess fabric liability and/or other financial impacts. Our future operating and capital requirements, however, will depend on numerous factors, including without limitation, the size and number of new and expanded stores and/or store concepts, investment costs for management information systems, potential investments and/or licensing arrangements, and future results of operations. The inability to generate positive cash flow from operations could have a material adverse effect on our business and financial conditions.

2. The success of our business depends in large part on our ability to maintain our brand, image and reputation. Our ability to maintain our brand image and reputation is integral to our business as well as the implementation of strategies to expand it. Maintaining, promoting and growing our brand will depend largely on the success of our design, merchandising and marketing efforts and our ability to provide a consistent, high-quality client experience. In addition, while our brand is mature, our success depends on our ability to retain existing customers and attract new customers to shop our brand. Our business would be adversely affected if we fail to achieve these objectives for our



brand. In addition, failure to achieve consistent, positive performance or the receipt of any negative publicity could adversely impact our brand and the brand loyalty of our customers, which would adversely impact our business.

3. We face significant competition in the retail and apparel industries, which could harm our business.

The retail and apparel industries are highly competitive and are characterized by low barriers to entry. We expect competition in our markets to increase. The primary competitive factors in our markets are: brand name recognition and appeal, sourcing, product styling, quality, presentation and pricing, timeliness of product development and delivery, store ambiance, customer service and convenience. We compete with traditional department stores, specialty store retailers, lower price point

Table of Contents

retailers, business-to-consumer websites, off-price retailers and direct marketers for, among other things, raw materials, market share, retail space, finished goods, sourcing and personnel. Because many of these competitors are larger and have substantially greater financial, distribution and marketing resources than we do or maintain comparatively lower cost of operations, we may lack the resources to effectively compete with them. If we fail to remain competitive in any way, it could harm our business, financial condition and results of operations. In addition, if we are unable to address the challenges of declining store traffic in a highly promotional, low growth environment, our business will be negatively affected.

4. General economic conditions, including increases in energy and commodity prices, that are largely out of our control, may adversely affect our financial condition and results of operations.

The demand for our products is influenced by national and local economic factors that may affect consumer spending or buying habits. Factors that could adversely affect the demand for our products include recessionary economic cycles, higher

Interest rates, higher fuel and other energy costs, inflation, deflation, increases in commodity prices, higher levels of unemployment, higher consumer debt levels, higher tax rates and other changes in tax laws. A decline in economic conditions could also result in reduced traffic in our stores or limitations on the prices we can charge for our products, either of which could adversely affect our business. We can provide no assurance that demand for our products will not be adversely affected by national or local economic conditions, thereby harming our business. In addition, economic factors such as those listed above and increased transportation costs, inflation, higher costs of labor, insurance and healthcare, and changes in other laws and regulations may increase our cost of sales and our operating, selling, general and administrative expenses. Any such increase would also negatively impact our business, including our financial results.

5. We cannot assure you that future store openings will be successful and new store openings may impact existing stores.

We cannot provide assurance that the stores we opened in fiscal 2016, or any other stores that we might open in the future, will be successful or that our overall results will improve as a result of opening these stores. In addition, new store openings have the potential to cannibalize the net sales and profitability of other existing stores, and can take time to achieve positive financial results.

The success of a future store depends on our ability to effectively obtain real estate that meets our criteria, including traffic, square footage, co-tenancies, average sales per square foot, lease economics, demographics and other factors. In addition, continued consolidation in the commercial retail real estate market could affect our ability to successfully negotiate favorable rental terms for our stores in the future. Should significant consolidation continue, a large proportion of our store base could be concentrated with one or a few landlords that would then be in a position to dictate unfavorable terms to us due to their significant negotiating leverage. For example we have approximately 30 stores with lease renewals in fiscal 2016, which are currently being negotiated. If we are unable to negotiate favorable lease terms with these entities, this could affect our ability to profitably operate our stores, which would adversely impact our business.

6. We are dependent on the success of shopping malls in which our stores are located.

Many of our stores are located in shopping malls and other retail centers that benefit from the ability of “anchor” retail tenants, generally large department stores, and other attractions, to generate sufficient levels of consumer traffic in the vicinity of our stores. Any decline in the volume of consumer traffic at shopping centers, whether because of the economic slowdown, a decline in the popularity of shopping centers, the closing of anchor stores, consumer preferences to shop on the internet or at large warehouse stores or otherwise, could result in reduced sales at our stores and excess inventory. We may have to respond by increasing markdowns or initiating marketing promotions to reduce excess inventory, which could have a material adverse effect on our financial results or business.

7. We may be forced to close stores or write down store assets that are not able to achieve planned financial performance, which may force us to record losses in future quarters.

The results achieved by our stores may not be indicative of long-term performance or the potential performance of stores in other locations. The failure of stores to achieve acceptable results could result in additional store asset impairment charges, which could adversely affect our business. In the past, we have had to close stores as a result of poor performance. For example, in fiscal year 2015, we closed 15 stores. Additionally, a number of stores are not performing to our expected levels, and we may choose to close these stores in the future. If we choose to close these stores, but cannot negotiate favorable terms with the landlords of these stores regarding the remaining lease obligations, our financial results could be adversely affected. Closing stores because of poor performance could have a material adverse effect on our business, and the resulting impairment and other charges would have an adverse impact on our financial results.

8. Our sales, margins and operating results are subject to seasonal and quarterly fluctuations.

Our business varies with general seasonal trends that are characteristic of the retail and apparel industries, such as the timing of seasonal wholesale shipments and other events affecting retail sales. As a result, our stores typically generate a higher

Table of Contents

percentage of our annual net sales and profitability in our second fiscal quarter, which includes the holiday selling season, compared to other quarters.

In addition, our quarterly comparable store sales have fluctuated significantly in the past, and we expect that they will continue to fluctuate in the future. A variety of factors affect comparable store sales, including fashion trends, competition, current economic conditions, the timing of release of new merchandise and promotional events, changes in our merchandise mix, the success of marketing programs and weather conditions. Our ability to deliver strong comparable store sales results and margins depends in large part on accurately forecasting demand and fashion trends, selecting effective marketing techniques, providing an appropriate mix of merchandise for our customer base, managing inventory effectively and optimizing store performance by closing under-performing stores. Such fluctuations may adversely affect the market price of our common stock.

9. Our success depends on our ability to attract and retain key employees in order to support our existing businesses and future expansion.

From time to time we actively recruit qualified candidates to fill key executive positions within our Company. There is substantial competition for experienced personnel, which we expect will continue. We compete for experienced personnel with companies who may have greater financial resources than we do. During fiscal 2014, we experienced significant turnover of our executive management team as part of a restructuring. In addition, as part of our restructuring process being led by our Chairman, we have reduced the size of our Merchandising and Design teams. In light of these changes in people and processes, we might continue to experience turnover. We are also exposed to employment litigation due to our large number of employees and high turnover of our sales associates. If we fail to attract, motivate and retain qualified personnel, it could harm our business and limit our ability to expand.

10. Our business could be adversely impacted by unfavorable international political conditions.

Our sales and operating results are, and will continue to be, affected by international social, political, legal and economic conditions. In particular, our business could be adversely impacted by instability or changes resulting in the disruption of trade with the countries in which our contractors, suppliers, licensees or customers are located, significant fluctuations in the value of the dollar against foreign currencies or restrictions on the transfer of funds, or additional trade restrictions imposed by the United States and other foreign governments. We can provide no assurance that our business will not be adversely affected by such international events.

In addition, trade restrictions, including increased tariffs or quotas, embargoes and customs restrictions could increase the cost or reduce the supply of merchandise available to us and adversely affect our business. We also purchase a substantial amount of our raw materials from China, and our business and operating results may be affected by changes in the political, social or economic environment in China.

11. Our ability to conduct business could be negatively impacted by the effects of natural disasters, war, terrorism, public health concerns or other catastrophes.

We operate a corporate office in Brisbane, California, a distribution facility in Benicia, California, a design studio in Los Angeles, California and a satellite office in New York, New York. Any serious disruption at these facilities whether due to construction, relocation, fire, flood, earthquake, terrorist acts or otherwise could harm our business. Natural disasters, extreme weather and public health concerns, including severe infectious diseases, could impact our ability to open and run our corporate offices, distribution center, stores and other operations in affected areas and/or negatively impact our foreign sourcing offices and the operations of our vendors. In addition, our ability to continue to operate our business without significant interruption in the event of a disaster or other disruption depends, in part, on the ability of our information systems to operate in accordance with our disaster recovery and business continuity plans. Lower client traffic due to the effect of natural disasters or extreme weather, security concerns, war or the threat of war and public health concerns could result in decreased sales that could have a material adverse effect on our business. In addition, threat of terrorist attacks or actual terrorist events in the United States and world-wide could cause damage or disruption to international commerce and the global economy, disrupt the production, shipment or receipt of our merchandise or lead to lower client traffic. Our ability to mitigate the adverse impact of these events

depends, in part, upon the effectiveness of our disaster preparedness and response planning as well as business continuity planning. However, we cannot be certain that our plans will be adequate or implemented properly in the event of an actual disaster or other catastrophic situation. In addition, although we maintain business interruption and property insurance, we cannot assure you that our insurance coverage will be sufficient or that insurance proceeds will be timely paid to us.

12. If we are not able to protect our intellectual property our business may be harmed.

Although we take actions to protect our trademarks and other proprietary rights, we cannot assure you that we will be successful or that others will not imitate our products or infringe upon our intellectual property rights. In addition, we cannot assure that others will not resist or seek to block the sale of our products as infringements of their trademark and proprietary rights.

We seek to register our trademarks domestically and internationally. Obstacles may exist that may prevent us from obtaining a trademark for the bebe and BEBE SPORT brand names or related names. We may not be able to register certain

Table of Contents

trademarks, purchase the right or obtain a license to use these names or related names on commercially reasonable terms. If we fail to obtain trademarks of, or ownership or license of the requisite rights, it would limit our ability to expand our business under the bebe brand.

In some jurisdictions, despite successful registration of our trademarks, third parties may allege infringement and bring actions against us. In addition, if our licensees fail to use our intellectual property correctly, the reputation and value associated with our trademarks may be diluted. Furthermore, if we do not demonstrate use of our trademarks, our trademark rights may lapse over time.

In addition, we face the potential of receiving claims that the technology we use or license infringes on another's proprietary rights. In certain circumstances, we may be subject to having to defend ourselves from such claims and/or be subject to unanticipated license fees or the necessity to transition away from technology we are using or abandon such use altogether.

13. Our business may be negatively impacted by any failure to comply with regulatory requirements. As a public company, we are subject to numerous regulatory requirements, including those imposed by the Sarbanes-Oxley Act of 2002, the SEC and The NASDAQ Global Market. In addition, we are subject to numerous domestic and foreign laws and regulations affecting our business, including those related to labor, employment, worker health and safety, competition, privacy, consumer protection, credit cards, import/export and anti-corruption, including the Foreign Corrupt Practices Act and the Telephone Consumer Protection Act. Our employees, subcontractors, vendors and suppliers could take actions that violate these requirements and/or our compliance policies and procedures, which could have a material adverse effect on our reputation, financial condition and on the market price of our common stock. Regulatory developments regarding the use of "conflict minerals," certain minerals originating from the Democratic Republic of Congo and adjoining countries, could affect the sourcing and availability of raw materials used by suppliers and subject us to costs associated with the relevant regulations, including for diligence pertaining to the presence of any conflict minerals used in our products, possible changes to products, processes or sources of our inputs and reporting requirements.

14. There are litigation and other claims against us from time to time, which could distract management from our business activities and could lead to adverse consequences to our business and financial condition. We are involved from time to time with litigation and other claims against us. Often these cases can raise complex factual and legal issues, which are subject to risks and uncertainties and which could require significant management time. Although we do not currently believe that the outcome of any current litigation or claim against us will have a material adverse effect on our overall financial condition, we have, in the past, incurred unexpected expense in connection with litigation matters. In the future, adverse settlements, judgments or resolutions may negatively impact our business. Injunctions against us could have an adverse effect on our business by requiring us to do, or prohibiting us from engaging in, certain activities. We may in the future be the target of material litigation, which could result in substantial costs and divert our management's attention and resources.

15. A decline in value of our investments in auction rate securities or as a result of a change in our ability to hold our investments in auction rate securities may impact our financial condition. We hold interest bearing auction rate securities ("ARS"), comprised of federally insured student loan backed securities. These ARS investments are intended to provide liquidity via an auction process that resets the applicable interest rate at predetermined calendar intervals, allowing investors to either roll over their holdings or gain immediate liquidity by selling such interests at par. The uncertainties in the credit markets that began in February 2008 have affected our holdings in ARS investments and the majority of auctions for our investments in these securities have continued to fail to settle on their respective settlement dates. Consequently, \$9.0 million par value of our ARS are not currently liquid and do not mature before 2031. We will not be able to access these funds until a future auction of these investments is successful or the securities are purchased or redeemed outside of the auction process or repayment at maturity. Maturity dates for these ARS investments range from 2031 to 2033. Of this \$9.0 million, we

have recorded a \$3.8 million impairment related to our ARS investments through other comprehensive income.

The valuation of our investment portfolio is subject to uncertainties that are difficult to predict. Factors that may impact its valuation include changes to credit ratings of the securities as well as to the underlying assets supporting those securities, rates of default of the underlying assets, underlying collateral value, discount rates and ongoing strength and quality of market credit and liquidity. If the current market conditions deteriorate further, or the anticipated recovery in market values does not occur, we may be required to record additional losses in future quarters.

16. We rely on third-party manufacturers to manufacture all of our products.

Our future success depends, in part, on our ability to find manufacturing facilities that perform acceptably. We do not own any manufacturing facilities and therefore depend on third parties to manufacture our products. In addition, we place all of

23

---

Table of Contents

our orders for production by purchase order and do not have long-term contracts with any manufacturers. If we fail to maintain favorable relationships with our manufacturers, our business could be materially and adversely affected. We cannot assure you that third-party manufacturers (1) will not supply similar products to our competitors, (2) will not stop supplying products to us completely or (3) will supply products in a timely manner. Untimely receipt of products may result in lower than anticipated sales and markdowns which would have a negative impact on our business. Furthermore, we have received in the past, and may receive in the future, shipments of products from manufacturers that fail to conform to our quality control standards. In such event, unless we are able to obtain replacement products in a timely manner, we may lose sales.

17. We face fluctuating and generally increasing product costs from our manufacturing partners, which could result in margin erosion.

Fluctuations in the cost, availability and quality of the fabrics or other raw materials used to manufacture our merchandise could have a material adverse effect on our cost of goods, or our ability to meet customer demand. The prices for such fabrics depend largely on the market prices for the raw materials used to produce them, particularly cotton, as well as the cost of compliance with sourcing laws. The price of such raw materials has been increasing and the price and availability of such raw materials may fluctuate significantly, depending on many factors, including crop yields and weather patterns. Such factors may be exacerbated by legislation and regulations associated with global climate change. Additionally, clothing manufacturers in China, where a significant percentage of our apparel products are manufactured, are experiencing increased costs due to labor shortages and the fluctuation of the Chinese Yuan in relation to the U.S. dollar, and these increased costs are often passed on to us. We are also susceptible to fluctuations in the cost of transportation. We may not be able to pass all or a portion of higher raw materials prices or labor or transportation costs on to our customers, which could adversely affect our business.

18. If we are unable to obtain raw materials for our products, our business could be materially adversely affected. We place all of our orders for raw materials by purchase order and do not have any long-term contracts with any supplier. If we fail to maintain favorable relationships with our suppliers or are unable to obtain sufficient quantities of quality raw materials on commercially reasonable terms, it could harm our business. Finally, certain of our third-party manufacturers store our raw materials. In the event our inventory was damaged or destroyed and we were unable to obtain replacement raw materials, our earnings and our business could be materially and adversely impacted.

19. If we are unable to receive product or if our receipt of product is delayed due to unforeseen events, such as port closures, we may not be able to stock our stores, or may have to take unexpected markdowns to clear product that missed their seasonal window.

We time receipt of our products such that they are in our stores at the appropriate time to meet desired in-stock levels and the appropriate season. If we are unable to receive product due port closures, for example, we may not have sufficient stock at our stores which could impact store traffic and sales. Or if such delays cause us to receive product after the season is over, we may have to take significant unforeseen markdowns.

20. If an independent manufacturer violates labor or other laws, or is accused of violating any such laws, or if their labor practices diverge from those generally accepted as ethical, it could harm our business and brand image. Our success depends, in part, on our ability to find and contract with independent manufacturers which conduct their businesses using ethical or legal labor practices. While we maintain a policy to monitor the operations of our independent manufacturers by having an independent firm inspect these manufacturing sites, and our manufacturers are contractually required to comply with such labor practices, we cannot assure the compliance of these manufacturers. In addition, we cannot control the public's perceptions of such manufacturers or their practices, even if they are compliant with law but are viewed in a negative light by the public. Because manufacturers act in their own interests, they may act in a manner that results in negative public perceptions of us. Moreover, in certain circumstances, we may be subject to liability or negative publicity that could adversely affect our brand and our business as a result of actions taken by these manufacturers.



21. We are subject to cyber-security risks and may incur increasing costs in an effort to minimize those risks and to respond to cyber incidents.

Our business involves the storage and transmission of customers' personal information, consumer preferences and credit card information. We also use mobile devices, social networking and other on-line activities to connect with our customers. If we experience a significant data security breach or fail to detect and appropriately respond to a significant data security breach, we could be exposed to government enforcement actions and private litigation, and our business could be adversely affected. For example, in November 2014, we detected suspicious activity on computers that operate the payment processing system for our stores, which appeared to be limited to data from payment cards swiped in the United States and its territories between November 8, 2014 and November 26, 2014. The data may have included cardholder name, account number, expiration date and verification codes, although we have no indication of fraudulent charges to date. We cannot assure you that we will not suffer future breaches of the portion of our network that handles payment card data, with further payment card and

Table of Contents

client information being stolen. These sorts of breaches might cause our customers to lose confidence in our ability to protect their personal information, which could cause them to discontinue usage of our club bebe loyalty program, or stop shopping with us altogether. The loss of confidence from a significant data security breach involving our employees could also hurt our reputation, cause employee recruiting and retention challenges, increase our labor costs and adversely affect our business and financial results.

22. We rely on information technology to help manage our operations and our e-commerce store, the disruption of which could adversely impact our business.

We rely on various information systems to help manage our operations and regularly assess the cost-benefit analysis associated with making additional investments to upgrade, enhance or replace such systems. If at any time we experience any disruptions affecting our information systems we could experience a material adverse impact on our business.

In addition, we operate an e-commerce store at [www.bebe.com](http://www.bebe.com) to sell our merchandise. Our on-line operations are subject to numerous risks, including unanticipated operating problems, reliance on third-party computer software providers and system failures. If at any time we experience any disruptions affecting our e-commerce store, we could experience a material adverse impact on our business. Our e-commerce operations also involve other risks that could have an adverse impact on our results of operations, including diversion of sales from our other stores, rapid technological change, liability for on-line content, credit card fraud and loss of sensitive data. We cannot assure you that our e-commerce store will continue to achieve sales growth or that it will not experience a decline in sales.

23. We are responsible for maintaining the privacy of personally identifiable information of our customers.

Through our sale transactions, loyalty programs and other methods, we obtain personally identifiable information about our customers which is subject to federal, state and international privacy laws. These laws are constantly changing. If we fail to comply with these laws, we may be subject to fines, penalties or other adverse actions. We are highly dependent on the use of credit cards to complete sale transactions in our stores and through our websites, and if we fail to comply with Payment Card Industry Data Security Standards, we may become subject to limitations on our ability to accept credit cards. Moreover, third parties may seek to access this information through improper means such as computer hacking, malware and viruses. Any incidents involving unauthorized access or improper use of our customers' personally identifiable information could damage our reputation and brand and result in legal or regulatory action against us.

Risks Related to Our Common Stock

1. Because Manny Mashouf beneficially owns a substantial portion of the outstanding shares, other shareholders have limited ability to influence corporate matters.

As of July 4, 2015, Manny Mashouf, our Chairman of the Board, beneficially owned approximately 59% of the outstanding shares of our common stock. As a result, he has the ability to control our management and affairs and substantially all matters submitted to our shareholders for approval, including the election and removal of directors and approval of any significant transaction. He also has the ability to control our management and business affairs. This concentration of ownership may have the effect of delaying, deferring or preventing a change in control, impeding a merger, consolidation, takeover or other business combination involving us, or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of our business, and could limit the price that certain investors might be willing to pay for shares of common stock, even if such a transaction would benefit other shareholders. In addition, he could also sell his shares at any time, in open market transactions, registered offerings or otherwise and such a sale could negatively impact our share price.

2. Our stock price could fluctuate substantially for reasons outside of our control.

Our common stock is quoted on The NASDAQ Global Market, which has experienced, and is likely to experience in the future, significant price and volume fluctuations, which could adversely affect our stock price without regard to our financial performance. In addition, we believe that factors such as quarterly fluctuations in our financial results and comparable sales; announcements by other apparel, accessory, music and gift item retailers; the trading volume of our stock; changes in estimates of our performance by securities analysts; litigation; overall economic and political conditions, including the global economic downturn; the condition of the financial markets, including the credit crisis; and other events or factors outside of our control could cause our stock price to fluctuate substantially.

3. Our failure to meet the continued listing requirements of The NASDAQ Global Market could result in a delisting of our common stock.

If we fail to satisfy the continued listing requirements of The NASDAQ Global Market, such as the corporate governance requirements or the minimum closing bid price requirement, NASDAQ may take steps to de-list our common stock. Such a delisting would likely have a negative effect on the price of our common stock and would impair your ability to

Table of Contents

sell or purchase our common stock when you wish to do so. In the event of a delisting, we would expect to seek to take actions to restore our compliance with NASDAQ's listing requirements, but we can provide no assurance that any such action taken by us would allow our common stock to become listed again, stabilize the market price or improve the liquidity of our common stock, prevent our common stock from dropping below the NASDAQ minimum bid price requirement or prevent future non-compliance with NASDAQ's listing requirements.

4. If we sell shares of our common stock in the future, shareholders may experience immediate dilution and, as a result, our stock price may decline.

We may from time to time issue additional shares of common stock at a discount from the current trading price of our common stock. As a result, our shareholders would experience immediate dilution. In addition, as opportunities present themselves, we may enter into financing or similar arrangements in the future, including the issuance of debt securities, preferred stock or common stock. If we issue common stock or securities convertible into common stock, our common shareholders would experience additional dilution and, as a result, our stock price may decline.

Table of Contents

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

(a) Exhibits. The following is a list of exhibits filed as part of this Report on Form 10-Q.

Exhibit	Description
31.1	Section 302 Certification of Chief Executive Officer.
31.2	Section 302 Certification of Chief Financial Officer.
32.1	Section 906 Certification of Chief Executive Officer.
32.2	Section 906 Certification of Chief Financial Officer.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase

Table of Contents

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.

Dated February 16, 2016

bebe stores, inc.

/s/ Liyuan Woo

Liyuan Woo, Chief Financial Officer

28

---

Table of Contents

EXHIBIT INDEX

Exhibit Number	Description
31.1	Section 302 Certification of Chief Executive Officer
31.2	Section 302 Certification of Chief Financial Officer
32.1	Section 906 Certification of Chief Executive Officer
32.2	Section 906 Certification of Chief Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase