DICKS SPORTING GOODS INC
Form 10-Q
November 29, 2018

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

FORM 10-Q

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

For the Quarterly Period Ended November 3, 2018

OR

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

For the transition period from to .

Commission File No. 001-31463

DICK'S SPORTING GOODS, INC.
(Exact name of registrant as specified in its charter)

Delaware	16-1241537
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

345 Court Street, Coraopolis, Pennsylvania 15108
(Address of Principal Executive Offices)

(724) 273-3400
(Registrant's Telephone Number, including Area Code)

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
Yes þ No o

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

Large accelerated filer þ	Accelerated filer o	Non-accelerated filer o	Smaller reporting company o	Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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

The number of shares of common stock, par value $0.01 per share, and Class B common stock, par value $0.01 per share, outstanding as of November 23, 2018, was 73,761,783 and 24,541,123, respectively.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME - UNAUDITED
(Amounts in thousands, except per share data)

	13 Weeks Ended		39 Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net sales	$1,857,273	$1,944,187	$5,944,480	$5,926,350
Cost of goods sold, including occupancy and distribution costs	1,333,719	1,410,067	4,201,277	4,213,143
GROSS PROFIT	523,554	534,120	1,743,203	1,713,207
Selling, general and administrative expenses	468,691	475,899	1,434,344	1,385,506
Pre-opening expenses	1,997	8,220	6,135	28,441
INCOME FROM OPERATIONS	52,866	50,001	302,724	299,260
Interest expense	2,606	2,839	8,312	6,319
Other expense (income)	68	(10,768)	(1,233)	(28,117)
INCOME BEFORE INCOME TAXES	50,192	57,930	295,645	321,058
Provision for income taxes	12,365	21,017	78,336	113,564
NET INCOME	$37,827	$36,913	$217,309	$207,494
EARNINGS PER COMMON SHARE:				
Basic	$0.39	$0.35	$2.20	$1.92
Diluted	$0.39	$0.35	$2.18	$1.91
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				
Basic	96,677	105,466	98,926	108,027
Diluted	97,890	105,814	99,878	108,633
Cash dividends declared per share	$0.225	$0.170	$0.675	$0.510

See accompanying notes to unaudited consolidated financial statements.

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DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - UNAUDITED
(Dollars in thousands)

	13 Weeks Ended		39 Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
NET INCOME	$37,827	$ 36,913	$217,309	$ 207,494
OTHER COMPREHENSIVE INCOME (LOSS):				
Foreign currency translation adjustment, net of tax	2	(7)	(40)	47
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	2	(7)	(40)	47
COMPREHENSIVE INCOME	$37,829	$ 36,906	$217,269	$ 207,541

See accompanying notes to unaudited consolidated financial statements.

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DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS - UNAUDITED
(Dollars in thousands)

	November 3, 2018	February 3, 2018	October 28, 2017
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	$92,103	$101,253	$111,815
Accounts receivable, net	57,559	60,107	88,979
Income taxes receivable	10,422	4,433	72,911
Inventories, net	2,196,777	1,711,103	2,178,495
Prepaid expenses and other current assets	138,468	129,189	129,876
Total current assets	2,495,329	2,006,085	2,582,076
Property and equipment, net	1,578,313	1,677,340	1,679,872
Intangible assets, net	131,763	136,587	144,896
Goodwill	250,476	250,476	245,126
Other assets:			
Deferred income taxes	11,886	13,639	10,425
Other	115,991	119,812	122,519
Total other assets	127,877	133,451	132,944
TOTAL ASSETS	$4,583,758	$4,203,939	$4,784,914
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable	$1,028,234	$843,075	$1,061,776
Accrued expenses	350,737	354,181	378,477
Deferred revenue and other liabilities	167,781	212,080	161,193
Income taxes payable	2,078	10,476	488
Current portion of other long-term debt and leasing obligations	5,251	5,202	5,175
Total current liabilities	1,554,081	1,425,014	1,607,109
LONG-TERM LIABILITIES:			
Revolving credit borrowings	382,300	—	454,700
Other long-term debt and leasing obligations	56,111	60,084	61,413
Deferred income taxes	14,951	10,232	23,710
Deferred rent and other liabilities	729,273	767,108	764,996
Total long-term liabilities	1,182,635	837,424	1,304,819
COMMITMENTS AND CONTINGENCIES			
STOCKHOLDERS' EQUITY:			
Common stock	703	783	797
Class B common stock	245	247	247
Additional paid-in capital	1,204,293	1,177,778	1,166,370
Retained earnings	2,374,336	2,205,651	2,106,086
Accumulated other comprehensive loss	(118)	(78)	(85)
Treasury stock, at cost	(1,732,417)	(1,442,880)	(1,400,429)
Total stockholders' equity	1,847,042	1,941,501	1,872,986
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$4,583,758	$4,203,939	$4,784,914

See accompanying notes to unaudited consolidated financial statements.

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DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY - UNAUDITED
(Dollars in thousands)

	Common Stock Shares	Common Stock Dollars	Class B Common Stock Shares	Class B Common Stock Dollars	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
BALANCE, February 3, 2018	78,317,898	$783	24,710,870	$247	$1,177,778	$2,205,651	$(78)	$(1,442,880)	$1,941,501
Adjustment for cumulative effect from change in accounting principle (ASU 2014-09)	—	—	—	—	—	20,488	—	—	20,488
Exchange of Class B common stock for common stock	169,747	2	(169,747)	(2)	—	—	—	—	—
Restricted stock vested	532,251	5	—	—	(5)	—	—	—	—
Minimum tax withholding requirements	(155,718)	(1)	—	—	(5,263)	—	—	—	(5,264)
Net income	—	—	—	—	—	217,309	—	—	217,309
Stock-based compensation	—	—	—	—	31,783	—	—	—	31,783
Foreign currency translation adjustment, net of taxes of $13	—	—	—	—	—	—	(40)	—	(40)
Purchase of shares for treasury	(8,614,371)	(86)	—	—	—	—	—	(289,537)	(289,623)
Cash dividends declared	—	—	—	—	—	(69,112)	—	—	(69,112)
BALANCE, November 3, 2018	70,249,807	$703	24,541,123	$245	$1,204,293	$2,374,336	$(118)	$(1,732,417)	$1,847,042

See accompanying notes to unaudited consolidated financial statements.

DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED
(Dollars in thousands)

	39 Weeks Ended	
	November 3, 2018	October 28, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$217,309	$207,494
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	178,737	166,521
Deferred income taxes	(726)	59,145
Stock-based compensation	31,783	24,762
Other non-cash items	700	595
Changes in assets and liabilities:		
Accounts receivable	(7,218)	(18,145)
Inventories	(466,212)	(539,863)
Prepaid expenses and other assets	7,950	(20,847)
Accounts payable	234,859	316,602
Accrued expenses	11,152	23,404
Income taxes payable / receivable	(14,387)	(123,350)
Deferred construction allowances	23,440	78,482
Deferred revenue and other liabilities	(56,859)	(49,258)
Net cash provided by operating activities	160,528	125,542
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(135,288)	(386,600)
Acquisitions, net of cash acquired	—	(8,500)
Deposits and purchases of other assets	—	(2,344)
Net cash used in investing activities	(135,288)	(397,444)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Revolving credit borrowings	1,723,500	2,431,200
Revolving credit repayments	(1,341,200)	(1,976,500)
Proceeds from term loan	—	62,492
Payments on other long-term debt and leasing obligations	(3,924)	(1,229)
Construction allowance receipts	—	—
Proceeds from exercise of stock options	—	16,558
Minimum tax withholding requirements	(5,264)	(5,771)
Cash paid for treasury stock	(289,623)	(242,119)
Cash dividends paid to stockholders	(68,139)	(55,375)
Decrease in bank overdraft	(49,700)	(10,363)
Net cash (used in) provided by financing activities	(34,350)	218,893
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(40)	47
NET DECREASE IN CASH AND CASH EQUIVALENTS	(9,150)	(52,962)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	101,253	164,777
CASH AND CASH EQUIVALENTS, END OF PERIOD	$92,103	$111,815
Supplemental disclosure of cash flow information:		
Accrued property and equipment	$14,308	$44,593
Cash paid for interest	$7,185	$5,002
Cash paid for income taxes	$97,407	$180,067

See accompanying notes to unaudited consolidated financial statements.

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DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

Dick's Sporting Goods, Inc. (together with its subsidiaries, referred to as "the Company", "we", "us" and "our" unless specified otherwise) is a leading omni-channel sporting goods retailer offering an extensive assortment of authentic, high-quality sports equipment, apparel, footwear and accessories through a blend of dedicated associates, in-store services and unique specialty shop-in-shops. The Company also owns and operates Golf Galaxy and Field & Stream stores and Dick's Team Sports HQ, an all-in-one youth sports digital platform offering free league management services, mobile apps for scheduling, communication and live scorekeeping, custom uniforms and FanWear as well as access to donations and sponsorships. The Company offers its products through a content-rich eCommerce platform that is integrated with its store network and provides customers with the convenience and expertise of a 24-hour storefront. When used in this Quarterly Report on Form 10-Q, unless the context otherwise requires or otherwise specifies, any reference to "year" is to the Company's fiscal year.

The accompanying unaudited consolidated financial statements have been prepared in accordance with the requirements for Quarterly Reports on Form 10-Q and do not include all the disclosures normally required in annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The interim consolidated financial statements are unaudited and have been prepared on the same basis as the annual audited consolidated financial statements. In the opinion of management, such unaudited consolidated financial statements include all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the interim financial information. This unaudited interim financial information should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended February 3, 2018 as filed with the Securities and Exchange Commission on March 30, 2018. Operating results for the 13 and 39 weeks ended November 3, 2018 are not necessarily indicative of the results that may be expected for the fiscal year ending February 2, 2019 or any other period.

Recently Adopted Accounting Pronouncements

Income Taxes

In March 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-05, "Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118." This update provides guidance on income tax accounting implications under the Tax Cuts and Jobs Act (the "Tax Act"), which was enacted on December 22, 2017. Areas of clarification under the update are the measurement period time frame, changes in subsequent reporting periods, and reporting requirements as they relate to the Tax Act. The Company adopted ASU 2018-05 during the first quarter of fiscal 2018. The Company recorded provisional charges as a result of the Tax Act, as noted within Note 11 to the Consolidated Financial Statements of the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2018. The Company is continuing to assess our estimates of cumulative temporary differences and further evaluate the provisional amounts recognized, for which the Company's reviews are substantially complete. The adoption of this guidance did not have, nor is it expected to have, a significant impact on the Company's Consolidated Financial Statements.

Stock Compensation

In May 2017, the FASB issued ASU 2017-09, "Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting." This update clarifies the changes to terms or conditions of a share-based payment award that require an entity to apply modification accounting. ASU 2017-09 is effective for annual reporting periods, and interim periods therein, beginning after December 15, 2017. Early application is permitted and prospective application is required. The Company adopted ASU 2017-09 during the first quarter of fiscal 2018. The adoption of this guidance did not have a significant impact on the Company's Consolidated Financial Statements.

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DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Intangibles - Goodwill and Other

In January 2017, the FASB issued ASU 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test of Goodwill Impairment." This update modifies the concept of impairment and simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. ASU 2017-04 is effective for interim or annual goodwill impairment tests during fiscal years beginning after December 15, 2019. Early application is permitted and prospective application is required. The Company elected to early adopt ASU 2017-04 during the first quarter of fiscal 2018. The adoption of this guidance did not have a significant impact on the Company's Consolidated Financial Statements.

Contracts with Customers

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers." This update requires an entity to 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. Additionally, the update (1) specifies the accounting for some costs to obtain or fulfill a contract with a customer and (2) expands disclosure requirements related to revenue and cash flows arising from contracts with customers. In August 2015, the FASB issued ASU 2015-14, "Revenue from Contracts with Customers - Deferral of the Effective Date", which approved a one year deferral of ASU 2014-09 for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Subsequent to the issuance of ASU 2014-09 and ASU 2015-14, the FASB has also issued additional ASUs to assist in clarifying guidance within ASU 2014-09. These updates permit the use of either the full retrospective or modified retrospective transition method. Early application is permitted as of the original effective date for annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company adopted these ASUs during the first quarter of fiscal 2018. The adoption of these ASUs did not have a significant impact on our Consolidated Financial Statements. Refer to Note 6 to the unaudited Consolidated Financial Statements for additional information.

Recently Issued Accounting Pronouncements

Leases

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)." This update requires an entity to recognize lease assets and lease liabilities on the balance sheet and to disclose key information about the entity's leasing arrangements. ASU 2016-02 is effective for annual reporting periods, and interim periods therein, beginning after December 15, 2018, with early application permitted. A modified retrospective approach is required. In July 2018, the

FASB issued ASU 2018-10, "Codification Improvements to Topic 842, Leases," and ASU 2018-11, "Leases (Topic 842), Targeted Improvements," which affect certain aspects of the previously issued guidance. Amendments include an additional transition method that allows entities to apply the new standard on the adoption date and recognize a cumulative effect adjustment to the opening balance of retained earnings, as well as a new practical expedient for lessors. The effective date and transition requirements for ASU 2018-10 and ASU 2018-11 are the same as ASU 2016-02. Early adoption is permitted. The Company is currently in the process of upgrading its existing lease management technology solution to facilitate adoption of these ASUs in fiscal 2019. We are also currently evaluating the impact of the adoption of these ASUs on the Company's Consolidated Financial Statements with anticipation that they will result in significant lease assets and related liabilities as all of the Company's retail locations and the majority of our supply chain facilities are currently categorized as operating leases. We do not anticipate that the adoption of these ASUs will have a significant impact on the Company's Consolidated Statement of Income.

2. Store Closings

The calculation of accrued store closing and relocation reserves primarily includes future minimum lease payments, maintenance costs and taxes from the date of closure or relocation to the end of the remaining lease term, net of contractual or estimated sublease income. The liability is discounted using a credit-adjusted, risk-free rate of interest. The assumptions used in the calculation of the accrued store closing and relocation reserves are evaluated each quarter.

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DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table summarizes the activity in fiscal 2018 and 2017 (in thousands):

	39 Weeks Ended	
	November 3, 2018	October 28, 2017
Accrued store closing and relocation reserves, beginning of period	$10,536	$ 17,531
Expense charged to earnings	3,234	842
Cash payments	(6,274)	(7,299)
Interest accretion and other changes in assumptions	(760)	748
Accrued store closing and relocation reserves, end of period	6,736	11,822
Less: current portion of accrued store closing and relocation reserves	(3,179)	(4,938)
Long-term portion of accrued store closing and relocation reserves	$3,557	$ 6,884

3. Earnings Per Common Share

Basic earnings per common share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted earnings per common share is computed based on the weighted average number of shares of common stock outstanding, plus the effect of dilutive potential common shares outstanding during the period, using the treasury stock method. Dilutive potential common shares are stock-based awards, which include outstanding stock options, restricted stock and warrants.

The computations for basic and diluted earnings per common share are as follows (in thousands, except per share data):

	13 Weeks Ended		39 Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Net income	$37,827	$ 36,913	$217,309	$ 207,494
Weighted average common shares outstanding - basic	96,677	105,466	98,926	108,027
Dilutive effect of stock-based awards	1,213	348	952	606
Weighted average common shares outstanding - diluted	97,890	105,814	99,878	108,633
Earnings per common share - basic	$0.39	$ 0.35	$2.20	$ 1.92
Earnings per common share - diluted	$0.39	$ 0.35	$2.18	$ 1.91
Anti-dilutive stock-based awards excluded from diluted calculation	3,065	4,178	3,672	3,581

4. Fair Value Measurements

Accounting Standard Codification ("ASC") 820, "Fair Value Measurement and Disclosures", outlines a valuation framework and creates a fair value hierarchy for assets and liabilities as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

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

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DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Assets measured at fair value on a recurring basis as of November 3, 2018 and February 3, 2018 are set forth in the table below (in thousands):

Description	Level 1 November 3, 2018	February 3, 2018
Assets:		
Deferred compensation plan assets held in trust [1]	$82,898	$ 78,894
Total assets	$82,898	$ 78,894

(1) Consists of investments in various mutual funds made by eligible individuals as part of the Company's deferred compensation plans.

The fair value of cash and cash equivalents, accounts receivable, accounts payable, revolving credit borrowings and certain other liabilities approximated book value due to the short-term nature of these instruments at both November 3, 2018 and February 3, 2018.

The Company uses quoted prices in active markets to determine the fair value of the aforementioned assets determined to be Level 1 instruments. The Company's policy for recognition of transfers between levels of the fair value hierarchy is to recognize any transfer at the end of the fiscal quarter in which the determination to transfer was made. The Company did not transfer any assets or liabilities among the levels of the fair value hierarchy during the 39 weeks ended November 3, 2018 or the fiscal year ended February 3, 2018.

5. Subsequent Event

On November 23, 2018, the Company's Board of Directors authorized and declared a quarterly cash dividend in the amount of $0.225 per share on the Company's common stock and Class B common stock payable on December 28, 2018 to stockholders of record as of the close of business on December 14, 2018.

6. Revenue Recognition

On February 4, 2018, the Company adopted ASU 2014-09 ("Topic 606") using the modified retrospective approach for all contracts not completed as of the adoption date. Financial results for reporting periods beginning after February 3, 2018 are presented in accordance with Topic 606, while prior periods will continue to be reported in accordance with our pre-adoption accounting policies and therefore have not been adjusted to conform to Topic 606.

The primary impact to the Company's accounting policies of adopting Topic 606 relates to the timing of revenue recognition for gift card breakage. Gift card breakage prior to adoption was recognized at the point gift card redemption was deemed remote. As a result of the adoption of Topic 606, the Company now recognizes gift card breakage over time in proportion to the pattern of rights exercised by the customer. This change in accounting policy was accounted for through a cumulative effect adjustment to increase retained earnings during the first quarter of fiscal 2018. The Company reclassified $27.7 million from deferred revenue and other liabilities resulting in a cumulative effect adjustment of $20.5 million, net of tax, to retained earnings on the Company's Consolidated Balance Sheets and Consolidated Statement of Changes in Stockholders' Equity. Additionally, the adoption of Topic 606 resulted in insignificant financial statement presentation reclassifications related to our customer loyalty program and our sales return reserve. The Company does not expect the adoption of Topic 606 to have a significant impact on the Consolidated Financial Statements on a prospective basis.

In accordance with Topic 606, revenue shall be recognized upon satisfaction of all contractual performance obligations and transfer of control to the customer. Revenue is measured as the amount of consideration the Company expects to be entitled to in exchange for corresponding goods or services. Substantially all of the Company's sales are single performance obligation arrangements for retail sale transactions for which the transaction price is equivalent to the stated price of the product or service, net of any stated discounts applicable at a point in time. Each sales transaction results in an implicit contract with the customer to deliver a product or service at the point of sale. Revenue from retail sales is recognized at the point of sale, net of sales tax. The Company elected the practical expedient within Topic 606 related to sales taxes that are assessed by a

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DICK'S SPORTING GOODS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

governmental authority, which allows for the exclusion of sales tax from transaction price. Revenue from eCommerce sales, including vendor-direct sales arrangements, is recognized upon shipment of merchandise. The Company elected the practical expedient within Topic 606 related to shipping and handling costs, which allows for shipping and handling activities occurring subsequent to the transfer of control to the customer to be accounted for as fulfillment costs rather than a promised service. A provision for anticipated merchandise returns is provided through a reduction of sales and cost of goods sold in the period that the related sales are recorded.

Deferred gift card revenue - Revenue from gift cards and returned merchandise credits (collectively the "cards") is deferred and recognized upon the redemption of the cards. These cards have no expiration date. Income from unredeemed cards is recognized on the Consolidated Statements of Income within net sales in proportion to the pattern of rights exercised by the customer in future periods. The Company performs an evaluation of historical redemption patterns from the date of original issuance to estimate future period redemption activity. Our gift card liability was $113.9 million and $179.5 million as of November 3, 2018 and February 3, 2018, respectively. During the 39 weeks ended November 3, 2018, we recognized $5.1 million of gift card breakage revenue and experienced approximately $72.7 million of gift card redemptions that were included in our gift card liability as of February 3, 2018. Based on the Company's historical experience, the vast majority of gift card revenue is recognized within twelve months of deferral.

Customer loyalty program - Loyalty program points are accrued at the estimated retail value per point, net of estimated breakage. We estimate the breakage of loyalty points based on historical redemption rates experienced within the loyalty program. Our customer loyalty program liability was $27.4 million and $29.9 million as of November 3, 2018 and February 3, 2018, respectively. During the 39 weeks ended November 3, 2018, we recognized approximately $26.2 million of revenue that was included in our customer loyalty program liability as of February 3, 2018. Based on the Company's customer loyalty program policies, the vast majority of program points earned are redeemed or expire within twelve months.

Net sales by category - The following table disaggregates the amount of net sales attributable to hardlines, apparel and footwear for the periods presented (in millions):

	13 Weeks Ended		39 Weeks Ended	
	November 3, 2018	October 28, 2017	November 3, 2018	October 28, 2017
Hardlines [1]	$771	$ 882	$2,742	$ 2,860
Apparel	643	605	1,835	1,744
Footwear	413	431	1,267	1,251
Other [2]	30	26	100	71

Total net sales	$1,857	$ 1,944	$5,944	$ 5,926

(1) Includes items such as sporting goods equipment, fitness equipment, golf equipment and hunting and fishing gear.

(2) Includes the Company's non-merchandise sales categories, including in-store services, shipping revenues and credit card processing revenues.

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

FORWARD-LOOKING STATEMENTS

We caution that any forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) contained in this Quarterly Report on Form 10-Q or made by our management involve risks and uncertainties and are subject to change based on various important factors, many of which may be beyond our control. Accordingly, our future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements. Investors should not place undue reliance on forward-looking statements as a prediction of actual results. These statements can be identified as those that may predict, forecast, indicate or imply future results, performance or advancements and by forward-looking words such as "believe", "anticipate", "expect", "estimate", "predict", "intend", "plan", "project", "goal", "will", "will be", "will continue", "will result", "could", "may", "might" or any variations of such words or other words with similar meanings. Forward-looking statements address, among other things, current expectations; planned strategic investments and growth strategies, including the continued enhancement of our digital capabilities and eCommerce platform, the development of Dick's Team Sports HQ, investments in our supply chain, and improvements in the customer experience in both stores and online; the operation of our eCommerce platform; projections of our future profitability and results of operation; plans to open new stores and remodel existing stores; investments in our associates; hunt and electronics remaining under significant pressure through the remainder of the year; plans to exit our electronics business; increasing freight expenses; the effect of changes in corporate income tax laws and tariffs; capital expenditures; plans to return capital to stockholders through dividends or share repurchases; borrowings under our credit facility; and our future financial condition.

The following factors, among others, in some cases have affected and in the future could affect our financial performance and actual results, and could cause actual results for fiscal 2018 and beyond to differ materially from those expressed or implied in any forward-looking statements included in this Quarterly Report on Form 10-Q or otherwise made by our management:

The dependence of our business on consumer discretionary spending;

Intense competition in the sporting goods industry and in retail, including the level of competitive promotional activity;

Omni-channel growth and the increasing utilization of our eCommerce platform producing the anticipated benefits within the expected time frame or at all;

Disruptions to our eCommerce platform, including interruptions, delays or downtime caused by high volumes of users or transactions; deficiencies in design or implementation; or platform enhancements;

Vendors continuing to sell or increasingly selling their products directly to customers or through broadened or alternative distribution channels;

Negative reactions from our customers or vendors regarding changes to our policies related to the sale of firearms and accessories;

Risks that our strategic plans and initiatives may initially result in a negative impact on our financial results, or that such plans and initiatives may not achieve the desired results within the anticipated time frame or at all;

• Our ability to predict or effectively react to changes in consumer demand or shopping patterns;

Lack of available retail store sites on terms acceptable to us, our ability to leverage the flexibility within our existing real estate portfolio to capitalize on future real estate opportunities over the near and intermediate term as our leases come up for renewal, and other costs and risks relating to a brick and mortar retail store model;

The streamlining of the Company's vendor base and execution of the Company's merchandising strategy failing to produce the anticipated benefits within the expected time frame or at all;

Unauthorized disclosure of sensitive or confidential customer information;

Risks associated with our private brand offerings, including product liability and product recalls; specialty concept stores; and Dick's Team Sports HQ;

Disruptions or other problems with our information systems;

Our ability to access adequate capital to operate and expand our business and to respond to changing business and economic conditions;

Risks and costs relating to changing laws and regulations affecting our business, including consumer products, firearms and ammunition, tax, foreign trade, labor, data protection and privacy;

Our relationships with our vendors, disruptions in our or our vendors' supply chains, and increasing product costs, which could be caused by foreign trade issues (including new tariffs), currency exchange rate fluctuations, increasing prices for raw materials, foreign political instability or other reasons;

Litigation risks for which we may not have sufficient insurance or other coverage;

Our ability to secure and protect our trademarks and other intellectual property and defend claims of intellectual property infringement;

Our ability to protect the reputation of our Company and our brands;

Our ability to attract, train, engage and retain qualified leaders and associates or the loss of Mr. Edward Stack as our Chairman and Chief Executive Officer;

Wage increases, which could adversely affect our financial results;

Disruption at our supply chain facilities or customer support center;

Performance of professional sports teams, professional team lockouts or strikes, or retirement, serious injury or scandal involving sports superstars;

Weather-related disruptions and the seasonality of our business, as well as the current geographic concentration of Dick's Sporting Goods stores;

Our pursuit of strategic investments or acquisitions, including the timing and costs of such investments and acquisitions; the integration of acquired businesses or companies being more difficult, time-consuming, or costly than expected; or the investments or acquisitions failing to produce the anticipated benefits within the expected time frame or at all;

We are controlled by our Chairman and Chief Executive Officer and his relatives, whose interests may differ from those of our other stockholders;

Our current anti-takeover provisions, which could prevent or delay a change in control of the Company; and

The issuance of quarterly cash dividends, and our repurchase activity, if any, pursuant to our share repurchase program.

The foregoing and additional risk factors are described in more detail in Item 1A. "Risk Factors" of this Quarterly Report and other reports or filings filed or furnished by us with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended February 3, 2018, filed on March 30, 2018 and Quarterly Reports on Form 10-Q for the quarter ended May 5, 2018 and August 4, 2018, filed on May 31, 2018 and August 30, 2018, respectively. In addition, we operate in a highly competitive and rapidly changing environment; therefore, new risk factors can arise, and it is not possible for management to predict all such risk factors, nor to assess the impact of all such risk factors on our business or the extent to which any individual risk factor, or combination of risk factors, may cause results to differ materially from those contained in any forward-looking statement. The forward-looking statements included in this Quarterly Report on Form 10-Q are made as of this date. We do not assume any obligation and do not intend to update or revise any forward-looking statements whether as a result of new information, future developments or otherwise except as may be required by securities laws.

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OVERVIEW

The Company is a leading omni-channel sporting goods retailer offering an extensive assortment of authentic, high-quality sports equipment, apparel, footwear and accessories through a blend of dedicated associates, in-store services and unique specialty shop-in-shops. The Company also owns and operates Golf Galaxy and Field & Stream stores and Dick's Team Sports HQ. The Company offers its products through a content-rich eCommerce platform that is integrated with its store network and provides customers with the convenience and expertise of a 24-hour storefront. When used in this Quarterly Report on Form 10-Q, unless the context otherwise requires or specifies, any reference to "year" is to the Company's fiscal year.

The primary factors that have historically influenced the Company's profitability include the growth in its number of stores and selling square footage, the continued integration of eCommerce with brick and mortar stores, growth in consolidated same store sales, which include the Company's eCommerce business, and its strong gross profit margins. The Company has grown from 552 Dick's Sporting Goods stores as of November 2, 2013 to 732 Dick's Sporting Goods stores as of November 3, 2018. The Company has reduced its rate of new store growth and intends to continue this strategy over the next few years in an effort to leverage the significant flexibility within our existing real estate portfolio to capitalize on future real estate opportunities over the near and intermediate term as those leases come up for renewal.

On January 29, 2017, we transitioned our eCommerce platform from a third-party provider to a proprietary internal platform that allows us to fully control our customer experience and optimize profitability. Our continued focus is to invest in our online experience through faster delivery, better pricing, more targeted marketing and continued improvements in our digital channels. Like our customers, we see retail as an omni-channel experience, where the distinctions between stores and online are becoming increasingly irrelevant. The Company's eCommerce sales penetration to total net sales has increased from approximately 6% to approximately 11% for the year-to-date periods ended November 2, 2013 and November 3, 2018, respectively. On average, over 80% of the Company's eCommerce sales are generated within brick and mortar store trade areas.

We see meaningful opportunity to drive improvements across our business and are focused on enhancing our omni-channel capabilities and elevating the customer experience across our omni-channel platform. We plan to leverage our financial strength to make critical investments in our business to improve efficiency and earnings over the long term. We will continue to strategically invest in supply chain, digital capabilities and the development of Dick’s Team Sports HQ. In addition, we intend to remain focused on improvements in the customer experience in stores and online, the continued development and marketing of our private brands, and continuing to attract and retain knowledgeable and skilled associates.

The Company's senior management focuses on certain key indicators to monitor the Company's performance, including:

Consolidated same store sales performance – Our management considers same store sales, which consists of both brick and mortar and eCommerce sales, to be an important indicator of our current performance. Same store sales results are important to leverage our costs, which include occupancy costs, store payroll and other store expenses. Same store sales also have a direct impact on our total net sales, net income, cash and working capital. A store is included in the same store sales calculation during the same fiscal period that it commences its 14th full month of operations. Stores that were closed or relocated during the applicable period have been excluded from same store sales results. Each relocated store is returned to the same store sales base during the fiscal period that it commences its 14th full month of operations at the new location. See further discussion of our consolidated same store sales in the "Results of Operations and Other Selected Data" section herein.

Earnings before taxes and the related operating margin – Our management views earnings before taxes and operating margin as key indicators of our performance. The key drivers of earnings before taxes are same store sales, gross profit, and our ability to control selling, general and administrative expenses.

Cash flows from operating activities – Cash flow generation supports the general liquidity needs of the Company and funds capital expenditures for our omni-channel platform, distribution and administrative facilities, costs associated with continued improvement of information technology tools, potential strategic acquisitions or investments that may arise from time-to-time and stockholder return initiatives, including cash dividends and share repurchases. We typically generate significant cash flows from operating activities and proportionately higher net income levels in our fourth fiscal quarter in connection with the holiday selling season and sales of cold weather sporting goods and apparel. See further discussion of the Company's cash flows in the "Liquidity and Capital Resources and Changes in Financial Condition" section herein.

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Quality of merchandise offerings – To measure acceptance of its merchandise offerings, the Company monitors sell-throughs, inventory turns, gross margins and markdown rates at the department and style level. This analysis helps the Company manage inventory levels to reduce working capital requirements and deliver optimal gross margins by improving merchandise flow and establishing appropriate price points to minimize markdowns.

Store productivity – To assess store-level performance, the Company monitors various indicators, including new store productivity, sales per square foot, store operating contribution margin and store cash flow.

CRITICAL ACCOUNTING POLICIES

As discussed in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2018, filed with the Securities and Exchange Commission on March 30, 2018, the Company considers its policies on inventory valuation, vendor allowances, goodwill and intangible assets, impairment of long-lived assets and closed store reserves, self-insurance reserves and stock-based compensation to be the most critical in understanding the judgments that are involved in preparing the Company's consolidated financial statements. There have been no changes in the Company's critical accounting policies during the quarter ended November 3, 2018.

RESULTS OF OPERATIONS AND OTHER SELECTED DATA

Executive Summary

Earnings per diluted share of $0.39 in the current quarter increased 11.4% compared to earnings per diluted share of $0.35 during the third quarter of 2017. Net income in the current quarter totaled $37.8 million compared to $36.9 million during the third quarter of 2017.

Net income in the third quarter of 2017 included $5.0 million, net of tax, or $0.05 per diluted share, of income from a multi-year sales tax refund.

Net sales decreased 4.5% to $1,857.3 million in the current quarter from $1,944.2 million during the third quarter of 2017.

Consolidated same store sales decreased 6.1% in the current quarter.

Due to the 53rd week in fiscal 2017, there is a one-week shift in fiscal 2018 results as compared to fiscal 2017. The seasonal timing resulting from this shift negatively impacted net sales comparisons by $40.8 million in the current quarter.

Consolidated same store sales, adjusted for the shifted retail calendar, decreased 3.9%, which includes an increase of approximately 16% in eCommerce sales.

eCommerce sales penetration increased to approximately 12% of total net sales during the current quarter compared to approximately 10% of total net sales during the third quarter of 2017.

In the third quarter of 2018, the Company:

Declared and paid a quarterly cash dividend in the amount of $0.225 per share on the Company's common stock and Class B common stock.

Repurchased 3.1 million shares of common stock for a total of $107.9 million under the currently authorized share repurchase program.

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The following table summarizes store openings and closings for the periods indicated:

	39 Weeks Ended November 3, 2018			39 Weeks Ended October 28, 2017		
	Dick's Sporting Goods	Specialty Concept Stores (1)	Total	Dick's Sporting Goods	Specialty Concept Stores (1)	Total
Beginning stores	716	129	845	676	121	797
Q1 New stores	8	—	8	15	10	25
Q2 New stores	5	—	5	13	—	13
Q3 New stores	6	—	6	15	6	21
Closed stores	3	—	3	—	4	4
Ending stores	732	129	861	719	133	852
Relocated stores	4	1	5	6	1	7

(1) Includes the Company's Golf Galaxy, Field & Stream and other specialty concept stores. In some markets, we operate Dick's Sporting Goods stores adjacent to our specialty concept stores on the same property with a pass-through for customers. We refer to this format as a "combo store" and include combo store openings within both the Dick's Sporting Goods and specialty concept store reconciliations, as applicable.

The following tables present for the periods indicated selected items in the unaudited Consolidated Statements of Income as a percentage of the Company's net sales, as well as the basis point change in the percentage of net sales from the prior year's period. In addition, other data is provided to facilitate a further understanding of our business. This table should be read in conjunction with Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the accompanying unaudited Consolidated Financial Statements and related notes thereto.

	13 Weeks Ended November 3, 2018 (A)	13 Weeks Ended October 28, 2017 (A)	Basis Point Increase / (Decrease) in Percentage of Net Sales from Prior Year 2017-2018 (A)
Net sales (1)	100.00 %	100.00 %	N/A
Cost of goods sold, including occupancy and distribution costs (2)	71.81	72.53	(72)
Gross profit	28.19	27.47	72
Selling, general and administrative expenses (3)	25.24	24.48	76
Pre-opening expenses (4)	0.11	0.42	(31)
Income from operations	2.85	2.57	28
Interest expense	0.14	0.15	(1)
Other expense (income)	—	(0.55)	55
Income before income taxes	2.70	2.98	(28)
Provision for income taxes	0.67	1.08	(41)
Net income	2.04 %	1.90 %	14
Other Data:			
Consolidated same store sales decrease	(6.1 %)	(0.9 %)	
Number of stores at end of period (5)	861	852	
Total square feet at end of period (5)	42,372,767	41,902,723	

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	39 Weeks Ended November 3, 2018 [A]	October 28, 2017 [A]	Basis Point Increase / (Decrease) in Percentage of Net Sales from Prior Year 2017-2018 [A]
Net sales [1]	100.00%	100.00%	N/A
Cost of goods sold, including occupancy and distribution costs [2]	70.68	71.09	(41)
Gross profit	29.32	28.91	41
Selling, general and administrative expenses [3]	24.13	23.38	75
Pre-opening expenses [4]	0.10	0.48	(38)
Income from operations	5.09	5.05	4
Interest expense	0.14	0.11	3
Other income	(0.02)	(0.47)	45
Income before income taxes	4.97	5.42	(45)
Provision for income taxes	1.32		