UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): August 17, 2016

THE CHILDREN'S PLACE, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-23071	31-1241495		
(Commission File Number)	(IRS Employer Identification No.)		
500 Plaza Drive, Secaucus, New Jersey	07094		
(Address of Principal Executive Offices)	(Zip Code)		
(201) 558-2	400		

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On August 17, 2016, the Company issued a press release containing the Company's financial results for the second quarter of the fiscal year ending January 28, 2017 ("Fiscal 2016"), and providing an updated estimated range of adjusted earnings per diluted share for Fiscal 2016 and a preliminary range of adjusted earnings per diluted share for the third quarter of Fiscal 2016. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information in this Current Report is being furnished pursuant to Item 2.02 of Form 8-K insofar as it discloses historical information regarding the Company's results of operations and financial condition as of and for the second quarter of Fiscal 2016. In accordance with General Instructions B.2 of Form 8-K, such information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

On August 17, 2016, the Company issued a press release announcing that its Board of Directors has declared a quarterly cash dividend of \$0.20 per share payable on October 6, 2016 to holders of record of the Company's common stock on September 16, 2016. A copy of the press release announcing the dividend is being furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release, dated August 17, 2016, issued by the Company announcing the Company's financial results for the second quarter of Fiscal 2016.

Exhibit 99.2 Press Release, dated August 17, 2016, issued by the Company announcing the Company's declaration of a dividend.

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Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to statements relating to the Company's strategic initiatives, comparable retail sales and adjusted net income per diluted share. Forward-looking statements typically are identified by use of terms such as "may," "will," "should," "plan," "project," "expect," "anticipate," "estimate" and similar words, although some forward-looking statements are expressed differently. These forward-looking statements are based upon the Company's current expectations and assumptions and are subject to various risks and uncertainties that could cause actual results and performance to differ materially. Some of these risks and uncertainties are described in the Company's filings with the Securities and Exchange Commission, including in the "Risk Factors" section of its Annual Report on Form 10-K for the fiscal year ended January 30, 2016. Included among the risks and uncertainties that could cause actual results and performance to differ materially are the risk that the Company will be unsuccessful in gauging fashion trends and changing consumer preferences, the risks resulting from the highly competitive nature of the Company's business and its dependence on consumer spending patterns, which may be affected by weakness in the economy that continues to affect the Company's target customer, the risk that the Company's strategic initiatives to increase sales and margin are delayed or do not result in anticipated improvements, the risk of delays, interruptions and disruptions in the Company's global supply chain, including resulting from foreign sources of supply in less developed countries or more politically unstable countries, the risk that the cost of raw materials or energy prices will increase beyond current expectations or that the Company is unable to offset cost increases through value engineering or price increases, and the uncertainty of weather patterns. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they were made. The Company undertakes no obligation to release publicly any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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

Date: August 17, 2016

THE CHILDREN'S PLACE, INC.

By:/s/ Jane ElfersName:Jane ElfersTitle:President and Chief Executive Officer



THE CHILDREN'S PLACE REPORTS SECOND QUARTER 2016 RESULTS

Delivers Q2 Comparable Retail Sales Increase of 2.4% Reports Q2 GAAP Loss per Diluted Share of (\$0.11) vs (\$0.67) in Q2 2015 and Q2 Adjusted Loss per Diluted Share of (\$0.01) vs (\$0.33) in Q2 2015 Increases Fiscal 2016 Adjusted EPS Guidance to \$4.60 to \$4.70 vs Previous Guidance of \$4.17 to \$4.27 Returns \$86 Million to Shareholders Year to Date

Secaucus, New Jersey – August 17, 2016 – The Children's Place, Inc. (Nasdaq: PLCE), the largest pure-play children's specialty apparel retailer in North America, today announced financial results for the thirteen weeks ended July 30, 2016.

Jane Elfers, President and Chief Executive Officer, said, "We delivered another outstanding quarter. Based on these results and the consistently positive customer response to our merchandise assortments, we are raising our guidance for the full year. We continue to demonstrate our ability to deliver on our multi-pronged transformation strategy - superior product, business transformation through technology, global growth through alternate channels of distribution and store fleet optimization - despite the challenging retail environment and the continued weakness in store traffic."

Financial Results

The Company's results are reported in this press release on a GAAP and as adjusted, non-GAAP basis. A reconciliation of non-GAAP to GAAP financial information is provided at the end of this press release.

Second Quarter 2016 Results

Net sales increased 1.4% to \$371.4 million in the second quarter of 2016. The quarter included the negative impact of approximately \$1.7 million from currency exchange rate fluctuations. On a constant currency basis, net sales were \$373.1 million, a 1.8% increase, compared to net sales of \$366.5 million in the second quarter of 2015. Comparable retail sales increased 2.4% in the second quarter of 2016.

Net loss was (\$2.0) million, or (\$0.11) per diluted share, in the second quarter of 2016, compared to a net loss of (\$13.7) million, or (\$0.67) per diluted share, the previous year. Adjusted net loss was (\$0.2) million, or (\$0.01) per diluted share, inclusive of a negative (\$0.02) impact due to foreign exchange, compared to an adjusted net loss of (\$6.8) million, or (\$0.33) per diluted share, in the second quarter last year. On a constant currency basis, adjusted net income per diluted share was \$0.01.

Gross profit and adjusted gross profit were \$123.9 million in the second quarter, compared to \$115.0 million in the second quarter of 2015 and leveraged 200 basis points to 33.4% of sales primarily as a result of merchandise margin and fixed cost leverage and a higher AUR.

Selling, general and administrative expenses were \$107.9 million compared to \$118.3 million in the second quarter of 2015. Adjusted SG&A was \$107.9 million compared to \$108.6 million in the second quarter last year and leveraged 50 basis points as a percentage of sales primarily as a result of decreased store and administrative expenses which were partially offset by increased incentive compensation expenses.

Operating loss was (\$2.9) million, compared to (\$20.1) million in the second quarter of 2015. Adjusted operating income in the second quarter of 2016 was \$0.1 million compared to an adjusted operating loss of (\$8.9) million in the second quarter last year, and leveraged 240 basis points compared to last year.

For the second quarter, the Company's adjusted results exclude charges of approximately \$3.0 million, compared to excluded charges of approximately \$11.2 million in the second quarter of 2015, comprising certain items which the Company believes are not reflective of the performance of its core business. These excluded charges are primarily related to asset impairment charges in the second quarter of 2016 and proxy and legal settlement costs in the second quarter of 2015.

Fiscal Year to Date

Net sales increased 2.5% to \$790.8 million, including the negative impact of approximately \$4.0 million from currency exchange rate fluctuations. On a constant currency basis, net sales were \$794.8 million, a 3.0% increase compared to net sales of \$771.3 million in the prior year. Comparable retail sales increased 3.8% in the first half of fiscal 2016.

Net income was \$24.0 million, or \$1.24 per diluted share, in the first half of fiscal 2016, compared to net income of \$1.9 million, or \$0.09 per diluted share, the previous year. Adjusted net income was \$25.6 million, or \$1.32 per diluted share, inclusive of a negative (\$0.03) impact due to foreign exchange, compared to \$10.9 million, or \$0.52 per diluted share, an increase of 154%, compared to the previous year. On a constant currency basis, adjusted net income per diluted share was \$1.35, a 160% increase compared to the previous year.

Gross profit was \$289.2 million in the first half of fiscal 2016, compared to \$267.1 million last year. Adjusted gross profit was \$289.2 million, or 36.6% of net sales, leveraging 190 basis points compared to last year.

Selling, general and administrative expenses in the first half of fiscal 2016 were \$217.1 million, compared to \$232.9 million last year. Adjusted SG&A was \$217.5 million, compared to \$219.9 million last year, leveraging 100 basis points compared to last year.

Operating income was \$36.7 million, compared to operating income of \$3.1 million in the first half of fiscal 2015. Adjusted operating income was \$39.3 million, or 5.0% of net sales, compared to \$17.8 million, or 2.3% of net sales last year.

For the first half, the Company's adjusted results exclude charges of approximately \$2.6 million, compared to excluded charges of approximately \$14.8 million in the first half of 2015, comprising certain items which the Company believes are not reflective of the performance of its core business. These excluded charges are primarily related to asset impairment charges in the first half of 2016 and proxy and legal settlement costs in the first half of 2015.

Store Openings and Closures

The Company closed 2 stores and opened 2 stores during the second quarter of 2016. The Company ended the second quarter with 1,064 stores and square footage of 4.967 million, a decrease of 2.0% compared to the prior year. The Company's international franchise partners opened 13 points of distribution in the second quarter, and the Company ended the quarter with 123 international points of distribution open and operated by its 6 franchise partners in 16 countries.

Capital Return Program

During the second quarter of 2016, the Company returned approximately \$39 million to shareholders through the repurchase of 454,711 shares and its quarterly dividend payment of \$0.20 per share. Year to date, the Company returned approximately \$86 million to shareholders compared to approximately \$68 million last year. Since 2009, the Company has returned over \$710 million to its investors through share repurchases and dividends. At the end of the second quarter, approximately \$192 million remained available for future share repurchases under the Company's existing share repurchase program.

Additionally, the Company's Board of Directors authorized a quarterly dividend of \$0.20 per share, payable October 6, 2016 to shareholders of record at the close of business on September 16, 2016.

Outlook

The Company is updating its outlook for fiscal 2016 and now expects adjusted net income per diluted share to be in the range of \$4.60 to \$4.70, inclusive of a (\$0.08) negative impact from foreign exchange. This compares to the Company's previous guidance of \$4.17 to \$4.27 per adjusted diluted share and to adjusted net income per diluted share of \$3.60 in fiscal 2015. This guidance assumes a positive low single digit increase in comparable retail sales for the year. This guidance for adjusted net income per diluted share excludes year to date charges of approximately \$2.6 million primarily related to asset impairment charges that the Company believes are not reflective of the performance of its core business.

The Company expects adjusted net income per diluted share in the third quarter of 2016 to be between \$1.93 and \$2.01, inclusive of an estimated (\$0.03) negative impact from foreign exchange. This compares to adjusted net income per diluted share of \$1.93 in the third quarter of 2015. This guidance assumes a positive low single digit increase in comparable retail sales for the quarter.

Financial Results

The Company's results are reported in this press release on a GAAP and as adjusted, non-GAAP basis. Adjusted net income, adjusted net loss, adjusted net income per diluted share, adjusted net and are not intended to replace GAAP financial information and may be different from non-GAAP measures reported by other companies. The Company believes the items excluded as non-GAAP adjustments are not reflective of the performance of its core business and that providing this supplemental disclosure to investors will facilitate comparisons of the past and present performance of its core business. The Company uses non-GAAP measures to evaluate and measure operating performance, including, as previously disclosed, to measure performance for purposes of the Company's annual bonus and long-term incentive compensation plans. A reconciliation of non-GAAP to GAAP financial information is provided at the end of this press release.

Conference Call Information

The Children's Place will host a conference call to discuss its second quarter 2016 results today at 8:00 a.m. Eastern Time. The call will be broadcast live at http://investor.childrensplace.com. An audio archive will be available on the Company's website approximately one hour after the conclusion of the call.

About The Children's Place, Inc.

The Children's Place is the largest pure-play children's specialty apparel retailer in North America. The Company designs, contracts to manufacture, sells at retail and wholesale, and licenses to sell fashionable, high-quality merchandise at value prices, primarily under the proprietary "The Children's Place," "Place" and "Baby Place" brand names. As of July 30, 2016, the Company operated 1,064 stores in the United States, Canada and Puerto Rico, an online store at www.childrensplace.com, and had 123 international points of distribution open and operated by its 6 franchise partners in 16 countries.

Forward Looking Statements

This press release contains, and the above referenced conference call may contain, forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to statements relating to the Company's strategic initiatives and adjusted net income per diluted share. Forward-looking statements typically are identified by use of terms such as "may," "will," "should," "plan," "project," "expect," "anticipate," "estimate" and similar words, although some forward-looking statements are expressed differently. These forward-looking statements are based upon the Company's current expectations and assumptions and are subject to various risks and uncertainties that could cause actual results and performance to differ materially. Some of these risks and uncertainties are described in the Company's filings with the Securities and Exchange Commission, including in the "Risk Factors" section of its Annual Report on Form 10-K for the fiscal year ended January 30, 2016. Included among the risks and uncertainties that could cause actual results and performance to differ materially are the risk that the Company will be unsuccessful in gauging fashion trends and changing consumer preferences, the risks resulting from the highly competitive nature of the Company's business and its dependence on consumer spending patterns, which may be affected by weakness in the economy that continues to affect the Company's target customer, the risk that the Company's strategic initiatives to increase sales and margin are delayed or do not result in anticipated improvements, the risk of delays, interruptions and disruptions in the Company's global supply chain, including resulting from foreign sources of supply in less developed countries or more politically unstable countries, the risk that the cost of raw materials or energy prices will increase beyond current expectations or that the Company is unable to offset cost increases through value engineering or price increases, and the uncertainty of weather patterns. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they were made. The Company undertakes no obligation to release publicly any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Contact: Robert Vill, Group Vice President, Finance, (201) 453-6693 (Tables Follow)

THE CHILDREN'S PLACE, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (In thousands, except per share amounts) (Unaudited)

	Second Quarter Ended			Year-to-Date Ended			
		July 30, 2016		August 1, 2015	 July 30, 2016		August 1, 2015
Net sales	\$	371,416	\$	366,455	\$ 790,767	\$	771,320
Cost of sales		247,545		251,451	501,545		504,207
Gross profit		123,871		115,004	 289,222		267,113
Selling, general and administrative expenses		107,903		118,342	217,115		232,856
Asset impairment charges		2,826		1,452	2,826		1,452
Other costs (income)		191		76	259		73
Depreciation and amortization		15,891		15,252	32,352		29,646
Operating income (loss)		(2,940)		(20,118)	 36,670		3,086
Interest income (expense), net		(176)		(205)	(250)		(381)
Income (loss) before taxes		(3,116)		(20,323)	 36,420		2,705
Provision (benefit) for income taxes		(1,105)		(6,628)	12,446		793
Net income (loss)	\$	(2,011)	\$	(13,695)	\$ 23,974	\$	1,912
Earnings (loss) per common share							
Basic	\$	(0.11)	\$	(0.67)	\$ 1.26	\$	0.09
Diluted	\$	(0.11)	\$	(0.67)	\$ 1.24	\$	0.09
Weighted average common shares outstanding							
Basic		18,811		20,576	19,006		20,794
Diluted		18,811		20,576	19,357		21,059

THE CHILDREN'S PLACE, INC. RECONCILIATION OF NON-GAAP FINANCIAL INFORMATION TO GAAP (In thousands, except per share amounts) (Unaudited)

	Second Quarter Ended			Year-to-Da	Date Ended			
	J	uly 30, 2016		August 1, 2015		July 30, 2016		August 1, 2015
Net income (loss)	\$	(2,011)	\$	(13,695)	\$	23,974	\$	1,912
Non-GAAP adjustments:								
Asset impairment charges		2,826		1,452		2,826		1,452
DC exit costs		191		76		259		73
Restructuring costs		(4)		337		(471)		1,125
Proxy costs		-		3,025		12		5,763
Legal Settlement		-		5,000		-		5,000
Sales tax audit		-		1,350		-		1,350
Aggregate impact of Non-GAAP adjustments		3,013		11,240		2,626		14,763
Income tax effect (1)		(1,175)		(4,382)		(1,013)		(5,775)
Net impact of Non-GAAP adjustments		1,838		6,858		1,613		8,988
Adjusted net income (loss)	\$	(173)	\$	(6,837)	\$	25,587	\$	10,900
			-		_			
GAAP net income (loss) per common share	\$	(0.11)	\$	(0.67)	\$	1.24	\$	0.09
Adjusted net income (loss) per common share	\$	(0.01)	\$	(0.33)	\$	1.32	\$	0.52

(1) The tax effects of the non-GAAP items are calculated based on the statutory rate of the jurisdiction in which the discrete item resides.

	Second Quarter Ended				Year-to-D	ate Ended		
		uly 30, 2016		August 1, 2015	J	July 30, 2016	A	August 1, 2015
Operating income (loss)	\$	(2,940)	\$	(20,118)	\$	36,670	\$	3,086
Non-GAAP adjustments:								
Asset impairment charges		2,826		1,452		2,826		1,452
DC exit costs		191		76		259		73
Restructuring costs		(4)		337		(471)		1,125
Proxy costs		-		3,025		12		5,763
Legal Settlement		-		5,000		-		5,000
Sales tax audit		-		1,350		-		1,350
Aggregate impact of Non-GAAP adjustments		3,013		11,240		2,626		14,763
Adjusted operating income (loss)	\$	73	\$	(8,878)	\$	39,296	\$	17,849

THE CHILDREN'S PLACE, INC. RECONCILIATION OF NON-GAAP FINANCIAL INFORMATION TO GAAP (In thousands, except per share amounts) (Unaudited)

	Second Quarter Ended				Year-to-D	ate Ended		
		July 30, 2016		August 1, 2015	. <u> </u>	July 30, 2016		August 1, 2015
Gross Profit	\$	123,871	\$	115,004	\$	289,222	\$	267,113
Non-GAAP adjustments:								
Restructuring costs		-		(38)		(50)		304
Aggregate impact of Non-GAAP adjustments	-	-		(38)		(50)		304
Adjusted Gross Profit	\$	123,871	\$	114,966	\$	289,172	\$	267,417
	Second Quarter Ended		Year-to-Date Ended			ed		
		July 30, 2016		August 1, 2015		July 30, 2016		August 1, 2015
Selling, general and administrative expenses	\$	107,903	\$	118,342	<u></u>	217,115	\$	232,856
Non-GAAP adjustments:								
Restructuring costs		4		(375)		421		(821)
Proxy costs		-		(3,025)		(12)		(5,763)
Legal Settlement		-		(5,000)		-		(5,000)
Sales tax audit		-		(1,350)		-		(1,350)
Aggregate impact of Non-GAAP adjustments		4		(9,750)	_	409		(12,934)
Adjusted Selling, general and administrative expenses	\$	107,907	\$	108,592	\$	217,524	\$	219,922

THE CHILDREN'S PLACE, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (In thousands) (Unaudited)

	July 30, 2016	Ja	nuary 30, 2016*	August 1, 2015
Assets:				
Cash and cash equivalents	\$ 170,829	\$	187,534	\$ 145,753
Short-term investments	75,100		40,100	59,580
Accounts receivable	35,255		26,315	31,283
Inventories	296,584		268,831	314,030
Other current assets	49,774		58,528	65,641
Total current assets	627,542		581,308	616,287
Property and equipment, net	277,195		290,980	307,100
Other assets, net	28,800		25,660	38,567
Total assets	\$ 933,537	\$	897,948	\$ 961,954
Liabilities and Stockholders' Equity:				
Revolving loan	\$ 43,860	\$	-	\$ 29,584
Accounts payable	198,675		154,541	193,723
Accrued expenses and other current liabilities	116,629		120,481	121,934
Total current liabilities	359,164		275,022	345,241
Other liabilities	91,953		95,133	87,888
Total liabilities	 451,117		370,155	 433,129
Stockholders' equity	 482,420		527,793	 528,825
Total liabilities and stockholders' equity	\$ 933,537	\$	897,948	\$ 961,954

* Derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2016.

THE CHILDREN'S PLACE, INC. CONDENSED CONSOLIDATED CASH FLOWS (In thousands) (Unaudited)

		26 Weeks Ended				
	J	July 30, 2016		August 1, 2015		
Net income	\$	23,974	\$	1,912		
Non-cash adjustments		30,946		33,770		
Working Capital		20,263		4,419		
Net cash provided by operating activities		75,183		40,101		
Net cash used in investing activities		(51,187)		(27,715)		
Net cash used in financing activities		(46,481)		(38,488)		
Effect of exchange rate changes on cash		5,780		(1,436)		
Net decrease in cash and cash equivalents		(16,705)		(27,538)		
Cash and cash equivalents, beginning of period		187,534		173,291		
Cash and cash equivalents, end of period	\$	170,829	\$	145,753		

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THE CHILDREN'S PLACE CONTINUES CAPITAL RETURN PROGRAM, DECLARES QUARTERLY DIVIDEND

Company Has Returned Over \$710 Million to Shareholders Since 2009

Secaucus, New Jersey – August 17, 2016 – The Children's Place, Inc. (Nasdaq: PLCE), the largest pure-play children's specialty apparel retailer in North America, today announced that its Board of Directors has declared a quarterly dividend.

Jane Elfers, President and Chief Executive Officer, commented, "The continuation of the quarterly dividend is a further reflection of our confidence in our ability to execute on our strategic initiatives and our continuing commitment to return excess capital to shareholders. The Children's Place has a profitable business model which generates strong cash flow. Since 2009, we have returned over \$710 million to shareholders through dividends and share repurchases," concluded Ms. Elfers.

The Board declared a quarterly cash dividend of \$0.20 per share to be paid October 6, 2016 to shareholders of record at the close of business on September 16, 2016. Future declarations of quarterly dividends and the establishment of future record and payment dates are subject to approval by the Company's Board of Directors based on a number of factors, including business and market conditions, the Company's future financial performance and other investment priorities.

About The Children's Place, Inc.

The Children's Place is the largest pure-play children's specialty apparel retailer in North America. The Company designs, contracts to manufacture, sells at retail and wholesale, and licenses to sell fashionable, high-quality merchandise at value prices, primarily under the proprietary "The Children's Place," "Place" and "Baby Place" brand names. As of July 30, 2016, the Company operated 1,064 stores in the United States, Canada and Puerto Rico, an online store at www.childrensplace.com, and had 123 international points of distribution open and operated by its 6 franchise partners in 16 countries.

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Contact: Robert Vill, Group Vice President, Finance, (201) 453-6693