## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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) March 20, 2013

TILLY'S, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State of Incorporation) 1-35535 (Commission File Number) 45-2164791 (IRS Employer Identification Number)

10 Whatney Irvine, California 92618 (Address of Principal Executive Offices) (Zip Code)

(949) 609-5599 (Registrant's Telephone Number, Including Area Code)

 $\label{eq:NA} N/A$  (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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
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 March 20, 2013, Tilly's, Inc. issued an earnings press release for the fourth quarter and fiscal year ended February 2, 2013. The press release is furnished as Exhibit 99.1 and is incorporated herein by reference. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

## Item 9.01 Exhibits.

(d) Exhibits

99.1 Press Release dated March 20, 2013.

## **SIGNATURES**

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 hereunto duly authorized.

TILLY'S, INC.

Date: March 20, 2013 By: /s/ Christopher M. Lal

Name: Christopher M. Lal

Title: Vice President, General Counsel and Secretary



## Tilly's, Inc. Announces Fourth Quarter Fiscal 2012 Results; Introduces First Quarter and Full Year 2013 Outlook

- Fourth Quarter Net Sales Increased 14.5%; Comp Store Sales Decreased 0.9%
  - Fourth Quarter GAAP Net Income of \$9.8 million
  - Fourth Quarter Adjusted Net Income up 11% to \$8.9 million
  - Fiscal Year Adjusted Net Income up 19% to \$23.3 million

Irvine, CA - March 20, 2013 - Tilly's, Inc. (NYSE: TLYS) today announced financial results for the fourth quarter of fiscal 2012 ended February 2, 2013.

"I am proud of what we accomplished in fiscal 2012. In line with our long-term goals we achieved double-digit growth in net sales and, on an adjusted basis, leveraged our SG&A expenses, increased our operating margin and grew net income by 19% during the year. Despite the variability in sales trends we experienced in the second half of 2012, we maintained our strong pricing discipline and exited the year with inventory that was clean, current and well positioned for the spring season. Our business continued to generate significant cash flow and we capitalized on a strong pipeline of real estate opportunities to open a net 28 new stores during the year, further expanding the Tilly's concept into 20 new markets and augmenting a key driver of future growth," commented Daniel Griesemer, President and Chief Executive Officer. "As we begin fiscal 2013, we are confident in the fundamentals of our business and in our ability to deliver on the opportunities we see to expand the Tilly's brand for sustainable, long-term, quality growth."

For the fourth quarter ended February 2, 2013:

- Total net sales for the fourth quarter were \$140.8 million, an increase of 14.5% compared to the fourth quarter of 2011.
- Comparable store sales for the thirteen-week period, which include e-commerce sales, decreased 0.9%. E-commerce sales for the thirteen-week period were \$19.3 million, an increase of 20% compared to the fourth quarter of 2011.
- Gross profit increased 13.2% to \$46.8 million. Gross margin was 33.3%, compared to 33.6% in the fourth quarter of 2011.
- Operating income on a GAAP basis was \$14.8 million compared to \$14.1 million in the fourth quarter of 2011. Operating margin was 10.5%, compared to 11.4% in the fourth quarter of 2011.
- On a GAAP basis, net income was \$9.8 million, or \$0.35 per diluted share, based on a weighted average diluted share count of 28.0 million shares. This compares to net income of \$13.9 million, or \$0.67 per diluted share, based on 20.5 million weighted average diluted shares in the fourth quarter of 2011.
- Adjusted net income for the quarter increased 10.8% to \$8.9 million, or \$0.32 per diluted share, compared to adjusted net income of \$8.0 million, or \$0.39 per diluted share in the fourth quarter of 2011. These results adjust GAAP net income to assume an expected long-term effective tax rate of 40% for both this year and last year periods, and add back a charge for on-

going non-cash compensation expense for stock options of \$0.7 million, before tax, to the fourth quarter of 2011, which equals the charge for ongoing non-cash compensation expense in the fourth quarter of 2012.

· At the conclusion of this press release is a reconciliation of non-GAAP results to GAAP results.

For the fiscal year ended February 2, 2013:

- Total net sales for the fiscal year were \$467.3 million, an increase of 16.6% compared to the prior year.
- Comparable store sales for the fifty-two week period, which include e-commerce sales, increased 2.2%. E-commerce sales for the fifty-two week period were \$53.0 million, an increase of 21% compared to the prior year.
- Gross profit increased 16.3% to \$150.2 million. Gross margin was 32.1%, compared to 32.2% in the prior year.
- Operating income on a GAAP basis was \$31.4 million including a one-time, non-cash charge to SG&A expense of \$7.6 million, before tax, to recognize life to date compensation expense for stock options, which was triggered by the completion of the Company's initial public offering in the second quarter of 2012.
- On a GAAP basis, net income was \$23.9 million, or \$0.92 per diluted share, based on a weighted average diluted share count of 26.1 million shares. GAAP net income includes the one-time non-cash compensation charge for stock options of \$7.6 million to SG&A as well as a one-time net tax provision benefit of \$3.0 million, both triggered at the initial public offering effective date in the second quarter of 2012. This compares to prior year net income of \$34.3 million, or \$1.68 per diluted share, based on 20.5 million weighted average diluted shares in the prior year.
- Adjusted net income increased 18.7% to \$23.3 million, or \$0.90 per diluted share, compared to adjusted net income of \$19.7 million, or \$0.96 per diluted share, in the prior year period. These results adjust GAAP net income for the one-time, non-cash compensation charge to SG&A incurred in the second quarter of 2012, assume an expected long-term effective tax rate of 40% for both this year and last year periods, and add back a charge for on-going non-cash compensation expense for stock options of \$2.0 million, before tax, for the second, third and fourth quarters of 2011, which equals the charge for on-going non-cash compensation expense in the second, third and fourth quarters of 2012.
- At the conclusion of this press release is a reconciliation of non-GAAP results to GAAP results.

Tilly's follows the retail 4-5-4 reporting calendar, which included an extra week in the fourth quarter of fiscal 2012 (the 53rd week). In the 53rd week, the Company had pre-tax income of approximately \$0.6 million. The 53rd week is not included in the comparable store sales percentage.

## **Balance Sheet and Liquidity**

As of February 2, 2013, the Company had \$57.2 million of cash and marketable securities compared to \$25.1 million as of January 28, 2012. The Company ended the quarter with no borrowings and no debt outstanding on its revolving credit facility.

## First Quarter 2013 Outlook

Although traffic and sales were soft in the first few weeks of the quarter, trends have shown solid improvement in March. Given this variability we believe it prudent to remain cautious and therefore expect comparable store sales to decline in the low- to mid-single digit range compared to a 4.3% comparable store sales increase in the first quarter of 2012. Using the anticipated effective tax rate of 40%, net income for the first quarter is expected to be in the range of \$1.1 million to \$2.0 million, or \$0.04 to \$0.07 per diluted share, and assumes a weighted average diluted share count of 28.2 million shares, compared to 20.5 million weighted average diluted shares in the first quarter of last year.

First quarter 2012 adjusted net income was \$3.2 million, which includes ongoing stock-based compensation expense and a 40% effective tax rate to make that quarter, operating as an S-corporation, comparable to operating in 2013 as a C-corporation. (See reconciliation of non-GAAP results to GAAP results at the end of this release.)

## Fiscal Year 2013 Outlook

Given continued economic uncertainty, the Company is projecting comparable store sales growth in the low-single digit range for fiscal 2013, on a 52-week vs. 52-week basis. Using an anticipated full year effective tax rate of 40%, net income for fiscal year 2013 is expected to be in the range of \$21.5 million to \$23.0 million, or \$0.75 to \$0.81 per diluted share, and assumes a weighted average diluted share count of 28.4 million shares, compared to 26.1 million weighted average diluted shares for the full year 2012.

Full year 2012 adjusted net income was \$22.9 million, which includes four quarters of ongoing stock-based compensation expense totaling \$2.7 million and a 40% effective tax rate for the entire year, and excludes a one-time charge to recognize life-to-date stock-based compensation that was recorded in the second quarter of 2012 and a one-time tax benefit resulting from the conversion of deferred tax assets to the higher C-corporation value of those assets. (See reconciliation of non-GAAP results to GAAP results at the end of this release.)

## **Conference Call Information**

A conference call to discuss the financial results is scheduled for today, March 20, 2013, at 5:30 p.m. ET (2:30 p.m. PT). Investors and analysts interested in participating in the call are invited to dial (888) 395-3227 at 5:25 p.m. ET (2:25 p.m. PT). The conference call will also be available to interested parties through a live webcast at www.tillys.com. Please visit the website and select the "Investor Relations" link at least 15 minutes prior to the start of the call to register and download any necessary software.

A telephone replay of the call will be available until April 3, 2013, by dialing (877) 870-5176 (domestic) or (858) 384-5517 (international) and entering the conference identification number: 1954786. Please note participants must enter the conference identification number in order to access the replay.

## About Tilly's

Tilly's is a fast-growing destination specialty retailer of West Coast inspired apparel, footwear and accessories with an extensive assortment of the most relevant and sought-after brands rooted in action sports, music, art and fashion. Tilly's is headquartered in Southern California and, as of February 2, 2013, operated 168 stores and through its website, www.tillys.com.

### **Non-GAAP Financial Measures**

In addition to reporting financial measures in accordance with generally accepted accounting principles in the United States ("GAAP"), the Company provides non-GAAP "adjusted selling, general and administrative expenses", "adjusted operating income", "adjusted income before income taxes", "adjusted income tax provision", "adjusted net income", "adjusted basic earnings per share" and "adjusted diluted earnings per share". These amounts are not in accordance with, or an alternative to, GAAP. The Company's management believes that these measures provide investors with transparency by helping illustrate the financial results: (i) as if the Company had been a publicly traded "C" Corporation during the relevant time periods, in order to provide a better comparison of past periods to current periods as a "C" Corporation; and (ii) to exclude items that may not be indicative of, or are unrelated to, the Company's core operating results, providing a better baseline for analyzing trends in the underlying business.

For a description of these non-GAAP financial measures and reconciliations of these non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with GAAP, please see the accompanying table titled "Supplemental Information—Consolidated Statements of Income; Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures" contained in this press release.

## Forward Looking Statements

Certain statements in this press release and oral statements made from time to time by our representatives are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In particular, statements regarding our guidance, future financial and operating results and any other statements about our future expectations, plans, intentions, beliefs or prospects expressed by management are forward-looking statements. These forward-looking statements are based on management's current expectations and beliefs, but they involve a number of risks and uncertainties that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including, but not limited to, our ability to respond to changing customer preferences, execute our growth strategy, expand into new markets, effectively compete with other retailers, enhance our brand image and other factors that are detailed in our Registration Statement on Form S-1 (File No. 333-175299), including those detailed in the section titled "Risk Factors" contained that registration statement, which is available from the SEC's website at www.sec.gov and from our website at www.tillys.com under the heading "Investor Relations". Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this press

release. We do not undertake any obligation to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise. This release should be read in conjunction with our financial statements and notes thereto contained in our registration statement and our Forms 10-Q.

## Tilly's, Inc. Consolidated Balance Sheets (In thousands, except per share data)

WHERE TOUR CHITCH TOUR TOUR TOUR TOUR TOUR TOUR TOUR TOUR		February 2, 2013	January 28, 2012
Rash and eash equivalents         \$15,314         \$25,091           Marketable securities         39,868	ASSETS		
Macketable securities         39,868         —           Receivables         5,934         6,505           Merchandise inventories         46,505         36,313           Prepaid expenses and other current assets         121,008         78,383           Properly and equipment, not         80,926         640,77           Other assets         20,335         2,899           Total assets         30,351         2,899           Total assets         80,926         640,77           Unrent Itabilities         80,926         450,830           Execurity payable         \$18,261         \$16,830           Deferred revenue         9,453         4,805           Accrued compensation and benefits         12,122         1,935           Accrued expenses         12,123         1,935           Current portion of deferred rent         12,123         1,935           Current portion of deferred rent         37,26         33,35           Current portion of depital lease obligation/Related party         37,26         30,25           Total current liabilities         80,00         30,25           Total current portion of depital lease obligation/Related party         2,26         3,25           Total current portion of capital lease obliga			
Receivables         5,934         6,055           Merchandise inventories         46,595         36,531           Prepaid expenses and other current assets         11,367         3,501           Total current assets         121,098         73,843           Other assets         3,357         2,809           Total assets         3,357         2,809           LABILITIES AND STOCKHOLDERS' EQUITY         2         5,804         3,808           Lecenuts payable         5,943         4,808         4,808           Deferred revene         5,943         4,808         4,808           Accrued compensation and benefits         6,094         7,536         4,808           Current portion of deferred rent         4,555         3,335         2,808           Current portion of deferred rent         4,555         3,355         3,355         3,356         3,0	I	. ,	\$ 25,091
Merchandise inventories         46,595         36,351           Prepai dexpenses and other current assets         11,387         5,06           Total current assets         80,206         64,077           Other assets         3,357         2,890           Total assets         3,357         2,890           Total assets         80,206         5,878           EXBILITIES AND STOCKHOLDER'S EQUITY         81,806         5,833           Defended revenue         5,453         4,805           Accenied capenal         5,453         4,805           Accenied derend         5,453         4,805           Accenied capenal         4,555         3,335           Accenied capenal         4,555         3,335           Accenied capenal         4,553         4,805           Accenied capenal         4,553         4,805           Accenied capenal         4,553         3,335           Current portion of deferred rent         4,553         3,335           Current portion of deferred rent         3,600         3,600           Long-term portion of capital lease obligation/Related party         8,000         3,600           Long-term portion of capital lease obligation/Related party         2,000         3,600 <td></td> <td>,</td> <td>_</td>		,	_
Property and quipment, net         11.387         5.616           Total current assets         121.08         73.43           Roperty and quipment, net         80.926         64.07           Other assets         3.357         2.890           Total assets         3.357         2.890           LABILITIES AND STOCKHOLDERS' EQUITY           Convent liabilities         5         8.68         8.68           Accounts payable         5         8.68         8.68         8.68           Accound compensation and benefits         5         8.68         4.86         4.86           Accenied compensation and benefits         12,132         12,93         4.86 <td< td=""><td></td><td></td><td>- ,</td></td<>			- ,
Total current assets         121,098         73,843           Property and equipment, net         80,95         64,075           Other assets         2505,381         18,089           Total assets         2505,381         18,080           EINBURTY STOCKHOLDERS' EQUITY           Current portion of Experiment         5,453         4,865           Defender evenue         5,453         4,865           Accrued compensation and benefits         6,043         7,536           Accrued compensation and benefits         12,132         12,132           Accrued compensation and benefits         4,555         3,335           Current portion of deferred rent         4,555         3,335           Current portion of deferred rent         47,207         46,170           Current portion of capital lease obligation/Related party         712         46,70           Long-term portion of deferred rent         3,258         3,305           Current portion of capital lease obligation/Related party         8,805         3,252           Long-term portion of capital lease obligation/Related party         8,805         3,252           Cong-term portion of capital lease obligation/Related party         8,805         3,252           Total current liabilities         8,805			
Property and equipment, net         80,926         64,077           Oken saets         3,375         2,890           TABIBLITIES AND STOCKHOLDERS' EQUITY           Use ment liabilities           Kecounts payable         \$18,261         \$18,2			
Other assets         3.357         2.896           Total assets         200,318         140,810           CHABILITIES AND STOCKHOLDERS' EQUITY           Current Itabilities           Accounts payable         \$18,261         \$18,805           Deferred revenue         5,453         46,806           Deferred revenue         6,094         7,536           Accrued compensation and benefits         6,094         7,536           Accrued depenses         12,132         12,935           Current portion of defered rent         46,094         7,536           Current portion of capital lease obligation/Related party         712         660           Total current liabilities         47,007         46,170           Long-term portion of deferred rent         40,007         46,170           Long-term portion of deferred rent         40,007         3,228         3,900           Total liabilities         3,258         3,900         3,228         3,900           Commens total contingencies         5         40,878         3,228         3,000           Stockholders' equity         201         20         2         2         2         2         2         2         2         2         2		,	,
Total assets		/	
Current liabilities	Other assets	3,357	2,899
Current labilities         \$ 18,261         \$ 16,836           Defered revenue         5,453         4,865           Accrued compensation and benefits         6,094         7,536           Accrued expense         12,132         12,935           Current portion of deferred rent         4,555         3,335           Current portion of capital lease obligation/Related party         712         669           Total current liabilities         37,602         30,258           Long-term portion of deferred rent         37,602         30,258           Long-term portion of capital lease obligation/Related party         37,602         30,258           Long-term portion of deferred rent         40,878         3,425           Long-term portion of deferred rent         37,602         30,258           Long-term portion of deferred rent         30,808         39,258           Long-term portion of deferred rent         40,878         3,258           Total long-term liabilities         40,878         3,258           Total long-term liabilities         80,808         80,309           Total long-term liabilities         50,808         80,809         80,808         80,809           Common stock (Class A), S0,0001 par value; February 2, 2013—no shares authorized, issued or outstanding	Total assets	\$205,381	\$140,819
Accounts payable         \$ 18,261         \$ 16,830           Defered revenue         5,453         4,865           Accrued compensation and benefits         6,04         7,536           Accrued expenses         12,132         12,935           Current portion of deferred rent         4,555         3,333           Current portion of capital lease obligation/Related party         46,170         46,170           Long-term portion of capital lease obligation/Related party         37,620         30,256           Long-term portion of capital lease obligation/Related party         40,873         34,205           Long-term portion of capital lease obligation/Related party         88,085         30,256           Long-term portion of capital lease obligation/Related party         88,085         30,256           Long-term portion of capital lease obligation/Related party         88,085         30,256           Long-term portion of capital lease obligation/Related party         88,085         30,258           Long-term portion of capital lease obligation/Related party         88,085         30,258           Long-term portion of capital lease obligation/Related party         88,085         30,258           Total liabilities         88,085         30,258           Commitmettal accompliance party of the party 2,013 – 10,000 shares authorized, issued and out			
Deferred revenue         5,453         4,865           Accrued compensation and benefits         6,094         7,536           Accrued expenses         12,132         12,935           Current portion of deferred rent         4,555         3,335           Current portion of capital lease obligation/Related party         712         669           Total current liabilities         37,620         30,526           Long-term portion of deferred rent         3,258         3,969           Long-term portion of capital lease obligation/Related party         3,258         3,969           Total long-term liabilities         40,878         34,225           Total liabilities         88,085         30,959           Commitments and contribusers         88,085         80,395           Stockholders' equity:         5         2         2           Common stock, \$0,001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600         3         2         2           Common stock (Class A), \$0,001 par value; February 2, 2013—10,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—10,000 shares authorized, 1 shares issued and outstanding; January 28, 2012—20,000 shares authorized, 1 shares issued and outstanding         1         —           Common stock (Class A), \$0,001 par value; February 2, 2013—35,000 shares authorized, 1			
Accrued compensation and benefits         6,094         7,536           Accrued expenses         12,132         12,935           Current portion of deferred rent         4,555         3,335           Current portion of deferred rent         712         669           Total current liabilities         47,207         46,170           Long-term portion of deferred rent         37,620         30,258           Long-term portion of capital lease obligation/Related party         3,258         3,969           Total long-term liabilities         40,878         34,225           Total long-term liabilities         88,085         3,935           Commitments and contingencies         88,085         80,395           Stockholders' equity:         2         2           Common stock, \$0,001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600         3         2         2           Saneas authorized, 20,000 shares issued and outstanding         1         -         -           Common stock (Class A), \$0,001 par value; February 2, 2013—35,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued and outstanding         1         -           Preferred stock, \$0,001 par value; February 2, 2013—35,000 shares authorized, no shares issued and outstanding         1	1 7	\$ 18,261	. ,
Accrued expenses         12,132         12,935           Current portion of deferred rent         4,555         3,335           Current portion of capital lease obligation/Related party         47,207         46,170           Long-term portion of deferred rent         37,620         30,256           Long-term portion of capital lease obligation/Related party         3,258         3,969           Total long-term liabilities         40,878         34,225           Total liabilities         88,085         80,395           Commitments and contingencies         5         5           Common stock, \$0,001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600         —         20           Shares authorized, 20,000 shares issued and outstanding         —         20           Common stock (Class A), \$0,001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding         11         —           Common stock (Class B), \$0,001 par value; February 2, 2013—35,000 shares authorized, no shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding         17         —           Preferred stock, \$0,001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding         17         —           Preferred st		- ,	,
Current portion of deferred rent         4,555         3,335           Current portion of capital lease obligation/Related party         712         669           Total current liabilities         47,207         46,170           Long-term portion of deferred rent         37,620         30,256           Long-term portion of capital lease obligation/Related party         32,58         3,969           Total long-term liabilities         40,878         34,225           Total liabilities         88,085         80,395           Commitments and contingencies         5         80,805         80,395           Common stock, \$0,001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600         \$         \$         \$           Shares authorized, 20,000 shares issued and outstanding         \$         \$         \$         \$         \$           Common stock (Class A), \$0,001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding         \$         \$         \$           Common stock (Class B), \$0,001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding         17         —           Preferred sto		,	
Current portion of capital lease obligation/Related party         712         669           Total current liabilities         47,207         46,170           Long-term portion of deferred rent         37,620         30,258           Long-term portion of capital lease obligation/Related party         3,258         3,969           Total long-term liabilities         40,878         34,225           Total liabilities         88,085         80,395           Commitments and contingencies         5         88,085         80,395           Common stock, \$0.001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600			/
Total current liabilities         47,207         46,170           Long-term portion of deferred rent         37,620         30,256           Long-term portion of capital lease obligation/Related party         3,258         3,969           Total long-term liabilities         40,878         34,225           Total liabilities         88,085         80,395           Commitments and contingencies         5           Stockholders' equity:         5         5           Common stock, \$0.001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600         5         2           Shares authorized, 20,000 shares issued and outstanding         1         -           Common stock (Class A), \$0.001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding         1         -           Common stock (Class B), \$0.001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding         17         -           Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding         17         -           Additional paid-in capital         117,391         150           Retained earnings (deficit)         (140)         60,25	I	,	
Long-term portion of deferred rent         37,620         30,256           Long-term portion of capital lease obligation/Related party         3,258         3,969           Total long-term liabilities         40,878         34,225           Total liabilities         88,085         80,395           Commitments and contingencies         80,001         80,001         80,005           Stockholders' equity:         Common stock, \$0,001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600		712	669
Long-term portion of capital lease obligation/Related party         3,258         3,969           Total long-term liabilities         40,878         34,225           Total liabilities         88,085         80,395           Commitments and contingencies         5           Stockholders' equity:         5         5           Common stock, \$0.001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600         5         5           shares authorized, 20,000 shares issued and outstanding         5         6         2           Common stock (Class A), \$0.001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding         11         —           Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding         —         —         —           Additional paid-in capital         117,391         150           Retained earnings (deficit)         (140)         60,254           Accumulated other comprehensive income         17         —           Total stockholders' equity         60,424		.,	-,
Total long-term liabilities 88,085 80,395  Commitments and contingencies  Stockholders' equity:  Common stock, \$0.001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600 shares authorized, 20,000 shares issued and outstanding  Common stock (Class A), \$0.001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding  Preferred stock, \$0.001 par value; February 2, 2013—35,000 shares authorized, no shares issued or outstanding  Additional paid-in capital  Retained earnings (deficit)  Accumulated other comprehensive income  Total stockholders' equity  40,878  88,085  80,395  20  20  20  21  20  21  20  21  20  21  20  20		,	/
Total liabilities 88,085 80,395 Commitments and contingencies Stockholders' equity: Common stock, \$0.001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600 shares authorized, 20,000 shares issued and outstanding Common stock (Class A), \$0.001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding Common stock (Class B), \$0.001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding 17 — Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding Additional paid-in capital Retained earnings (deficit) Accumulated other comprehensive income Total stockholders' equity  88,085 80,396 80,39	Long-term portion of capital lease obligation/Related party	3,258	3,969
Commitments and contingencies Stockholders' equity: Common stock, \$0.001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600 shares authorized, 20,000 shares issued and outstanding Common stock (Class A), \$0.001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding Common stock (Class B), \$0.001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding 17 Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding Additional paid-in capital Retained earnings (deficit) Accumulated other comprehensive income Total stockholders' equity  117,296 60,424	Total long-term liabilities	40,878	34,225
Stockholders' equity:  Common stock, \$0.001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600 shares authorized, 20,000 shares issued and outstanding  Common stock (Class A), \$0.001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding  Common stock (Class B), \$0.001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding  Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding  Additional paid-in capital  Retained earnings (deficit)  Accumulated other comprehensive income  Total stockholders' equity  117,296  60,424	Total liabilities	88,085	80,395
Common stock, \$0.001 par value; February 2, 2013—no shares authorized, issued or outstanding; January 28, 2012—21,600 shares authorized, 20,000 shares issued and outstanding  Common stock (Class A), \$0.001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding  Common stock (Class B), \$0.001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding  Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding  Additional paid-in capital  Retained earnings (deficit)  Accumulated other comprehensive income  Total stockholders' equity  117,296 60,424	Commitments and contingencies		
shares authorized, 20,000 shares issued and outstanding  Common stock (Class A), \$0.001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding  Common stock (Class B), \$0.001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding  17  Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding  Additional paid-in capital  Retained earnings (deficit)  Accumulated other comprehensive income  Total stockholders' equity  117,296  60,424			
Common stock (Class A), \$0.001 par value; February 2, 2013—100,000 shares authorized, 10,772 shares issued and outstanding; January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding  Common stock (Class B), \$0.001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding  Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding  Additional paid-in capital  Retained earnings (deficit)  Accumulated other comprehensive income  Total stockholders' equity  117,296  60,424			20
January 28, 2012—100,000 shares authorized, 1 shares issued and outstanding  Common stock (Class B), \$0.001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding; January 28, 2012—35,000 shares authorized, no shares issued or outstanding  Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding  Additional paid-in capital  Retained earnings (deficit)  Accumulated other comprehensive income  Total stockholders' equity  117,296  60,424		_	20
January 28, 2012—35,000 shares authorized, no shares issued or outstanding Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding Additional paid-in capital Retained earnings (deficit) Accumulated other comprehensive income Total stockholders' equity  117,296 60,424		11	_
Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding  Additional paid-in capital Retained earnings (deficit) Accumulated other comprehensive income Total stockholders' equity  Preferred stock, \$0.001 par value; February 2, 2013 and January 28, 2012—10,000 shares authorized, no shares issued or outstanding  (117,391	Common stock (Class B), \$0.001 par value; February 2, 2013—35,000 shares authorized, 16,920 shares issued and outstanding;		
outstanding         —         —           Additional paid-in capital         117,391         150           Retained earnings (deficit)         (140)         60,254           Accumulated other comprehensive income         17         —           Total stockholders' equity         117,296         60,424	January 28, 2012—35,000 shares authorized, no shares issued or outstanding	17	_
Additional paid-in capital       117,391       150         Retained earnings (deficit)       (140)       60,254         Accumulated other comprehensive income       17       —         Total stockholders' equity       117,296       60,424		_	_
Retained earnings (deficit)(140)60,254Accumulated other comprehensive income17—Total stockholders' equity117,29660,424		117.391	150
Accumulated other comprehensive income 17 — Total stockholders' equity 117,296 60,424		,	
Total stockholders' equity 117,296 60,424			
Total liabilities and stockholders' equity \$205,381 \$140,819	·		60,424
	Total liabilities and stockholders' equity	\$205,381	\$140,819

# Tilly's, Inc. Consolidated Statements of Income (In thousands, except per share data)

	14 Weeks Ended February 2, 2013	13 Weeks Ended January 28, 2012	53 Weeks Ended February 2, 2013	52 Weeks Ended January 28, 2012
Net sales	\$140,771	\$122,929	\$467,291	\$400,624
Cost of goods sold (includes buying, distribution, and occupancy costs)	93,946	81,572	317,096	271,482
Gross profit	46,825	41,357	150,195	129,142
Selling, general and administrative expenses	32,011	27,302	118,805	94,217
Operating income	14,814	14,055	31,390	34,925
Interest expense, net	46	46	91	196
Income before income taxes	14,768	14,009	31,299	34,729
Income tax expense	4,927	153	7,406	389
Net income	\$ 9,841	\$ 13,856	\$ 23,893	\$ 34,340
Basic earnings per share	\$ 0.36	\$ 0.69	\$ 0.93	\$ 1.72
Diluted earnings per share	\$ 0.35	\$ 0.67	\$ 0.92	\$ 1.68
Weighted average basic shares outstanding	27,686	20,000	25,656	20,000
Weighted average diluted shares outstanding	28,033	20,532	26,076	20,500

## Tilly's, Inc. Consolidated Statements of Cash Flows (In thousands)

		Fiscal Year Ended		
	February 2,	January 28,	January 29,	
Cash flows from operating activities	2013	2012	2011	
Net income	\$ 23,893	\$ 34,340	\$ 24,416	
Adjustments to reconcile net income to net cash provided by operating activities:	, ,,,,	, ,,	, , ,	
Depreciation and amortization	16,679	15,129	14,292	
Loss on disposal of assets	111	232	224	
Impairment of assets	_	554	1,985	
Loss on sales of marketable securities	28	_	_	
Deferred income taxes	6,689	_	_	
Stock-based compensation expense	9,570	_	_	
Excess tax benefit from stock-based compensation	(95)	_	_	
Changes in operating assets and liabilities:				
Receivables	21	(2,304)	(2,153)	
Merchandise inventories	(9,927)	(3,028)	(9,621)	
Prepaid expenses and other assets	(12,930)	(2,868)	(1,356)	
Accounts payable	1,431	2,113	4,059	
Accrued expenses	(1,470)	155	5,327	
Accrued compensation and benefits	(1,442)	3,362	958	
Deferred rent	8,584	4,159	3,085	
Deferred revenue	588	740	486	
Net cash provided by operating activities	41,730	52,584	41,702	
Cash flows from investing activities				
Purchase of property and equipment	(33,298)	(20,223)	(15,674)	
Proceeds from sale of property and equipment	17	28	41	
Insurance proceeds from casualty loss	822		375	
Purchases of marketable securities	(75,377)	_	_	
Sales of marketable securities	35,510		_	
Net cash used in investing activities	(72,326)	(20,195)	(15,258)	
Cash flows from financing activities				
Payment of capital lease obligation	(668)	(628)	(591)	
Net proceeds from initial public offering	106,789	`— `	`— <i>`</i>	
Proceeds from exercise of stock options	890	_	_	
Excess tax benefit from stock-based compensation	95	_	_	
Distributions	(84,287)	(36,008)	(22,220)	
Net cash provided by (used in) financing activities	22,819	(36,636)	(22,811)	
Change in cash and cash equivalents	(7,777)	(4,247)	3,633	
Cash and cash equivalents, beginning of period	25,091	29,338	25,705	
Cash and cash equivalents, end of period	\$ 17,314	\$ 25,091	\$ 29,338	
	<del></del>			

## Tilly's, Inc.

## Supplemental Information—Consolidated Statements of Income Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures (In thousands, except per share amounts) (Unaudited)

The tables below reconcile the non-GAAP financial measures of adjusted selling, general and administrative expenses ("SG&A"), adjusted operating income, adjusted income before income taxes, adjusted income tax provision, adjusted net income, and adjusted basic and diluted earnings per share, with the most directly comparable GAAP financial measures of actual SG&A, actual operating income, actual income before income taxes, actual income tax provision, actual net income, and actual basic and diluted earnings per share.

		Q4 2012 - 14 weeks					Q4 2011 - 13 weeks			
		(quarter	ended Feb	ruary 2, 20	013)	_	(quarter ended January 28, 2012)			
		Reported (GAAP)	Adjı	stments	Adjusted	R	eported (GAAP)	Adjustments	Adjusted	
Selling, general and administrative expenses	(1)	32,011			32,011	_	27,302	677	27,979	
Operating income		14,814		_	14,814	ļ	14,055	(677)	13,378	
Income before income taxes		14,768		_	14,768	3	14,009	(677)	13,332	
Income tax provision	(2)	4,927		980	5,907	,	153	5,180	5,333	
Net income		\$ 9,841	(\$	980)	8,861		13,856	(5,857)	7,999	
Basic earnings per share		\$ 0.36	(\$	0.04)	\$ 0.32	2 \$	0.69	(\$ 0.29)	\$ 0.40	
Diluted earnings per share		\$ 0.35	(\$	0.03)	\$ 0.32	2 \$	0.67	(\$ 0.28)	\$ 0.39	

### Notes:

- 2012 GAAP SG&A includes a charge for stock-based compensation expense for the quarter; 2011 adjustment reflects a charge for stock-based (1) compensation expense equal to the charge in the 2012 quarter. The result of this adjustment to 2011 is to reflect a similar on-going stock-based compensation expense as if the Company had recognized stock-based compensation expense in both years' fourth quarters.
- Tax provision adjusted to the expected long-term effective tax rate of 40% for both years; GAAP provision rate in 2012 was impacted by the conversion in the second quarter of 2012 from an "S" Corporation to a "C" Corporation and the 2011 GAAP tax rate reflected an "S" Corporation rate.

			Year 2012 - 53 weeks hs ended February 2		Fiscal Year 2011 - 52 weeks (twelve months ended January 28, 2012)			
		Reported (GAAP)	Adjustments	Adjusted	Reported (GAAP)	Adjustments	Adjusted	
Selling, general and administrative expenses	(1)	118,805	(7,615)	111,190	94,217	1,955	96,172	
Operating income		31,390	7,615	39,005	34,925	(1,955)	32,970	
Income before income taxes		31,299	7,615	38,914	34,729	(1,955)	32,774	
Income tax provision	(2)	7,406	8,160	15,566	389	12,721	13,110	
Net income		23,893	(545)	23,348	34,340	(14,676)	19,664	
Basic earnings per share		\$ 0.93	(\$ 0.02)	\$ 0.91	\$ 1.72	(\$ 0.74)	\$ 0.98	
Diluted earnings per share		\$ 0.92	(\$ 0.02)	\$ 0.90	\$ 1.68	(\$ 0.72)	\$ 0.96	

## Notes:

- 2012 GAAP SG&A adjustment excludes a charge for life-to-date stock-based compensation expense covering periods up to the May 2012 IPO date; 2011 adjustment reflects the add-back of stock-based compensation expense starting in Q2 consistent with the ongoing expense starting in Q2 of 2012. The result of these adjustments to both 2012 and 2011 is to reflect a similar ongoing stock-based compensation expense as if the Company had recognized only ongoing stock-based compensation expense starting in both years' second quarters.
- Tax provision adjusted to the expected long-term effective tax rate of 40% for both years; the GAAP tax provision rate in 2012 was impacted by the conversion in the second quarter of 2012 from an "S" Corporation to a "C" Corporation while the 2011 GAAP tax provision rate reflected an "S" Corporation rate.

## Supplemental Information—Consolidated Statements of Income Reconciliation of Prior Year Non-GAAP Financial Measures to GAAP Financial Measures

(In thousands, except per share amounts) (Unaudited)

		•	2012 (Prior Year) ended April 28, 2012	2)	Full Year 2012 (Prior Year) (year ended February 2, 2013)			
		Reported (GAAP)	Adjustments	Adjusted	Reported (GAAP)	Adjustments	Ad	ljusted
Selling, general and administrative expenses	(1)	24,392	700	25,092	118,805	(6,915)	11	11,890
Operating income		6,026	(700)	5,326	31,390	6,915	3	38,305
Income before income taxes		5,982	(700)	5,282	31,299	6,915	3	38,214
Income tax provision	(2)	68	2,045	2,113	7,406	7,880	1	15,286
Net income		5,914	(2,745)	3,169	23,893	(965)	2	22,928
Basic earnings per share		\$ 0.30	(\$ 0.14)	\$ 0.16	\$ 0.93	(\$ 0.04)	\$	0.89
Diluted earnings per share		\$ 0.29	(\$ 0.14)	\$ 0.15	\$ 0.92	(\$ 0.04)	\$	0.88

## Notes:

- (1) Adjustment to prior year's first quarter SG&A expenses reflects adding a charge for on-going stock-based compensation expense similar to the charge in the other three quarters of the year. These on-going charges commenced following the Company's IPO at the beginning of the second quarter. Adjustment to full year SG&A expenses reflects the exclusion of \$7.615 million for life-to-date stock-based compensation expense charged in May 2012 for all prior periods up to the May 2012 IPO date, adding in the \$0.7 million adjustment for the first quarter.
- (2) Tax provision adjusted to the expected long-term effective tax rate of 40% for both the first quarter and full year. The GAAP tax provision rate in 2012 reflected the Company being taxed as an "S" corporation until the beginning of the second quarter, and a full year which reflected a partial year taxed as an "S" Corporation and a partial year taxed as a "C" Corporation.

## Tilly's, Inc. Store Count and Square Footage

	Stores Open at Beg of Qtr	Stores Opened During Qtr	Stores Closed During Qtr	Store Remodels- Closed	Store Remodels- Reopened	Stores Open at End of Qtr	Total Gross Square Footage End of Qtr (in thousands)
2011 Q1	125	1	0	0	0	126	977
2011 Q2	126	6	1	0	0	131	1,015
2011 Q3	131	4	0	1	0	134	1,044
2011 Q4	134	5	0	0	1	140	1,094
2012 Q1	140	5	0	0	0	145	1,134
2012 Q2	145	10	0	0	0	155	1,215
2012 Q3	155	7	1	0	0	161	1,272
2012 Q4	161	7	0	0	0	168	1,319

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