BOOKS A MILLION INC
Form 10-K
April 17, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K
(Mark One)

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

For the fiscal year ended January 31, 2015
OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from to
Commission File No. 0-20664
BOOKS-A-MILLION, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE	63-0798460
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
402 Industrial Lane Birmingham, Alabama	35211
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (205) 942-3737
Securities registered pursuant to Section 12(b) of the Act:
Common Stock, par value $.01 per share
(Title of Class)
Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x
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 x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K x.

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

Large Accelerated Filer	¨	Accelerated Filer	¨
Non-Accelerated Filer	¨ (Do not check if a smaller reporting company)	Smaller Reporting Company	x

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

The aggregate market value of the voting stock held by non-affiliates of the Registrant (assuming for these purposes, but without conceding, that all executive officers and directors are “affiliates” of the Registrant) as of August 2, 2014, was approximately $11.5 million.

The number of shares outstanding of the Registrant’s Common Stock as of April 15, 2015 was 15,442,042.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 29, 2015 are incorporated by reference into Part III of this report.

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Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This document contains certain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve a number of risks and uncertainties. A number of factors could cause the actual results, performance or achievements of Books-A-Million, Inc. (the “Company”) or the results of its industry to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors include, but are not limited to, the competitive environment in the book retail industry in general and in the Company’s specific market areas; inflation or deflation; economic conditions in general and in the Company’s specific market areas; the number of store openings and closings; the profitability of certain product lines, capital expenditure and future liquidity; liability and other claims asserted against the Company; the impact of electronic books and e-content; uncertainties related to the internet and the Company’s internet operations; the ability of the Company to protect against data risks; the successful development of the properties held by the Company in connection with the Company’s real estate development and management segment; the Company’s ability to lease the properties; the factors described in ITEM 1A. RISK FACTORS herein; and other factors referenced herein. In addition, such forward-looking statements are necessarily dependent upon assumptions, estimates and dates that may be incorrect or imprecise and involve known and unknown risks, uncertainties and other factors. Accordingly, any forward-looking statements included herein do not purport to be predictions of future events or circumstances and may not be realized. Given these uncertainties, stockholders and prospective investors are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to publicly announce the results of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

PART I

ITEM 1. BUSINESS

General

Books-A-Million, Inc. is a leading book retailer primarily located in the eastern United States and operates both superstores and traditional bookstores. Superstores, the first of which was opened in 1987, range in size from 8,000 to 39,000 square feet and operate under the names “Books-A-Million,” “BAM!,” “Books and Co.” and “2nd & Charles.” Traditional bookstores are smaller stores operated under the names “Bookland,” “Books-A-Million” and “BAM!.” These stores range in size from 2,000 to 10,300 square feet and are located primarily in enclosed malls. All store formats generally offer an extensive selection of best sellers and other hardcover and paperback books, magazines, toys, games, electronics and gifts. In addition to these retail store formats, we offer our products over the internet at Booksamillion.com. Our retail operations also include the operation of Yogurt Mountain Holding, LLC, a retailer and franchisor of self-serve frozen yogurt stores. We also develop and manage commercial real estate investments through our subsidiary Preferred Growth Properties, LLC.

We were founded in 1917, originally incorporated under the laws of the State of Alabama in 1964 and reincorporated in Delaware in September 1992. Our principal executive offices are located at 402 Industrial Lane, Birmingham, Alabama 35211, and our telephone number is (205) 942-3737. Unless the context otherwise requires, references to “we,” “our,” “us” or “the Company” include our consolidated subsidiaries, American Wholesale Book Company, Inc. (“American Wholesale”), booksamillion.com, inc., BAM Card Services, LLC, Preferred Growth Properties, LLC (“PGP”), PGP Florence, LLC, PGP Gardendale, LLC, PGP Fayetteville, LLC, PGP Jacksonville, LLC, Pickering Partners, LLC and Yogurt Mountain Holding, LLC.

Our periodic and current reports filed with the Securities and Exchange Commission (“SEC”) are made available on our website at www.booksamillioninc.com as soon as reasonably practicable. Our code of conduct and key committee charters are also available on our website. These reports are available free of charge to stockholders upon written request. Such requests should be directed to R. Todd Noden, our Executive Vice President and Chief Financial Officer. You may read and copy any materials we file with the SEC at the SEC’s Public Reference Room at 100 F

Street, NE, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC, including us, at http://www.sec.gov.

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Business Segments

We have three reportable operating segments: retail trade; electronic commerce trade; and real estate development and management. In the retail trade segment, we are primarily engaged in the retail sale of books, magazines and general merchandise, including gifts, cards, games, toys, collectibles, music, DVDs, electronic devices and accessories at our retail stores. The retail trade segment includes our distribution center operations, which predominantly supply merchandise to our retail stores, as well as Yogurt Mountain owned stores and franchises. In the electronic commerce trade segment, we are engaged in the retail sale of books and general merchandise over the internet. This segment is managed separately due to divergent technology and marketing requirements. The real estate development and management segment is managed separately from the retail trade and electronic commerce trade segments, with a focus on deriving revenues through developing and leasing commercial retail real estate for purposes of earning rental income. For additional information on our reportable business segments, see Note 9, "Business Segments," in the Notes to Consolidated Financial Statements contained herein.

Retail Stores

We developed superstores to capitalize on the growing consumer demand for the convenience, selection and value associated with the superstore retailing format. Each superstore is designed to be a receptive and open environment conducive to browsing, reading and shopping and includes ample space for promotional events open to the public, including book autograph sessions and children's storytelling. We operated 196 superstores as of January 31, 2015. Our superstores emphasize selection, value and customer service. Each of our superstores offers an extensive selection of books, magazines and general merchandise, including gifts, cards, games, toys, collectibles, music, DVDs, electronic devices and accessories. Each superstore has a service center staffed with associates who are knowledgeable about the store's merchandise and who are trained to answer customers' questions, assist customers in locating books within the store and placing special orders. The majority of our superstores also include either a Joe Muggs café, serving Joe Muggs coffee and assorted pastries and other edible items, or a Yogurt Mountain, serving frozen yogurt with self-serve toppings.

Our traditional stores are tailored to the size, demographics and competitive conditions of the particular market area. Traditional stores are located primarily in enclosed malls and generally feature a wide selection of books, magazines, gifts and other products. We operated 60 traditional stores as of January 31, 2015.

Our Yogurt Mountain locations offer self serve frozen yogurt and toppings. Yogurt Mountain stores are typically located in strip shopping centers, although some are located within our superstore locations. Our locations are broken down into owned locations and franchise locations. As of January 31, 2015, there were 25 owned locations, of which 14 were located within our superstores. We also manage 17 franchise locations.

Merchandising

We employ several value-oriented merchandising strategies. Books on our best-seller list, which list is developed by us based on the sales and customer demand in our stores, are generally sold in our superstores at or below publishers' suggested retail prices. In addition, customers can join the Millionaire's Club, which is a loyalty program for our customers, and save a minimum of 10% on almost all purchases in any of our retail stores, including already discounted best-sellers. Our point-of-sale computer system provides data designed to enable us to anticipate consumer demand and customize store inventory selection to reflect local customer interest.

Marketing

We promote our bookstores principally through the use of traditional direct mail, e-mail and online advertising, as well as through point-of-sale materials posted and distributed in our stores. In certain markets, radio and newspaper advertising is also used on a selective basis. We also arrange for special appearances and book autograph sessions with recognized authors to attract customers and to build and reinforce customer awareness of our stores. A substantial portion of our advertising expenses are reimbursed from publishers through their cooperative advertising programs.

Store Operations and Site Selection

In choosing specific store sites within a market area, we apply standardized site selection criteria that take into account numerous factors, including the local demographics, desirability of available leasing arrangements, proximity to our existing stores and stores of our competitors and overall level of retail activity. In general, stores are located on major high-traffic roads convenient to customers and have adequate parking. We generally negotiate short-term leases with renewal options. We also

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periodically review the profitability trends and prospects of each of our stores and evaluate whether any underperforming stores should be closed, converted to a different format or relocated to more desirable locations.

Internet Operations

On booksamillion.com, we sell a wide selection of books, magazines and general merchandise, including gifts, cards, games, toys, collectibles, music, DVDs, electronic devices and accessories and other products similar to those sold in our superstores. Our internet operations also include bulk sales to businesses. Our internet business operates in a highly competitive environment. We believe that the principal competitive factors for our internet business include selection, price and convenience, including fast and reliable fulfillment. We therefore continually evaluate these areas of the business to ensure we are remaining competitive within the marketplace.

Real Estate Development and Management Operations

The real estate development and management segment of our business is focused on developing and leasing commercial real estate properties in order to generate rental income. The success of this segment is dependent on our ability to identify undervalued properties for acquisition and successfully develop these properties in order to maximize their value. Additionally, we manage our own properties, which enables us to better control our operating expenses and establish and maintain long-term relationships with our tenants. As of January 31, 2015, we owned four commercial real estate properties. At that time, our properties in Florence, Alabama and Fayettville, North Carolina were fully operational and our properties in Gardendale, Alabama and Jacksonville, Florida were partially operational and under development.

Purchasing

Our merchandise purchasing decisions are made by our merchandising department on a centralized basis. Our buyers negotiate terms, discounts and cooperative advertising allowances for all of our bookstores and decide which products to purchase, in what quantity and for which stores. The buyers use current inventory and sales information provided by our in-store point-of-sale computer system to make reorder decisions.

We purchase merchandise from over 3,000 vendors. We purchase the majority of our collectors' supplies from Anderson Press, Inc. and substantially all of our magazines from Anderson Media Corporation, each of which is a related party. See Note 7, "Related Party Transactions," in the Notes to Consolidated Financial Statements, contained herein. During the fiscal years ended January 31, 2015 and February 1, 2014, our top 5 vendors accounted for approximately 49.1% and 46.6%, respectively, of our overall merchandise purchases, with no one vendor accounting for more than 16.1% in fiscal 2015 or 13.3% in fiscal 2014 of such purchases. As of January 31, 2015 approximately 70.4% of our inventory may be returned to the vendors for credit, which substantially reduces our risk of inventory obsolescence.

Distribution Capabilities

Our subsidiary, American Wholesale, receives a substantial portion of our inventory shipments, including substantially all of our books, at its two facilities located in Florence, Alabama and Tuscumbia, Alabama. Orders from our bookstores are processed by computer and assembled for delivery to our stores on pre-determined weekly schedules. Substantially all deliveries of inventory from American Wholesale facilities are made by a dedicated transportation fleet. At the time at which deliveries are made to each of our stores, returns of slow moving or obsolete products are picked up and returned to the American Wholesale returns processing center. American Wholesale then returns these products to vendors for credit, if credit is available.

Competition

The retail book business is highly competitive, and competition within the industry is fragmented. We face direct competition from other superstores, such as Barnes & Noble, and we also face competition from mass merchandisers, such as Wal-Mart and Costco, and online retailers, such as Amazon.com, Barnes & Noble and Wal-Mart. Our bookstores also compete with specialty retail stores that offer books in particular subject areas, independent single store operators, variety discounters, drug stores, warehouse clubs, mail order clubs and other retailers offering books. In addition, our bookstores face additional competition from the market for electronic books and may face competition from other categories of retailers entering the retail book market. We believe that the key competitive factors in the retail book industry are convenience of location, selection, customer service, price and ease of access to content. Our internet operations also face competition from online retailers such as Amazon.com, Barnes & Noble and Wal-Mart, as well as online marketplaces. The competition within this segment is largely based on price and availability of products. Many

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of our current and potential competitors for our internet operations have greater resources, longer histories, more customers and greater brand recognition than we do. They may secure better terms from suppliers, adopt more aggressive pricing and devote more resources to technology, infrastructure, fulfillment and marketing. Other companies also may enter into business combinations or alliances that strengthen their competitive positions.

Seasonality

Similar to many retailers, our business is seasonal, with the highest retail sales, gross profit and net income historically occurring in our fourth fiscal quarter. This seasonal pattern reflects the increased demand for books and gifts during the year-end holiday selling season. Working capital requirements are generally at their highest during the third fiscal quarter and the early part of the fourth fiscal quarter due to the seasonality of our business. Consequently, our results of operations depend significantly upon net sales generated during the fourth fiscal quarter, and any significant adverse trend in the net sales of such period would likely have a material adverse effect on our results of operations for the full year. In addition to seasonality, our results of operations may fluctuate from quarter to quarter as a result of the amount and timing of sales and profits contributed by new stores, the impact of closed stores, as well as other factors. Accordingly, the addition of a large number of new stores, or closure of stores in a particular fiscal quarter could adversely affect our results of operations for that quarter.

Trademarks

The primary trademarks of the Company are: “Books-A-Million,” “BAM!,” “BAM! Books-A-Million,” “Bookland,” “Books & Co.,” “2nd & Charles,” “Books are Just the Beginning,” “Millionaire’s Club,” “Sweet Water Press,” “Thanks-A-Million,” “Up Night Reader,” “Read & Save Rebate,” “Readables Accessories for Readers,” “Kids-A-Million,” “Toys-A-Million,” “Teachers First,” “The Write Price,” “Bambeanos,” “Hold That Thought,” “Book$mart,” “BAMM,” “BAMM.com,” “BOOKSAMILLIO “BAM.com", "BOOKSAMILLION.COM,” “Chillatte,” “Joe Muggs Newsstand,” “Page Pets,” “JOEMUGGS.com,” “FAITHPOINT,” “Joe Muggs,” “Snow Joe,” “Summer Says,” “On the John University,” “OTJU,” “American Wholesale Book Company,” “AWBC”, "PROTECTIT" and “NetCentral.”

Employees

As of January 31, 2015, we employed approximately 2,400 full-time associates and 3,000 part-time associates. The number of part-time associates employed fluctuates based upon seasonal needs. None of our associates is covered by a collective bargaining agreement. We believe that relations with our associates are good.

ITEM 1A. RISK FACTORS

The following risk factors and other information included in this Annual Report on Form 10-K should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. If any of the following risks occur, our business, financial condition, operating results and cash flows could be materially adversely affected.

There can be no assurance that we will be successful in implementing our business strategy.

Our future results will depend, among other things, on our success in implementing our business strategy. There can be no assurance that we will be successful in implementing our business strategy or that the strategy will be successful in sustaining acceptable levels of sales growth and profitability.

Intense competition from traditional retail sources and the internet may adversely affect our business.

The retail book business is highly competitive, and competition within the industry is fragmented. We face direct competition from other superstores, such as Barnes & Noble, and we also face competition from mass merchandisers, such as Wal-Mart and Costco, and online retailers, such as Amazon.com, Barnes & Noble and Wal-Mart. Our bookstores also compete with specialty retail stores that offer books in particular subject areas, independent single store operators, variety discounters, drug stores, warehouse clubs, mail order clubs and other retailers offering books. In addition, our bookstores face additional and growing competition from the expanding market for electronic books and other e-content and may face competition from other categories of retailers entering the retail book market.

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Many of our current and potential competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing and other resources than we have. They may be able to secure merchandise from vendors on more favorable terms and may be able to adopt more aggressive pricing policies. Competitors in both the retail and electronic commerce trade also may be able to devote more resources to technology development, fulfillment and marketing than we are.

Competition in electronic commerce trade may further intensify. The online market is rapidly evolving and intensely competitive, with few barriers to entry. Companies in the retail and electronic commerce trade may enter into business combinations or alliances that strengthen their competitive positions. This increased competition may reduce our sales or operating profits, or both.

Our business is highly seasonal.

Our business is highly seasonal, with sales and earnings generally highest in the fourth fiscal quarter and lowest in the first fiscal quarter. Our results of operations depend significantly upon the holiday selling season in the fourth fiscal quarter. During the fiscal year ended January 31, 2015, approximately 33.9% of our sales were generated in the fourth fiscal quarter. If we do not stock popular products in sufficient amounts, or if we fail to have sources to timely restock popular products during the busy holiday period such that we fail to meet customer demand, our revenue, our earnings and our future growth could be significantly impacted. In addition, if we experience less than satisfactory net sales during a fourth fiscal quarter, we may not be able to sufficiently compensate for any losses that may have been incurred during the first three quarters of that fiscal year.

Our business has been and may continue to be adversely affected by economic conditions.

The Company believes that the recovery of the United States and global economies is moderate and that the overall economic environment continues to be challenging. As this situation persists, the Company believes that these conditions have had and may continue to have an adverse impact on spending by the Company’s current retail customer base and potential new customers. Because of these significant challenges, we are continuously reviewing and adjusting our business activities to address the changing economic environment. We are carefully managing our inventory and liquidity and enforcing expense controls while working diligently and prudently to grow our business. However, our business and financial performance may be adversely affected by current and future economic conditions that cause a decline in business and consumer spending, including reduced availability of credit, increased unemployment levels, increased health care costs, higher energy and fuel costs, rising interest rates, high household debt costs, financial market volatility and long-term economic downturn. These conditions could have a negative impact on the earnings, liquidity and capital resources of the Company.

Recent economic conditions have accentuated these risks and magnified their potential effect on us and our business. Economic uncertainty and difficult conditions in the capital and credit markets may affect our business in a number of ways. For example:

- Economic uncertainty could have a significant adverse impact on consumer confidence and discretionary consumer spending, which may result in decreased sales and earnings for us.
- Although we believe that we have sufficient liquidity under our credit agreement to run our business and to provide for our plans for growth, under depressed economic or extreme market conditions, there can be no assurance that such funds would be available or sufficient, and, in such a case, we may not be able to successfully obtain additional debt financing on favorable terms, or at all.
- Secular market volatility due to the uncertainty of traditional retail of books has exerted downward pressure on our stock price, which may make it more difficult for us to raise additional capital in the future.

Failure to continue to open new stores, successfully integrate new stores and manage the effects of the Company’s expansion strategy could adversely affect our business.

The Company’s growth depends in part on our ability to expand by opening new stores and operating them profitably. In general, the rate of expansion depends, among other things, on general economic and business conditions affecting consumer confidence and spending, the availability of desired locations and qualified management personnel, the negotiation of acceptable lease terms and the ability to manage the operational aspects of growth. It also depends upon the availability of adequate capital, which in turn depends in large part upon cash flow generated by the Company. If stores are opened more slowly than expected (or not at all) based on any of these factors, our growth may decline, and our operating results may be adversely affected.

The Company opened 8 new stores during the 2015 fiscal year. There can be no assurance that we will be able to integrate these new stores successfully, which could have a negative impact on the earnings, liquidity and capital resources of the Company.

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Sales at new stores may reach targeted levels more slowly than expected (or fail to reach targeted levels), and related overhead costs may increase in excess of expected levels. The Company may open new stores in certain markets in which the Company is already operating stores, which could adversely affect sales at those existing stores. Furthermore, the Company's expansion strategy could place a significant strain on our management, operations, technical performance, financial resources and internal financial control and reporting functions, and there can be no assurance that the Company will be able to manage this effectively. The Company's current and planned personnel, systems, procedures and controls may not be adequate to support and effectively manage our future operations, especially as the Company employs personnel in multiple geographic locations. The Company may not be able to hire, train, retain, motivate and manage required personnel, which may limit our growth. If any of this were to occur, it could damage the Company's reputation, limit growth, negatively affect operating results and harm the Company's business.

Our business is dependent upon consumer spending patterns.

Sales of books generally depend upon discretionary consumer spending, which may be affected by general economic conditions, consumer confidence and other factors beyond our control. Weather, among other things, can affect comparable store sales, because inclement weather can require us to close certain stores temporarily and thus reduce store traffic. Even if stores are not closed, customers may decide to avoid going to stores in bad weather. In addition, sales are dependent in part on the strength of new release titles offered by vendors and special promotions, which factors are not within the Company's control. A decline in consumer spending on books based on any of these factors could have a material adverse effect on our financial condition and results of operations.

The Company faces risks relating to the shift in consumer spending patterns to e-content.

As technology evolves and consumers shift spending patterns to e-content, the Company may continue to enter new markets in which we have limited experience. The offering of e-content may present new and difficult challenges. The Company's gross margin of e-content products may be lower than our traditional product lines, and the Company may not recover our investments in this area. We may face greater competition from companies who have greater financial resources available to become more engaged in the distribution of e-content or who develop or control certain technologies related to the distribution of e-content. These challenges may negatively affect the Company's operating results.

The Company faces risks as an internet retailer.

As an internet retailer, we are subject to risks associated with the need to keep pace with rapid technological change, risks associated with the timing and adoption of new digital products or platforms, internet security risks, risks of system failure or inadequacy, supply chain risks, governmental regulation and uncertainties with respect to the internet and digital content, risks related to data privacy and collection of sales or other taxes. If any of these risks materializes, it could have an adverse effect on our operating results.

We face a number of risks related to our involvement in electronic commerce, including:

- competition from other internet-based companies and traditional retailers;
- risks associated with a failure to manage growth effectively;
- risks of the internet as a medium for commerce, including internet security risks;
- risks associated with the need to keep pace with rapid technological change;
- risks of system failure or inadequacy; and
- risks associated with the maintenance of domain names.

If any of these risks materialize, it could have an adverse effect on our electronic commerce trade and our business in general.

Within our real estate development and management segment, we may be unable to lease space at our new properties or renew leases or re-lease space at our existing properties, which could adversely affect our financial condition and results of operations.

We derive the majority of our income in our real estate development and management segment from tenants who lease space from us at our properties. A number of factors may adversely affect our ability to attract tenants at favorable rental rates and generate sufficient income, including:

- the attractiveness of our properties to shoppers and tenants;
- decreases in market rental rates; and
- our ability to collect rent from our tenants.

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As leases expire at our existing properties, tenants may elect not to renew them. Even if our tenants do renew or if we can re-lease the space, the terms of renewal or re-leasing, including the cost of required renovations, may be less favorable than current lease terms. In addition, for new properties, we may be unable to attract enough tenants, or the occupancy rates and rents may not be sufficient to make the property profitable. Moreover, continued weakness in the economy or a future recession may impede the ability of our tenants to perform their contractual obligations, which could lead to an increase in defaults by tenants. If we are unable to renew the leases or re-lease the space at our existing properties promptly and/or lease the space at our new properties, or if the rental rates upon renewal or re-leasing at existing properties are significantly lower than expected rates, or if there is an increase in tenant defaults, our financial condition and results of operations could be adversely affected.

We may be unable to develop new properties or redevelop existing properties successfully, which could adversely affect our results of operations due to unexpected costs, delays and other contingencies.

As part of our operating strategy for the real estate development and management segment, we intend to continue to develop new properties and to expand and/or redevelop existing properties as market conditions warrant. In addition to the risks associated with real estate investments in general, there are significant risks associated with development activities. For example:

- We may be unable to obtain, or face delays in obtaining, necessary zoning, land-use, building, occupancy and other required governmental permits and authorizations, which could result in increased development costs and/or lower than expected leases.
- We may incur development costs for a property that exceed original estimates due to increased materials, labor or other costs, changes in development plans or unforeseen environmental conditions, which could make completion of the property more costly or uneconomical.
- Land, insurance and construction costs may be higher than expected in our markets; therefore, we may be unable to attract rents that compensate for these increases in costs.
- We may abandon development opportunities that we have already begun to explore, and we may fail to recover expenses already incurred in connection with exploring any such opportunities.
- Rental rates and occupancy levels may be lower than anticipated.
- Changes in applicable zoning and land use laws may require us to abandon projects prior to their completion, resulting in the loss of development costs incurred up to the time of abandonment.
- We may experience delays in completion because of construction delays, delays in the receipt of zoning, occupancy and other approvals, or other factors outside of our control.

The illiquidity of real estate investments may significantly impede our ability to respond to changes in economic or market conditions, which could adversely affect our results of operations or financial condition.

Real estate investments are relatively illiquid generally, and may become even more illiquid during periods of economic downturn. As a result, we may not be able to sell a property or properties quickly or on favorable terms in response to changes in the economy or other conditions when it otherwise may be prudent to do so. This inability to respond quickly to changes in the performance of our properties could adversely affect our results of operations if we cannot sell an unprofitable property.

The Company’s costs of doing business could increase as a result of changes in federal, state or local laws or regulations.

Changes in federal, state or local laws or regulations, including, but not limited to, laws related to employment, wages, data privacy and information security, taxes and consumer products, could increase the Company’s costs of doing business or otherwise negatively impact our operating results.

Our business may be affected by our relationships with suppliers and delays in product shipments.

We rely heavily upon our suppliers to provide us with new products as quickly as possible. The loss of any of our suppliers could reduce our product offerings, which could cause us to be at a competitive disadvantage. In addition, we depend upon the business terms that we can obtain from suppliers, including competitive prices, unsold product return policies, new release title quantity allocations, advertising and market development allowances, freight charges and payment terms. Our failure to maintain favorable business terms with our suppliers could adversely affect our ability to offer products to consumers at competitive prices. As suppliers merge and consolidate, our ability to negotiate favorable prices and terms may decline. To the extent that our suppliers rely on overseas sources for a large portion of their products, any event causing a disruption of imports, including the imposition of import restrictions in the form of tariffs or quotas and currency fluctuations, could hurt our business.

Our vendor relationships subject us to a number of risks, and we rely on certain vendors that are related parties.
Strong vendor relationships are a key driver to our success. Although we purchase merchandise from over 3,000 vendors, we have significant vendors that are important to us. During the fiscal year ended January 31, 2015 and fiscal year ended February 1, 2014, our top 5 vendors accounted for approximately 49.1% and 46.6%, respectively, of our overall merchandise purchases, with no one vendor accounting for more than 16.1% in fiscal 2015 or 13.3% in fiscal 2014 of such purchases. Consolidation of vendors could have a negative impact on our results as it could hamper our ability to negotiate pricing and terms as well as cooperative advertising arrangements. If our current vendors were to stop selling merchandise to us on acceptable terms, we may not be able to acquire merchandise from other suppliers in a timely and efficient manner and on acceptable terms. We have entered into and may, in the future, enter into various transactions and agreements with entities wholly or partially owned by certain stockholders or directors (including certain officers) of the Company, including one such entity that serves as our primary magazine vendor and another that serves as our primary provider of collectors' supplies, as further described in Note 7, "Related Party Transactions," in the Notes to Consolidated Financial Statements, contained herein. We believe that the transactions and agreements that we have entered into with related parties are on terms that are at least as favorable to us as could reasonably have been obtained at such time from unrelated third parties.
If we do not successfully optimize inventory and manage our distribution, our business could be harmed.
If we do not successfully optimize our inventory and operate our distribution centers, it could significantly limit our ability to meet customer demand. Because it is difficult to predict demand, we may not manage our facilities in an optimal way, which may result in excess or insufficient inventory or warehousing, fulfillment or distribution capacity. Additionally, if we open new stores in new geographic areas where we do not currently have a presence, we may not be able to provide those stores with efficient distribution and fulfillment services, which may impact our stores in those markets. We may be unable to adequately staff our fulfillment and customer service centers to meet customer demand. There can be no assurance that we will be able to operate our network effectively.
We rely heavily on the American Wholesale warehouse distribution facilities for merchandise distribution functions and to maintain inventory stock for our retail stores. Our ability to distribute merchandise to our stores and maintain adequate inventory levels may be materially impacted by any damage incurred at our warehouse facilities caused by inclement weather, fire, flood, power loss, earthquakes, acts of war or terrorism, acts of God and similar factors.
We also rely heavily on our dedicated transportation fleet for deliveries of inventory. As a result, our ability to receive or ship inventory efficiently may be negatively affected by inclement weather, fire, flood, power loss, earthquakes, labor disputes, acts of war or terrorism, acts of God and similar factors.

Any of the inventory risk factors set forth above may adversely affect our financial condition, results of operations and cash flows.
Failure to retain key personnel could adversely affect our business.
Our continued success depends to a significant extent upon the efforts and abilities of our senior management. The failure to retain our senior management could have a material adverse effect on our business and results of operations. We do not maintain "key man" life insurance on any of our senior managers.
Failure to attract and retain qualified associates and other labor issues could adversely affect our financial performance.
Our ability to continue to expand our operations depends on our ability to attract and retain a large number of qualified associates. Our ability to meet our labor needs generally while controlling our associate wage and related labor costs is subject to numerous external factors, including the availability of a sufficient number of qualified persons in the work force, unemployment levels, prevailing wage rates, changing demographics, health and other insurance costs and changes in employment legislation. If we are unable to locate, attract and retain qualified personnel, or if our costs of labor or related costs increase significantly, our financial performance could be affected adversely.
We rely extensively on communication and computer systems to process transactions, summarize results and manage our business. Disruptions in these systems could harm our ability to run our business.

Given the number of individual transactions that we have each year, it is critical that we maintain uninterrupted operation of our computer and communications hardware and software systems. Our systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, catastrophic events, such as acts of

God, fires, tornadoes, hurricanes, floods, earthquakes, power losses, telecommunications failures, acts of war or terrorism, physical or electronic break-ins and similar events or disruptions, and usage errors by our employees. If our systems are damaged or cease to function properly, we may have to make a significant investment to fix or replace them, and we may suffer interruptions in our operations in the interim. Any material interruption in our computer operations may have a material adverse effect on our business or results of operations.

Government regulation of the internet and e-commerce is evolving, and unfavorable changes could harm our business.

We are subject to general business regulations and laws, as well as regulations and laws specifically governing the internet and e-commerce. Such existing and future laws and regulations may impede the growth of the internet or other online services. These regulations and laws may cover taxation, privacy, data protection, pricing, content, copyrights, distribution, electronic contracts and other communications, consumer protection, the provision of online payment services, unencumbered internet access to our services and the characteristics and quality of products and services. It is not always clear how existing laws governing issues such as property ownership, sales and other taxes, libel and personal privacy apply to the internet and e-commerce. Unfavorable resolution of these issues or compliance with such laws may harm our business or affect our financial performance.

The Company faces security risks with respect to the receipt and storage of personal data about our customers and employees.

The Company accepts payment cards from customers and processes them electronically. The Company also receives and maintains certain personal information about customers and employees. A number of retailers have experienced security breaches in which payment card and personal information has been stolen or compromised. While the Company has taken significant steps to prevent the occurrence of security breaches in this respect, the Company may, in the future, become subject to claims for purportedly fraudulent transactions arising out of the theft or compromise of payment card and personal information, and may also be subject to lawsuits or other proceedings in the future relating to these types of incidents. Any such proceeding could be a distraction to the Company and cause significant unplanned losses and expenses. Additionally, if the Company is unable to support chip processing for its credit and debit card transactions by October 1, 2015, it may be financially liable for any card present fraud losses. If the Company’s security and information systems are compromised, if computer and mobile communications equipment is lost or stolen, if employees and other authorized agents of the Company fail to comply with the Company's corporate policies and procedures, or applicable laws and regulations, or if payment card or personal information is obtained by unauthorized persons or used inappropriately or illegally, it could adversely affect the Company’s reputation, as well as results of operations, and could result in litigation, the imposition of penalties or significant expenditures to remediate any damage to persons whose payment card and personal information has been compromised. The Company is continuously working to install new and upgrade existing security and information systems to ensure that the Company is protected, to the greatest extent possible, against cyber risks and security breaches. However, there is no guarantee that the Company will not be affected by cyber risks or security breaches or that the protections and insurance coverage that the Company has in place will be sufficient in the event of a significant cyber attack.

We are subject to a number of risks related to payments that we accept.

We accept payments by a variety of methods, including credit card, debit card, gift card, direct debit from a customer’s bank account, physical bank checks and cash. For certain payment transactions, including credit and debit cards, we pay interchange and other fees, which may increase over time, raising our operating costs and lowering our profit margins. We are also subject to payment card association operating rules, certification requirements and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees and lose our ability to accept credit and debit card payments from our customers, process electronic funds transfers or facilitate other types of online payments, and our business and operating results could be adversely affected. If any of our agreements with third parties providing for these payment methods are terminated, and we are unable to replace them on similar terms, or at all, it could adversely affect our operating results. In addition, as we offer new payment options to our customers, we may be subject to additional regulations and compliance requirements.

A major failure of technology and information systems could adversely affect the Company’s business.

The effective and efficient operation of our business is dependent on our technology and information systems. We rely heavily on our information systems to manage all key aspects of our business including: point of sale processing, merchandise planning, purchasing, supply chain management, website and mobile applications, financial management, and safeguarding critical and sensitive information. The failure of our information systems to perform as we anticipate, or to meet the

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continuously evolving needs of our business, could significantly disrupt our business and cause, for example, higher costs and lost revenues and could threaten our ability to remain in operation. We also expect to continue to make technology investments in the future, which are key to our business. There are inherent risks associated with these system changes, and we may be unable to successfully implement these system changes. Our failure to successfully implement these system changes could have a material adverse effect on our business or results of operations. Additionally, there is no assurance that successful implementation of these system changes will deliver value to us.

We may be unable to protect our intellectual property, which could harm our brand and reputation.

To protect our proprietary rights in our intellectual property, we rely generally on copyright, trademark and trade secret laws. Although we do not believe that our trademarks and other intellectual property are materially important to the continuation of our operations, our failure or inability to maintain or protect our proprietary rights, or discover the unauthorized use of our proprietary rights, could materially decrease their value, and our brand and reputation could be harmed as a result.

We are subject to certain legal proceedings that may affect our financial condition and results of operations.

We are party to various legal proceedings incidental to our business. In the opinion of management, after consultation with legal counsel, the ultimate liability, if any, with respect to those proceedings is not presently expected to materially affect our financial condition, results of operations or cash flows. However, we can give no assurances that certain lawsuits either now or in the future will not materially affect our financial condition or results of operations.

Changes in our effective income tax rate could affect our results of operations.

Our effective income tax rate is influenced by a number of factors. Changes in the tax laws, the interpretation of existing laws or our failure to sustain our reporting positions on examination could adversely affect our effective income tax rate and, as a result, our results of operations.

Changes in accounting standards could affect our results of operations.

A change in accounting standards or practices can have a significant effect on our reported results of operations. New accounting pronouncements and interpretations of existing accounting rules and practices have occurred and may occur in the future. Changes to existing rules may adversely affect our reported financial results.

If the Company is unable to renew or enter into new leases for our retail operations on favorable terms, our revenue growth may decline.

Substantially all of the Company’s stores are located in leased premises. If the cost of leasing existing stores increases, the Company cannot assure that we will be able to maintain our existing store locations as leases expire. In addition, the Company may not be able to enter into new leases on favorable terms, or at all, or we may not be able to locate suitable alternative sites or additional sites for new store expansion in a timely manner. The Company’s revenues and earnings may decline if the Company fails to maintain existing store locations, enter into new leases, locate alternative sites or find additional sites for new store expansion.

The Company may engage in acquisitions, which, among other things, could negatively impact our business if we fail to successfully complete and integrate them.

To enhance our efforts to grow and compete, the Company may engage in acquisitions. Any future acquisitions are subject to the Company’s ability to negotiate favorable terms for them. Accordingly, the Company cannot assure that future acquisitions will be completed. In addition, to facilitate future acquisitions, the Company may take actions that could dilute the equity interests of our stockholders, increase our debt or cause us to assume contingent liabilities, all of which may have a detrimental effect on the price of our common stock. Finally, if any acquisitions are not successfully integrated with the Company’s business, the Company’s ongoing operations could be adversely affected.

The occurrence of severe weather events, catastrophic health events or natural disasters could significantly damage or destroy our retail locations, could prohibit consumers from traveling to our retail locations or could prevent us from resupplying our stores or distribution centers, especially during peak shopping seasons.

Unforeseen events, including public health issues and natural disasters, such as earthquakes, hurricanes, snow storms, floods and heavy rains, could disrupt our operations or the operations of our suppliers, as well as the behavior of our consumers. We

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believe that we take reasonable precautions to prepare particularly for weather-related events; however, our precautions may not be adequate to deal with such events in the future. As these events occur in the future, if they should impact areas in which we have our distribution centers or a concentration of retail stores, such events could have a material adverse effect on our business, financial condition and results of operations, particularly if they occur during peak shopping seasons.

Increases in transportation costs due to rising fuel costs, climate change regulation and other factors may negatively impact our operating results.

We rely upon various means of transportation, including by water and by land, to deliver products from vendors to our distribution centers and from our distribution centers to our stores. Consequently, our results can vary depending upon the price of fuel. The price of oil has fluctuated drastically over the last few years, and may rapidly increase at any time, which would sharply increase our fuel costs. In addition, efforts to combat climate change through reduction of greenhouse gases may result in higher fuel costs through taxation or other means. Any such future increases in fuel costs would increase our transportation costs for delivery of products to our distribution centers and distribution to our stores, as well as our vendors' transportation costs, which could harm our operating results.

In addition, labor shortages in the transportation industry could negatively affect transportation costs and our ability to supply our stores in a timely manner. In particular, our business is highly dependent on the trucking industry to deliver products to our distribution centers and our stores. Our operating results may be adversely affected if we or our vendors are unable to secure adequate trucking resources at competitive prices to fulfill our delivery schedules to our distribution centers or our stores.

Our stock price may be subject to volatility.

The trading price of our common stock may fluctuate in response to a number of events and factors, many of which are beyond our control, such as:

- general economic conditions;
- changes in interest rates;
- conditions or trends in the retail book, electronic commerce trade and real estate industries;
- fluctuations in the stock market in general;
- quarterly variations in operating results;
- new products, services, innovations and strategic developments by our competitors or us, or business combinations and investments by our competitors or us;
- changes in regulation;
- changes in our capital structure, including issuance of additional debt or equity to the public;
- corporate restructurings, including layoffs or closures of facilities;
- changes in the valuation methodology of, or performance by, others in our industries; and
- transactions in our common stock by major investors, and analyst reports, news and speculation.

The concentration of the Company's capital stock ownership with certain executive officers, directors and their affiliates may limit other stockholders' ability to influence corporate matters and may involve other risks.

The Executive Chairman of the Company's Board of Directors, Clyde B. Anderson, and his brother, Terry C. Anderson, who is a director of the Company, together with their family members and affiliates, were the beneficial owners of an aggregate of approximately 57.5% of the Company's outstanding common stock as of April 6, 2015. This concentrated ownership may limit the ability of the Company's other stockholders to influence corporate matters, and, as a result, the Company may take actions with which our other stockholders do not agree. In addition, there may be risks related to the relationships that members of the Anderson family have with the various entities with which the Company has related party transactions.

The Company has received a going private proposal, which proposal, and any related Special Committee process, could materially and adversely affect the Company's business and financial results.

On January 29, 2015, the Company announced the receipt of a non-binding proposal from Clyde B. Anderson, Executive Chairman of the Company, on behalf of the Anderson family, to acquire certain outstanding shares of the common stock of Books-A-Million, Inc., at a cash purchase price of $2.75 per share. The Company's Board of Directors has established a Special Committee of independent directors, comprised of Edward W. Wilhelm and Ronald J. Domanico, to review and consider the proposal. The Special Committee, which has engaged independent financial and legal advisors, is also authorized to consider other proposals and strategic alternatives. The proposal and any related processes undertaken by the Special Committee could cause distractions and disruptions in our business. Further, the costs associated with the evaluation of the

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proposal and any related processes may be considerable, regardless of whether any transaction is consummated. All of the foregoing could materially and adversely affect our business and financial results and create volatility in the market for shares of our common stock. Further, there is no assurance that a definitive offer for a going private transaction will be made, or, if made, that such a transaction will be consummated. If a going private transaction does not occur, the price of our common stock could decline to the extent that the current market price of our common stock reflects an expectation that a transaction will be completed.

Any of these events may cause our stock price to rise or fall and may adversely affect our financial condition or results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our bookstores are generally located either in enclosed malls or strip shopping centers. Our Yogurt Mountain stores are typically located in strip shopping centers as well, but some are located within our superstore locations. Substantially all of our stores are leased. Generally, these leases have terms ranging from three to ten years and require that we pay a fixed minimum rental fee and/or a rental fee based on a percentage of net sales together with certain customary costs (such as property taxes, common area maintenance and insurance). The Company owns the land and related property at the location of two of our retail stores.

The following table presents the number of stores located in each state and the District of Columbia as of January 31, 2015:

State	Number of Superstores	Number of Traditional Book Stores	Number of Yogurt Mountain Stores
Florida	30	1	11
Alabama	20	—	9
Pennsylvania	6	13	—
Georgia	14	3	1
Tennessee	15	1	5
Virginia	12	3	—
North Carolina	11	3	2
South Carolina	11	1	5
Ohio	7	5	1
Texas	8	2	1
Louisiana	9	1	1
Mississippi	6	3	1
West Virginia	5	4	1
Maryland	4	4	2
Kentucky	3	3	1
Indiana	5	1	—
Illinois	3	2	—
Michigan	3	1	—
New Jersey	1	3	—
Arkansas	3	—	1
Iowa	3	—	—
Missouri	3	—	—

Maine	2	1	—
New Hampshire	2	1	—
Wisconsin	1	2	—
Connecticut	1	1	—
Kansas	1	1	—
Colorado	2	—	—
Washington, DC	1	—	—
Nebraska	1	—	—
Oklahoma	1	—	—
South Dakota	1	—	—
Delaware	1	—	—
Total	196	60	42

American Wholesale owns a wholesale distribution center located in an approximately 308,000 square foot facility in Florence, Alabama. In addition, we lease the tractor fleet operated by American Wholesale, which tractors pull the Company-owned and leased trailers and comprise our transportation fleet.

American Wholesale operates a facility located in Tuscumbia, Alabama that serves as a distribution facility and a facility used to refurbish store fixtures for use in our current stores. The square footage of the distribution facility is 178,000 square feet. The square footage of the fixture facility is 56,600 square feet. The distribution facility is leased on a ten year term ending on February 28, 2017. The fixture facility is leased on a five year term ending on December 31, 2019. Our principal executive offices are located in a 20,550 square-foot building located in Birmingham, Alabama that is leased on a ten year term ending on May 31, 2024. Each of these three leases involves related parties. See Note 7, "Related Party Transactions," in the Notes to Consolidated Financial Statements contained herein.

In addition, we lease approximately 4,034 square feet of office space in Franklin, Tennessee and an additional 8,320 square-foot building located in Birmingham, Alabama for additional corporate office space. The Franklin, Tennessee space is leased on a five year term ending on October 31, 2016. The Birmingham, Alabama space is leased on an eight year term ending on May 23, 2020. During the 2014 fiscal year, we purchased a 28,300 square-foot building located in Birmingham, Alabama that is used for additional corporate office space.

The Company, through its PGP subsidiary, also owns shopping centers in Florence, Alabama, Gardendale, Alabama, Fayetteville, North Carolina and Jacksonville, Florida that it leases to tenants. The four properties combined encompass approximately 364,000 square feet.

We consider our existing properties to be adequate for our present needs and believe that our existing leases are reasonable and appropriate based on location.

ITEM 3. LEGAL PROCEEDINGS

See Note 10, "Commitments and Contingencies," in the Notes to Consolidated Financial Statements contained herein and incorporated in this Item 3 by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The common stock of Books-A-Million, Inc. is traded on the NASDAQ Global Select Market under the symbol "BAMM." The chart below sets forth the high and low sales prices for the Company's common stock for each quarter of the fiscal years ended January 31, 2015 and February 1, 2014. We did not declare any dividends during these periods.

Fiscal Quarter Ended	High	Low
January 31, 2015	$2.52	$1.40
November 1, 2014	2.15	1.42
August 2, 2014	2.32	2.02
May 3, 2014	2.47	2.22
February 1, 2014	$2.58	$2.19
November 2, 2013	2.52	2.21
August 3, 2013	3.20	2.39
May 4, 2013	2.79	2.30

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The closing price for the Company’s common stock on April 15, 2015 was $2.82. As of April 6, 2015, Books-A-Million, Inc. had approximately 1,188 stockholders of record.

Issuer Purchases of Equity Securities

The Company’s Board of Directors approved a stock repurchase plan on August 21, 2012 (the “2012 Repurchase Program”), under which the Company was authorized to purchase up to $5.0 million of our common stock on the open market or through private transactions from time to time dependent upon market conditions. The 2012 Repurchase Program expired on March 31, 2014. The 2012 Repurchase Program did not obligate the Company to repurchase any specific number of shares. There were no common stock repurchases under the 2012 Repurchase Program during the fifty-two weeks ended January 31, 2015.

On June 5, 2014 and June 6, 2014, the Company entered into agreements to purchase 655,596 and 309,200 shares, respectively, of common stock of the Company, which shares were beneficially owned by a single stockholder, at a price of $2.15 per share. This price represented a $0.03 discount from the closing price of the Company's common stock on the NASDAQ Stock Market on June 4, 2014. The repurchase was approved by the Company's Board of Directors and completed as of June 11, 2014.

ITEM 6. SELECTED FINANCIAL DATA

No disclosure is required hereunder, as the Company is a “smaller reporting company,” as defined in Item 10(f) of Regulation S-K.

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The Company, founded in 1917, is principally a retailer of books, media and general merchandise through both its physical operations and its online store, booksamillion.com. As of January 31, 2015, the Company operated 256 retail book stores, including 196 superstores, concentrated in the eastern United States. Also included in the Company’s retail operations is the operation of Yogurt Mountain, a retailer and franchisor of self-serve frozen yogurt stores totaling 42 locations, of which 25 are owned locations. The Company also develops and manages commercial retail real estate. As of January 31, 2015, the Company owned and operated four shopping centers located in Florence, Alabama, Gardendale, Alabama, Fayetteville, North Carolina and Jacksonville, Alabama comprised of a total of approximately 364,000 square feet.

The Company has three reportable operating segments: retail trade; electronic commerce trade; and real estate development and management.

Our retail strategy consists of expanding product offerings and opening stores in new and existing market areas. In addition to opening new stores, management intends to continue its practice of reviewing the profitability trends and prospects of existing stores and closing or relocating under-performing stores or converting stores to different formats. During fiscal 2015, the Company opened 8 stores, closed 13 underperforming stores, converted 3 stores and relocated 2 stores, decreasing our store count from 261 at February 1, 2014 to 256 in 32 states and the District of Columbia at January 31, 2015. The strategy of our electronic commerce trade segment focuses on expanding the Company’s product offerings and increasing traffic to the Company’s online website through effective marketing programs and promotional activities. Our real estate strategy consists of developing and managing real estate to generate rental income.

The performance of the Company’s retail trade segment is partially measured based on comparable store sales, which is similar to most retailers, and by its ability to effectively manage expenses. Comparable store sales are determined each fiscal month during the year based on all stores that have been open at least 12 full fiscal months as of the first day of the fiscal month. Closed stores are considered comparable through the last complete fiscal month of operations. Remodeled and relocated stores are also included as comparable stores. The method of calculating comparable store sales varies across the retail industry. As a result, the Company's calculation of comparable store sales is not necessarily comparable to similarly titled measures reported by other companies. The factors affecting the future trend of comparable store sales include, among others, overall demand for products that the Company sells and the Company’s marketing programs, pricing strategies, store operations and competition. Strong vendor relationships are also a key driver to our success. Consolidation of vendors could have a negative impact on our results as it could hamper our ability to negotiate pricing and terms as well as cooperative advertising arrangements. Expense management for the Company’s retail trade segment focuses primarily on managing payroll, inventory levels and other operating expenses. The performance of the electronic commerce trade segment is driven by promoting and increasing traffic to the Company's online website, improving the customer experience while on the website, expanding product offerings including

e-content and traditional merchandise as found in our retail locations, and minimizing shipping costs. The performance of the Company's real estate development and management segment is driven by the ability to effectively locate and develop its properties for lease to tenants and manage the operating costs of the properties.
The Company's business, like that of many retailers, is seasonal, with a large portion of sales and operating profit realized during the fourth quarter, which includes the holiday selling season. As such, weather conditions, the overall economic environment and other factors that impact discretionary consumer spending patterns have a significant impact on fourth quarter and year-end results.

Anderson Family Proposal

On January 29, 2015, the Company announced the receipt of a non-binding proposal from Clyde B. Anderson, Executive Chairman of the Company, on behalf of the Anderson family, to acquire certain outstanding shares of the common stock of Books-A-Million, Inc., at a cash purchase price of $2.75 per share. In the proposed potential transaction, the Anderson family would acquire all of the outstanding shares of common stock of the Company not currently owned by the Anderson family through a merger of the Company with a newly formed acquisition vehicle that the Anderson family would control. The Company's Board of Directors (the "Board") has established a Special Committee of independent directors, comprised of Edward W. Wilhelm and Ronald J. Domanico, to review and consider the Anderson family proposal, and any other proposal received by the Board relating to a proposed transaction, with a view to making a recommendation to the Board as to whether such proposed transaction (with such changes and recommendations thereto as the Special Committee may, upon advice of legal, financial and other independent advisors, deem necessary or advisable) is fair to the Company and its stockholders and is advisable and in the best interest of the Company and its stockholders. The Special Committee has engaged independent financial and legal advisors to assist in evaluating the proposal. At this time, however, no decision has been made with respect to the Company's response to the proposal.

Results of Operations

The following is a highlight of our financial results for the last two fiscal years:

	Fiscal 2015 52 weeks	Fiscal 2014 52 weeks
Total revenues (in millions)	$474.1	$470.4
Operating income (loss), percentage to total revenue	1.0 %	(0.3)%
Comparable store sales increase(decrease)	0.4 %	(6.8)%
Net income (loss) from continuing operations (in millions)	$2.9	$(8.2)
Diluted earnings (loss) per share	$0.23	$(0.52)

The overall inventory level decreased approximately $11.6 million in fiscal 2015 compared to fiscal 2014, and inventory turnover increased for fiscal 2015 compared to fiscal 2014, primarily due to higher sales volumes in fiscal 2015 compared to fiscal 2014. We ended fiscal 2015 with $5.8 million of available cash and cash equivalents on the consolidated balance sheet and $99.7 million availability under the Credit Facility, as defined in Note 4, "Short-term Borrowing and Long-term Debt," in the Notes to Consolidated Financial Statements contained herein.
In recent years, the Company's financial performance has been significantly impacted by a number of factors, including slow economic recovery, increased online competition and the expanding digital market. However, the Company has also benefited from reduced physical bookstore competition in the marketplace. The changes in the electronic content channels have occurred over a relatively short time period, which has made the overall impact on physical book sales in the future, although negative, difficult to quantify. The Company is adjusting its merchandising strategy to deal with these marketplace changes by shifting its product mix toward non-book categories, including gifts, cards, games, toys, collectibles, music, DVDs, electronic devices and accessories. The Company's success in achieving this shift is dependent upon being responsive to cultural trends that influence the products that the Company sells.

The Company derives the majority of its sales and cash flow through its retail trade segment. The Company continues to generate a substantial portion of our sales through our book business. During the fourth quarter of fiscal 2015, sales in our book business was relatively unchanged versus last year. Our general merchandise categories have also performed well, showing strong year over year growth, due in large part to expanded offerings of toys, games, puzzles and novelty items. The Company

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offered eReader devices through its retail trade and electronic commerce trade segments; however, sales of these devices experienced significant declines during the year as a result of increased competition for devices and eBook formats.

The Company has also adjusted its strategy by expanding the Company's real estate development and management operations, an area that management believes can provide future growth opportunities for the Company. During fiscal 2015, the Company generated rental revenue through its fully occupied shopping centers in Florence, Alabama, and Fayetteville, North Carolina, as well as through its shopping centers in Gardendale, Alabama and Jacksonville, Florida that were under development.

Fiscal 2015 Compared to Fiscal 2014

Total revenue

(in thousands)	52 weeks ended January 31, 2015	% of Revenue		52 weeks ended February 1, 2014	% of Revenue	
Retail Trade	$465,656	98.2	%	$460,499	97.9	%
Electronic Commerce Trade	21,736	4.6	%	23,426	5.0	%
Real Estate Development and Management	3,054	0.6	%	1,947	0.4	%
Intersegment Sales Elimination	(16,362)	(3.4	)%	(15,502)	(3.3	)%
Total Revenue	$474,084	100.0	%	$470,370	100.0	%

During the 52-week period ended January 31, 2015, total revenue increased $3.7 million, or 0.8%, to $474.1 million from $470.4 million during the 52-week period ended February 1, 2014. The changes by segments were as follows:

- Retail trade revenue for the 52-week period ended January 31, 2015 increased $5.2 million, or 1.1%, to $465.7 million from $460.5 million during the 52-week period ended February 1, 2014 and accounted for 98.2% of the Company's total revenue. The increase resulted from higher comparable store sales and an increase in sales from new stores. Comparable store sales for the retail trade segment for the 52-week period ended January 31, 2015 increased 0.9% when compared to the comparable 52-week period ended February 1, 2014. The increase in comparable store sales for the 52-week period ended January 31, 2015 was due to increased sales of full price and bargain books and general merchandise, partially offset by decreases in magazine sales and electronic accessories.
- Electronic commerce trade revenue for the 52-week period ended January 31, 2015 decreased $1.7 million, or 7.3%, to $21.7 million from $23.4 million during the 52-week period ended February 1, 2014 and accounted for 4.6% of the Company's total revenue. The decrease was due primarily to lower sales of eReader devices, offset by increases in traditional internet book sales.
- Real estate development and management revenue for the 52-week period ended January 31, 2015 increased $1.2 million, or 63.2%, to $3.1 million from $1.9 million during the same period a year ago and accounted for 0.6% of the Company's total revenue. The increase in revenue was primarily due to 100% occupancy and a full year of rental revenue at the Company's shopping centers in Florence, Alabama, and Fayetteville, North Carolina, an increase in rental revenue at the Gardendale, Alabama location as a result of more than 95% occupancy at year end and an increase in rental revenue due to the Company's purchase of a shopping center in Jacksonville, Florida during the second quarter of fiscal 2015.
- The intersegment sales elimination primarily represents sales from retail trade to electronic commerce trade and increased in the 52-week period ended January 31, 2015 due to increases in traditional internet book sales as discussed above. Also included in the intersegment sales elimination is rent income derived by the real estate development and management segment from stores of the retail trade segment located in Florence, Alabama and Fayetteville, North Carolina shopping centers.

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Gross profit

(in thousands)	52 weeks ended January 31, 2015	% of Revenue		52 weeks ended February 1, 2014	% of Revenue	
Retail Trade	$136,147	29.2	%	$133,268	28.9	%
Electronic Commerce Trade	3,250	15.0	%	2,375	10.1	%
Real Estate Development and Management	2,401	78.6	%	1,633	83.9	%
Intersegment Sales Elimination	(1,378)	8.4	%	(931)	6.0	%
Gross Profit	$140,420	29.6	%	$136,345	29.0	%

During the 52-week period ended January 31, 2015, total gross profit increased $4.1 million, or 3.0%, to $140.4 million from $136.3 million during the 52-week period ended February 1, 2014. Gross profit as a percentage of revenue increased to 29.6% from 29.0% during fiscal 2015 as compared to fiscal 2014. The changes by segments were as follows:

- Retail trade gross profit for the 52-week period ended January 31, 2015 increased $2.8 million, or 2.1%, to $136.1 million from $133.3 million during the 52-week period ended February 1, 2014. Retail gross profit as a percentage of net revenue increased to 29.2% during fiscal 2015 from 28.9% during fiscal 2014. The increase in gross profit was due to the net increase in revenue (as discussed above). The increase in gross profit as a percentage of net revenue for the 52-week period ended January 31, 2015 was primarily a result of a more favorable mix of sales.
- Electronic commerce trade gross profit for the 52-week period ended January 31, 2015 increased $0.9 million, or 37.5%, to $3.3 million from $2.4 million during the 52-week period ended February 1, 2014. Electronic commerce trade gross profit as a percentage of revenue increased to 15.0% during fiscal 2015 from 10.1% during fiscal 2014. The increase in gross profit as a percentage of revenue was primarily due to lower net shipping costs and a more favorable mix of sales.
- Real estate development and management gross profit for the 52-week period ended January 31, 2015 increased $0.8 million, or 50.0%, to $2.4 million from $1.6 million during the 52-week period ended February 1, 2014. The increase in gross profit was due to a net increase in real estate development and management revenue (as discussed above).

Operating, selling and administrative expenses

(in thousands)	52 weeks ended January 31, 2015	% of Revenue		52 weeks ended February 1, 2014	% of Revenue	
Operating, selling and administrative expenses	$118,940	25.1	%	$118,744	25.2	%

Operating, selling and administrative expenses were $118.9 million for the 52-week period ended January 31, 2015, compared to $118.7 million for the 52-week period ended February 1, 2014. The increase in operating, selling and administrative expenses was primarily due to increases in repair and maintenance spending in stores. Operating, selling and administrative expenses as a percentage of net revenue for the 52-week period ended January 31, 2015 decreased to 25.1% from 25.2% from fiscal 2014 due to higher sales volume in fiscal 2015 compared to fiscal 2014.

Depreciation and amortization

(in thousands)	52 weeks ended January 31, 2015	% of Revenue		52 weeks ended February 1, 2014	% of Revenue	
Retail Trade	$15,494	3.3	%	$17,532	3.8	%
Electronic Commerce Trade	271	1.2	%	346	1.5	%

Real Estate Development and Management	660	21.6	%	473	24.3	%
Depreciation and amortization	$16,425	3.5	%	$18,351	3.9	%

Depreciation and amortization expenses decreased 10.9% to $16.4 million in the 52-week period ended January 31, 2015 compared to the 52-week period ended February 1, 2014. The decrease in retail trade depreciation expense was primarily due to

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historical reduction of capital spending on new superstores, partially offset by an increase in depreciation from real estate due to acquisition and development of properties. Depreciation and amortization expenses as a percentage of net revenue for the 52-week period ended January 31, 2015 totaled 3.5%, which was 0.4% lower than the 52-week period ended February 1, 2014.

Operating income (loss) from continuing operations

(in thousands)	52 weeks ended January 31, 2015	% of Revenue	52 weeks ended February 1, 2014	% of Revenue
Retail Trade	$3,953	0.8 %	$(1,165)	(0.3)%
Electronic Commerce Trade	445	2.0 %	(548)	(2.3)%
Real Estate Development and Management	1,167	38.2 %	694	35.6 %
Intersegment Sales Elimination	(946)	5.8 %	(460)	3.0 %
Operating income (loss) from continuing operations	$4,619	1.0 %	$(1,479)	(0.3)%

The Company’s consolidated operating income (loss) from continuing operations for the 52-week period ended January 31, 2015 increased $6.1 million to an operating income of $4.6 million from an operating loss of $1.5 million for the 52-week period ended February 1, 2014. This increase in operating income (loss) was primarily due to higher sales and resulting higher gross profit "as discussed above."

Interest expense, net

(in thousands)	52 weeks ended January 31, 2015	% of Revenue	52 weeks ended February 1, 2014	% of Revenue
Interest expense, net	$2,194	0.5 %	$2,079	0.4 %

Net interest expense was $2.2 million, or 0.5% of net revenue, during the 52-week period ended January 31, 2015, compared to $2.1 million, or 0.4% of net revenue, during the 52-week period ended February 1, 2014. The increase in interest expense for the 52-week period ended January 31, 2015 resulted from loan agreements entered into by the Company totaling $8.0 million during fiscal 2015 for the purpose of financing its real estate development and management operations, which raised interest expense in fiscal 2015 compared to the prior year. Interest expense in fiscal 2015 was also impacted by the Company having a lower average revolver debt of $41.0 million in fiscal 2015, compared to $49.6 million in fiscal 2014. The lower average revolver debt resulted from higher profitability in the fiscal 2015.

Income tax expense

(in thousands)	52 weeks ended January 31, 2015	% of Revenue	52 weeks ended February 1, 2014	% of Revenue
Income tax (benefit)/expense	$(242)	(0.1)%	$4,832	1.0 %

Income tax benefit was $0.2 million, or (0.1)% of net revenue, for fiscal 2015, compared to income tax expense of $4.8 million, or 1.0% of net revenue, during fiscal 2014. The reduction in income tax expense during fiscal 2015 compared to fiscal 2014 was primarily due to a reduction in the noncash valuation allowance against all but a certain portion of the Company's deferred tax assets during fiscal 2015, as compared with an increase in such valuation allowance during fiscal 2014.

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Net income (loss) from continuing operations

(in thousands)	52 weeks ended January 31, 2015	% of Revenue		52 weeks ended February 1, 2014		% of Revenue	
Net income (loss) from continuing operations	$2,908	0.6	%	$(8,233	)	(1.8	)%

As a result of the factors discussed above, the Company reported consolidated net income from continuing operations of $2.9 million, or 0.6% of total revenue, during fiscal 2015, compared to net loss from continuing operations of $8.2 million, or (1.8)% of total revenue, during fiscal 2014.

Critical Accounting Policies

General

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying consolidated financial statements and related footnotes. In preparing these financial statements, management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. The Company believes that the likelihood is remote that materially different amounts will be reported related to actual results for the estimates and judgments described below. However, application of these accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties, and, as a result, actual results could differ from these estimates.

Property and Equipment

Property and equipment are recorded at cost. Depreciation on equipment and furniture and fixtures is provided on the straight-line method over the estimated service lives, which range from two to ten years. Depreciation of buildings and amortization of leasehold improvements, including remodels, is provided on the straight-line basis over the lesser of the assets' estimated useful lives (ranging from 2 to 40 years) or, if applicable, the periods of the leases. Determination of useful asset life is based on several factors requiring judgment by management and adherence to generally accepted accounting principles for depreciable periods. Judgment used by management in the determination of useful asset life could relate to any of the following factors: expected use of the asset; expected useful life of similar assets; any legal, regulatory or contractual provisions that may limit the useful life; and other factors that may impair the economic useful life of the asset. Maintenance and repairs are charged to expense as incurred. Improvement costs are capitalized to property accounts and depreciated using applicable annual rates. The cost and accumulated depreciation of assets sold, retired or otherwise disposed of are removed from the accounts, and the related gain or loss is credited or charged to income. At January 31, 2015, the Company had $84.8 million of property and equipment, net of accumulated depreciation, accounting for approximately 28.8% of the Company's total assets. The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable in accordance with Accounting Standards Codification ("ASC") 360-10, Accounting for the Impairment or Disposal of Long-Lived Assets. The Company evaluates long-lived assets for impairment at the individual store level, which is the lowest level at which individual cash flows can be identified. When evaluating long-lived assets for potential impairment, the Company will first compare the carrying amount of the assets to the individual store's estimated future undiscounted cash flows. If the estimated future cash flows are less than the carrying amount of the assets, an impairment loss calculation is prepared. The impairment loss calculation compares the carrying amount of the assets to the individual store's fair value based on its estimated discounted future cash flows. If required, an impairment loss is recorded for that portion of the asset's carrying value in excess of fair value. Impairment losses, excluding goodwill impairment, totaled $0.4 million and $0.7 million in fiscal 2015 and 2014, respectively. For both years presented, the impairment losses related to the retail trade business segment.

Goodwill

ASC 350, Goodwill and Other Intangible Assets, requires that goodwill and other unamortizable intangible assets be tested for impairment at least annually, or earlier if there are impairment indicators. The goodwill impairment analysis first consists of the Company performing a qualitative analysis about the likelihood of goodwill impairment to determine whether a calculation of the fair value of a reporting unit is necessary. If it is determined that, based on the results of the qualitative analysis, goodwill is

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more likely than not impaired, the Company performs the two-step impairment test of goodwill as required by ASC 350. The first step of this test, used to identify potential impairment, compares the estimated fair value of a reporting unit with its carrying amount.

Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The Company completed its latest annual impairment test on goodwill during the fourth quarter of fiscal 2015. No goodwill impairment charges were recorded in fiscal 2015 or fiscal 2014. For further information on the goodwill impairment, see Note 1, "Summary of Significant Accounting Policies," in the Notes to Consolidated Financial Statements contained herein.

Closed Store Expenses

Management considers several factors in determining when to close or relocate a store. These factors include: decreases in store sales from the prior year; decreases in store sales from the current year budget; annual measurement of individual store pre-tax future net cash flows; indications that an asset no longer has an economically useful life; remaining term of an individual store lease; or other factors that would indicate that a store in the current location cannot be profitable.

When the Company closes or relocates a store, the Company charges unrecoverable costs to expense. Such costs include the net book value of abandoned fixtures and leasehold improvements, lease termination costs, costs to transfer inventory and usable fixtures, other costs in connection with vacating the leased location and a provision for future lease obligations, net of expected sublease recoveries. Costs associated with store closings and relocations, including costs related to store closings included in discontinued operations, were \$0.6 million and \$0.5 million, during fiscal 2015 and fiscal 2014, respectively.

Inventories

Inventories are counted throughout the fiscal year. Store inventory counts are performed by an independent inventory service, while warehouse inventory counts are performed internally. All physical inventory counts are reconciled to the Company's records. The Company's accrual for inventory shortages is based upon historical inventory shortage results.

Cost is assigned to store and warehouse inventories using the retail inventory method. Using this method, store and warehouse inventories are valued by applying a calculated cost-to-retail ratio to the retail value of inventories. The retail method is an averaging method that is widely used within the retail industry. Inventory costing also requires certain significant management estimates and judgments involving markdowns, the allocation of vendor allowances and shrinkage. These practices affect ending inventories at cost as well as the resulting gross margins and inventory turnover ratios.

The Company estimates and accrues shrinkage for the period between the last physical count of inventory and the balance sheet date. The accrual is calculated based on historical results. Reserves for markdowns are estimated based upon the Company's history of liquidating non-returnable inventory.

The Company utilizes the last-in, first-out (LIFO) method of accounting for inventories. The cumulative difference between replacement and current cost of inventory over stated LIFO value was \$4.6 million as of January 31, 2015 and February 1, 2014. The estimated replacement cost of inventory at January 31, 2015 was the current first-in, first out (FIFO) value of \$188.0 million.

Vendor Allowances

The Company receives allowances from its vendors under a variety of programs and arrangements, including merchandise placement and cooperative advertising programs. The Company accounts for these allowances under the provisions of ASC 605-50, Accounting by a Customer (Including a Reseller) for Certain Consideration Received from a Vendor, which addresses the accounting for vendor allowances. Vendor allowances for marketing support in excess of incremental direct costs are reflected as a reduction of inventory costs and recognized in cost of products sold upon the sale of the related inventory.

Accrued Expenses

On a monthly basis, certain material expenses are estimated and accrued to properly record those expenses in the period incurred. Such estimates include those made for payroll and employee benefits costs, occupancy costs and advertising expenses, among other items. Certain estimates are made based upon analysis of historical results. Differences in management's estimates and assumptions could result in accruals that are materially different from the actual results.

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Income Taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that result in temporary differences between the amounts recorded in its financial statements and tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The Company evaluates the realizability of its deferred tax assets on a quarterly basis. The Company takes into account such factors as prior earnings history, expected future earnings, carryback and carryforward periods and tax strategies that could potentially enhance the likelihood of a realization of a deferred income tax asset. To the extent that recovery is not more likely than not, a valuation allowance is established against the deferred income tax asset, increasing our income tax expense in the year such determination is made. The Company accounts for the recognition, measurement, presentation and disclosure of uncertain tax positions in accordance with the provisions of ASC 740-10, Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109. The Company evaluates these unrecognized tax benefits each reporting period.

Seasonality and Quarterly Results

Similar to many retailers, the Company’s business is seasonal, with its highest retail sales, gross profit and net income historically occurring in the fourth fiscal quarter. This seasonal pattern reflects the increased demand for books and gifts experienced during the year-end holiday selling season. Working capital requirements are generally highest during the third fiscal quarter and the early part of the fourth fiscal quarter due to the seasonality of the Company’s business. The Company’s results of operations depend significantly upon net sales generated during the fourth fiscal quarter, and any significant adverse trend in the net sales of such period would likely have a material adverse impact on the Company’s results of operations for the full year.

In addition, the Company’s results of operations may fluctuate from quarter to quarter as a result of the amount and timing of sales and profits contributed by new stores, as well as other factors. New stores require the Company to incur pre-opening expenses and often require several months of operation before generating acceptable sales volumes. Accordingly, the addition of a large number of new stores in a particular quarter could adversely affect the Company’s results of operations for that quarter.

Liquidity and Capital Resources

Our primary sources of liquidity are cash flows from operations, including credit terms from vendors, and borrowings under the Credit Facility, as described in Note 4, “Short Term Borrowing and Long-term Debt,” in the Notes to Consolidated Financial Statements contained herein. The maximum and average outstanding borrowings under the Credit Facility (including the face amount of letters of credit issued thereunder) during the 52-week period ended January 31, 2015 were $65.6 million and $41.0 million, respectively.

The Company’s capital expenditures totaled $24.9 million and $27.5 million in fiscal 2015 and fiscal 2014, respectively. These expenditures were used for new store openings, renovation and improvements to existing stores, purchasing and developing shopping centers in Fayetteville, North Carolina and Jacksonville, Florida and further completing development of a shopping center in Gardendale, Alabama.

Cash Flows

Operating activities provided cash of $24.7 million and $4.4 million in fiscal 2015 and fiscal 2014, respectively, and included the following effects:

- Net income increased $11.3 million to net income of $2.9 million in fiscal 2015 from net loss of $8.4 million in fiscal 2014. The increase was primarily a result of higher revenue due to higher comparable stores sales and additional real estate related income, higher gross profit % and lower operating expenses.
- Cash provided by inventories in fiscal year 2015 was $11.6 million compared to $2.1 million in fiscal year 2014. The increase of $9.5 million was primarily due to intentional reductions in inventory levels and higher sales in fiscal 2015 as compared to fiscal 2014.
-

Cash used for accounts payable (including related party payables) in fiscal 2015 was $5.8 million, compared to cash used for accounts payable (including related party payables) in fiscal 2014 of $13.6 million. The decrease of $7.8 million was primarily due to the timing of vendor payments for inventory and a reduction in inventory levels.

- Cash used by accrued expenses was $3.5 million in fiscal 2015, compared to cash used by accrued expenses of $0.7 million in fiscal 2014. Cash used by accrued expenses was driven primarily by reductions in deferred rent and reductions in capital spending.

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Cash used in investing activities in fiscal 2015 and fiscal 2014 reflected a net use of cash of $23.7 million and $28.5 million, respectively. Cash used was primarily related to capital expenditures due to the acquisition and development of commercial real estate property, the opening of new stores, the remodeling of existing stores and other improvements.

Financing activities used cash of $5.2 million in fiscal 2015, primarily as a result of a decrease in short-term borrowings (net of repayments), the purchase of common stock from a single stockholder, the payment of debt issuances fees and principal payments on capital lease obligations and other debt. Financing activities provided cash of $29.0 million in fiscal 2014, primarily as a result of an increase in short-term borrowing (net of repayments).

Future Commitments

The following table lists the aggregate maturities of various classes of obligations and expiration amounts of various classes of commitments of the Company at January 31, 2015 (in thousands):

	Payments Due Under Contractual Obligations(1)						
(in thousands)	Total	FY 2016	FY 2017	FY 2018	FY 2019	FY 2020	Thereafter
Short-term borrowings(2)	$9,750	$9,750	$—	$—	$—	$—	$—
Industrial revenue bond	3,740	—	3,740	—	—	—	—
PGP commercial real estate debt	20,102	699	780	814	850	888	16,071
Related party debt(3)	567	34	35	36	462	—	—
Subtotal of debt	34,159	10,483	4,555	850	1,312	888	16,071
Interest(4)	9,309	934	858	816	771	720	5,210
Operating leases(5)	144,894	38,133	32,608	26,281	19,570	12,537	15,765
Capital leases	1,655	508	498	477	172	—	—
Total of obligations	$190,017	$50,058	$38,519	$28,424	$21,825	$14,145	$37,046

(1) This table excludes any amounts related to the payment of $0.1 million of income tax uncertainties, as the Company cannot make a reasonable estimate of the periods of cash settlements with the respective taxing authorities.

(2) Short-term borrowings represent borrowings under the $150.0 million Credit Facility (see Note 4, "Short-term Borrowings and Long-term Debt," in the Notes to Consolidated Financial Statements contained herein) that are due in 12 months or less.

(3) See Note 7, "Related Party Transactions," in the Notes to Consolidated Financial Statements contained herein.

(4) Interest represents interest related to revolver loans, the industrial revenue bond, the PGP commercial real estate debt and related party debt.

(5) Excludes obligations under store leases for insurance, taxes and other maintenance costs.

Guarantees

From time to time, the Company enters into certain types of agreements that require the Company to indemnify parties against third-party claims. Generally, these agreements relate to: (a) agreements with vendors and suppliers, under which the Company may provide customary indemnification to its vendors and suppliers in respect of actions that they take at the Company's request or otherwise on its behalf, (b) agreements with vendors who publish books or manufacture merchandise specifically for the Company to indemnify the vendors against trademark and copyright infringement claims concerning the books published or merchandise manufactured on behalf of the Company, (c) real estate leases, under which the Company may agree to indemnify the lessors for claims arising from the Company's use of the property, and (d) agreements with the Company's directors, officers and employees, under which the Company may agree to indemnify such persons for liabilities arising out of their relationship with the Company. The Company has directors and officers liability insurance, which, subject to the policy's conditions, provides coverage for indemnification amounts payable by the Company with respect to its directors and officers up to specified limits and subject to certain deductibles.

The nature and terms of these types of indemnities vary. The events or circumstances that would require the Company to perform under these indemnities are transaction and circumstance specific. The overall maximum amount of obligations cannot be reasonably estimated. Historically, the Company has not incurred significant costs related to performance under these types of indemnities. No liabilities were recorded for these obligations on the Company's balance sheet at January 31, 2015 or February 1, 2014, as such liabilities are considered de minimis.

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Dividends

The Company, through its PGP subsidiary, paid dividends in fiscal 2015 to outside related party PGP unit holders in the amount of $61,000 and paid no dividends fiscal 2014.

Impact of Recent Accounting Pronouncements

See Note 2, “Recent Accounting Pronouncements,” in the Notes to Consolidated Financial Statements contained herein for information regarding recent accounting pronouncements.

Related Party Activities

See Note 7, “Related Party Transactions,” in the Notes to Consolidated Financial Statements contained herein for information regarding related party activities.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

No disclosure is required hereunder, as the Company is a “smaller reporting company,” as defined in Item 10(f) of Regulation S-K.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following financial statements of Books-A-Million, Inc. and its subsidiaries are included in response to this item:

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Report of Independent Registered Public Accounting Firm
Board of Directors and Stockholders
Books-A-Million, Inc.

We have audited the accompanying consolidated balance sheets of Books-A-Million Inc. and subsidiaries (the "Company") as of January 31, 2015 and February 1, 2014, and the related consolidated statements of operations, comprehensive income (loss), changes in stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Books-A-Million Inc. and subsidiaries as of January 31, 2015 and February 1, 2014 and the results of their operations and their cash flows for each of the two years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ GRANT THORNTON LLP
Atlanta, Georgia
April 17, 2015

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BOOKS-A-MILLION, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share and share amounts)

	January 31, 2015	February 1, 2014
Assets		
Current Assets:		
Cash and cash equivalents	$ 5,757	$ 9,926
Accounts receivable, net	3,464	3,656
Related party receivables	31	87
Inventories	187,960	199,584
Prepayments and other	6,390	6,292
Total Current Assets	203,602	219,545
Property and Equipment, net	84,757	77,396
Equity Method Investment	2,194	2,139
Other Assets:		
Goodwill	1,224	1,224
Other	2,474	2,428
Total Other Assets	3,698	3,652
Total Assets	$ 294,251	$ 302,732
Liabilities and Stockholders' Equity		
Current Liabilities:		
Trade accounts payable	$ 74,151	$ 84,411
Related party accounts payable	6,639	2,131
Accrued expenses	38,858	39,570
Deferred income taxes	18,692	18,807
Short-term borrowings and current portion of long term debt	10,483	19,140
Total Current Liabilities	148,823	164,059
Non-current Liabilities:		
Long-term debt	23,143	16,300
Related party note payable	533	567
Deferred rent	6,039	7,444
Deferred income taxes	1,223	406
Long term capital lease obligation	1,120	1,554
Liability for uncertain tax positions	106	412
Total Non-current Liabilities	32,164	26,683
Stockholders' Equity:		
Preferred stock, $.01 par value; 1,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock, $.01 par value; 30,000,000 shares authorized, 23,006,826 and 22,348,072 shares issued and 14,958,856 and 15,339,007 shares outstanding at January 31, 2015 and February 1, 2014, respectively	230	223
Additional paid-in capital	96,976	96,072
Treasury stock at cost, 8,047,970 and 7,009,065 shares at January 31, 2015 and February 1, 2014, respectively	(55,089)	(52,840)
Retained earnings	68,825	65,360

Accumulated other comprehensive income	(82)	104
Total Books-A-Million Stockholders' Equity	110,860	108,919
Noncontrolling interest	2,404	3,071
Total Equity	113,264	111,990
Total Liabilities and Stockholders' Equity	$ 294,251	$ 302,732

The accompanying notes are an integral part of these consolidated statements.

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BOOKS-A-MILLION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Fiscal Year Ended January 31, 2015 52 weeks	February 1, 2014 52 weeks
Revenue		
Net sales	$470,971	$468,489
Other Revenue	3,113	1,881
Total Revenues	474,084	470,370
Cost of products sold, including warehouse distribution and store occupancy costs (excluding depreciation and amortization)	333,664	334,025
Gross profit	140,420	136,345
Operating, selling and administrative expenses	118,940	118,744
Impairment charges	436	729
Depreciation and amortization	16,425	18,351
Operating income (loss) from continuing operations	4,619	(1,479)
Interest expense, net	2,194	2,079
Income (loss) from continuing operations before income taxes	2,425	(3,558)
Income tax (benefit) expense	(242)	4,832
Net income (loss) from continuing operations before equity method investment	2,667	(8,390)
Net income on equity method investment	241	157
Net income (loss) from continuing operations	2,908	(8,233)
Loss from discontinued operations	—	(130)
Net income (loss)	2,908	(8,363)
Less net loss attributable to noncontrolling interest	(630)	(779)
Net income (loss) attributable to Books-A-Million	$3,538	$(7,584)
Net income (loss) per share attributable to Books-A-Million:		
Basic		
Net income (loss) from continuing operations	$0.23	$(0.51)
Loss from discontinued operations	—	(0.01)
Net income (loss) per common share	$0.23	$(0.52)
Weighted average number of shares outstanding—basic	14,218	14,708
Diluted		
Net income (loss) from continuing operations	$0.23	$(0.51)
Loss from discontinued operations	—	(0.01)
Net income (loss) per common share	$0.23	$(0.52)
Weighted average number of shares outstanding—diluted	14,218	14,708

The accompanying notes are an integral part of these consolidated statements.

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BOOKS-A-MILLION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)

	Fiscal Year Ended January 31, 2015 52 Weeks	February 1, 2014 52 Weeks
Net income (loss)	$2,908	$(8,363)
Other comprehensive income, net of tax:		
Foreign currency translation adjustments	(186)	104
Total other comprehensive income, net of tax	(186)	104
Total comprehensive income (loss)	2,722	(8,259)
Comprehensive loss attributable to noncontrolling interest	(630)	(779)
Comprehensive income (loss) attributable to Books-A-Million	$3,352	$(7,480)

The accompanying notes are an integral part of these consolidated statements.

BOOKS-A-MILLION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(In thousands, except share amounts)

	Common Stock		Additional Paid-In Capital	Treasury Stock		Retained Earnings	Accumulated other comprehensive income	Non-controlling interest	Total Stockholders' Equity
	Shares	Amount		Shares	Amount				
Balance, February 2, 2013	22,071,507	$ 221	$ 95,181	6,625,526	$ (51,829)	$ 72,944	$ —	$ —	$ 116,517
Net loss	—	—	—	—	—	(7,584)		(779)	(8,363)
Proceeds from sale of minority interest in PGP	—	—	213	—	—	—	—	787	1,000
Consolidation of noncontrolling interest in Yogurt Mountain Holding, LLC	—	—	—	—	—	—	—	1,941	1,941
Conversion of noncontrolling interest note payable to equity	—	—	—	—	—	—	—	1,122	1,122
Accumulated other comprehensive income	—	—	—	—	—	—	104		104
Purchase of treasury stock, at cost	—	—	—	383,539	(1,011)	—		—	(1,011)
Issuance of restricted stock	282,673	2	808	—	—	—		—	810
Forfeiture of restricted stock	(30,884)	—	(7)	—	—	—		—	(7)
Issuance of stock for employee stock purchase plan	24,776	—	62	—	—	—		—	62
Exercise of stock options	—	—	—	—	—	—		—	—
Tax decrement from stock-based compensation	—	—	(185)	—	—	—		—	(185)
Balance at February 1, 2014	22,348,072	$ 223	$ 96,072	7,009,065	$ (52,840)	$ 65,360	$ 104	$ 3,071	$ 111,990
Net income (loss)	—	—	—	—	—	3,538	—	(630)	2,908
Consolidation of noncontrolling	—	—	(4)	—	—	—	—	—	(4)

interest in Yogurt Mountain Holding, LLC									
Conversion of noncontrolling interest note payable to equity	—	—	37	—	—	(12)	—	(37)	(12)
Accumulated other comprehensive income	—	—	—	—	—	—	(186)	—	(186)
Purchase of treasury stock, at cost	—	—	—	1,038,905	(2,249)	—	—	—	(2,249)
Issuance of restricted stock	669,894	6	879	—	—	—	—	—	885
Forfeiture of restricted stock	(35,267)	—	(27)	—	—	—	—	—	(27)
Issuance of stock for employee stock purchase plan	24,127	1	55	—	—	—	—	—	56
Dividends Paid	—	—	—	—	—				