Ulta Salon, Cosmetics & Fragrance, Inc.
Form 10-Q
November 29, 2012
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the Quarterly Period Ended October 27, 2012

or

¨ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from to

Commission File Number: 001-33764

ULTA SALON, COSMETICS & FRAGRANCE, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**36-3685240**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1000 Remington Blvd., Suite 120

Bolingbrook, Illinois	**60440**
(Address of principal executive offices)	**(Zip code)**

Registrant s telephone number, including area code: (630) 410-4800

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. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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). x Yes ¨ No

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

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

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

The number of shares of the registrant s common stock, par value $0.01 per share, outstanding as of November 20, 2012 was 63,773,520 shares.

Table of Contents

ULTA SALON, COSMETICS & FRAGRANCE, INC.

TABLE OF CONTENTS

Part I - Financial Information		
Item 1.	**Financial Statements**	
Balance Sheets		3
Statements of Income		5
Statements of Cash Flows		6
Statement of Stockholders Equity		7
Notes to Financial Statements		8
Item 2.	**Management s Discussion and Analysis of Financial Condition and Results of Operations**	11
Item 3.	**Quantitative and Qualitative Disclosures about Market Risk**	20
Item 4.	**Controls and Procedures**	20
Part II - Other Information		20
Item 1.	**Legal Proceedings**	20
Item 1A.	**Risk Factors**	21
Item 2.	**Unregistered Sales of Equity Securities and Use of Proceeds**	21
Item 3.	**Defaults Upon Senior Securities**	21
Item 4.	**Mine Safety Disclosures**	21
Item 5.	**Other Information**	21
Item 6.	**Exhibits**	22
SIGNATURES		23

Table of Contents

Part I - Financial Information

Item 1. Financial Statements

Ulta Salon, Cosmetics & Fragrance, Inc.

Balance Sheets

(In thousands)	October 27, 2012 (Unaudited)	January 28, 2012	October 29, 2011 (Unaudited)
Assets			
Current assets:			
Cash and cash equivalents	$ 191,724	$ 253,738	$ 130,657
Receivables, net	36,649	26,153	21,080
Merchandise inventories, net	462,833	244,647	354,891
Prepaid expenses and other current assets	50,197	43,430	40,223
Prepaid income taxes	13,417		505
Deferred income taxes	11,261	12,264	8,922
Total current assets	766,081	580,232	556,278
Property and equipment, net	467,165	376,985	373,794
Total assets	$ 1,233,246	$ 957,217	$ 930,072
Liabilities and stockholders equity			
Current liabilities:			
Accounts payable	$ 185,177	$ 86,442	$ 134,043
Accrued liabilities	90,354	74,411	81,116
Accrued income taxes		4,002	
Total current liabilities	275,531	164,855	215,159
Deferred rent	202,265	163,463	161,023
Deferred income taxes	48,450	44,195	29,458
Total liabilities	526,246	372,513	405,640
Commitments and contingencies (note 3)			

See accompanying notes to financial statements.

Table of Contents

Ulta Salon, Cosmetics & Fragrance, Inc.

Balance Sheets (continued)

(In thousands, except per share data)	October 27, 2012 (Unaudited)	January 28, 2012	October 29, 2011 (Unaudited)
Stockholders equity:			
Common stock, $.01 par value, 400,000 shares authorized; 64,319, 62,764 and 62,277 shares issued; 63,765, 60,209 and 61,772 shares outstanding; at October 27, 2012 (unaudited), January 28, 2012 and October 29, 2011 (unaudited), respectively	$ 643	$ 627	$ 623
Treasury stock-common, at cost	(7,494)	(7,415)	(4,179)
Additional paid-in capital	481,522	404,698	387,489
Retained earnings	232,329	186,794	140,499
Total stockholders equity	707,000	584,704	524,432
Total liabilities and stockholders equity	$ 1,233,246	$ 957,217	$ 930,072

See accompanying notes to financial statements.

Table of Contents

Ulta Salon, Cosmetics & Fragrance, Inc.

Statements of Income

(Unaudited)

	13 Weeks Ended		39 Weeks Ended	
(In thousands, except per share data)	**October 27, 2012**	**October 29, 2011**	**October 27, 2012**	**October 29, 2011**
Net sales	$ 505,640	$ 413,067	$ 1,461,421	$ 1,193,640
Cost of sales	320,147	263,884	937,391	775,265
Gross profit	185,493	149,183	524,030	418,375
Selling, general and administrative expenses	117,934	100,997	334,917	286,423
Pre-opening expenses	6,252	3,958	12,901	9,004
Operating income	61,307	44,228	176,212	122,948
Interest expense	39	176	164	496
Income before income taxes	61,268	44,052	176,048	122,452
Income tax expense	23,117	17,284	68,031	48,483
Net income	$ 38,151	$ 26,768	$ 108,017	$ 73,969
Net income per common share:				
Basic	$ 0.60	$ 0.44	$ 1.71	$ 1.21
Diluted	$ 0.59	$ 0.42	$ 1.68	$ 1.17
Weighted average common shares outstanding:				
Basic	63,484	61,451	63,016	61,044
Diluted	64,483	63,419	64,285	63,173
Dividends declared per common share	$	$	$ 1.00	$

See accompanying notes to financial statements.

Table of Contents

Ulta Salon, Cosmetics & Fragrance, Inc.

Statements of Cash Flows

(Unaudited)

(In thousands)	39 Weeks Ended October 27, 2012	39 Weeks Ended October 29, 2011
Operating activities		
Net income	$ 108,017	$ 73,969
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	64,832	55,625
Deferred income taxes	5,258	(568)
Non-cash stock compensation charges	9,721	8,223
Excess tax benefits from stock-based compensation	(41,343)	(18,127)
Loss on disposal of property and equipment	430	612
Change in operating assets and liabilities:		
Receivables	(10,496)	1,212
Merchandise inventories	(218,186)	(136,375)
Prepaid expenses and other current assets	(6,767)	(7,433)
Income taxes	23,924	28,306
Accounts payable	98,735	46,950
Accrued liabilities	4,531	(1,385)
Deferred rent	38,802	26,451
Net cash provided by operating activities	77,458	77,460
Investing activities		
Purchases of property and equipment	(144,030)	(97,695)
Net cash used in investing activities	(144,030)	(97,695)
Financing activities		
Dividends paid	(62,482)	
Excess tax benefits from stock-based compensation	41,343	18,127
Stock options exercised	25,776	21,580
Common stock repurchased	(79)	
Net cash provided by financing activities	4,558	39,707
Net (decrease) increase in cash and cash equivalents	(62,014)	19,472
Cash and cash equivalents at beginning of period	253,738	111,185
Cash and cash equivalents at end of period	$ 191,724	$ 130,657
Supplemental cash flow information		
Cash paid for income taxes (net of refunds)	$ 38,955	$ 20,745
Noncash investing and financing activities:		
Change in property and equipment included in accrued liabilities	$ 11,412	$ 6,237

See accompanying notes to financial statements.

Table of Contents

Ulta Salon, Cosmetics & Fragrance, Inc.

Statement of Stockholders Equity

(Unaudited)

(In thousands)	Common Stock Issued Shares	Common Stock Amount	Treasury - Common Stock Treasury Shares	Treasury - Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Total Stockholders Equity
Balance January 28, 2012	62,764	$ 627	(555)	$ (7,415)	$ 404,698	$ 186,794	$ 584,704
Stock options exercised and other awards	1,555	16			25,760		25,776
Common stock repurchased			1	(79)			(79)
Net income for the 39 weeks ended October 27, 2012						108,017	108,017
Excess tax benefits from stock-based compensation					41,343		41,343
Stock compensation charge					9,721		9,721
Dividends paid						(62,482)	(62,482)
Balance October 27, 2012	64,319	$ 643	(554)	$ (7,494)	$ 481,522	$ 232,329	$ 707,000

See accompanying notes to financial statements.

Table of Contents

Ulta Salon, Cosmetics & Fragrance, Inc.

Notes to Financial Statements

(Unaudited)

1. Business and basis of presentation

Ulta Salon, Cosmetics & Fragrance, Inc. (Company or Ulta) was incorporated in the state of Delaware on January 9, 1990, to operate specialty retail stores selling cosmetics, fragrance, haircare and skincare products, and related accessories and services. The stores also feature full-service salons. As of October 27, 2012, the Company operated 537 stores in 45 states, as shown in the table below:

State	Number of stores	State	Number of stores
Alabama	10	Montana	1
Arizona	23	Nebraska	3
Arkansas	4	Nevada	6
California	53	New Hampshire	1
Colorado	12	New Jersey	14
Connecticut	4	New Mexico	1
Delaware	1	New York	18
Florida	38	North Carolina	17
Georgia	21	North Dakota	1
Idaho	3	Ohio	18
Illinois	38	Oklahoma	8
Indiana	10	Oregon	6
Iowa	6	Pennsylvania	20
Kansas	3	Rhode Island	1
Kentucky	6	South Carolina	10
Louisiana	8	Tennessee	8
Maine	2	Texas	65
Maryland	9	Utah	6
Massachusetts	7	Virginia	12
Michigan	23	Washington	9
Minnesota	11	West Virginia	1
Mississippi	4	Wisconsin	7
Missouri	8	**Total**	**537**

The accompanying unaudited financial statements and related notes have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and the U.S. Securities and Exchange Commission s Article 10, Regulation S-X. In the opinion of management, the accompanying financial statements reflect all adjustments, which are of a normal recurring nature, necessary to fairly state the financial position and results of operations and cash flows for the interim periods presented.

The Company s business is subject to seasonal fluctuation. Significant portions of the Company s net sales and net income are realized during the fourth quarter of the fiscal year due to the holiday selling season. The results for the 13 and 39 weeks ended October 27, 2012 are not necessarily indicative of the results to be expected for the fiscal year ending February 2, 2013, or for any other future interim period or for any future year.

These interim financial statements and the related notes should be read in conjunction with the financial statements and notes included in the Company s Annual Report on Form 10-K for the fiscal year ended January 28, 2012. All amounts are stated in thousands, with the exception of per share amounts and number of stores.

8

Table of Contents

2. Summary of significant accounting policies

Information regarding the Company s significant accounting policies is contained in Note 2, Summary of significant accounting policies, to the financial statements in the Company s Annual Report on Form 10-K for the fiscal year ended January 28, 2012. Presented below in this and the following notes is supplemental information that should be read in conjunction with Notes to Financial Statements in the Annual Report.

Fiscal quarter

The Company s quarterly periods are the 13 weeks ending on the Saturday closest to April 30, July 31, October 31, and January 31. The Company s third quarters in fiscal 2012 and 2011 ended on October 27, 2012 and October 29, 2011, respectively.

Share-based compensation

The Company measures share-based compensation cost on the grant date, based on the fair value of the award, and recognizes the expense over the requisite service period for awards expected to vest. The Company estimated the grant date fair value of stock options using a Black-Scholes valuation model using the following assumptions for the periods indicated:

	39 Weeks Ended	
	October 27, 2012	**October 29, 2011**
Volatility rate	53.4%	54.0%
Average risk-free interest rate	1.2%	1.5%
Average expected life (in years)	6.3	6.3
Dividend yield	None	None

The Company granted 213 and 595 stock options during the 39 weeks ended October 27, 2012 and October 29, 2011, respectively. The weighted-average grant date fair value of these options was $45.84 and $34.74, respectively.

The Company recorded stock compensation expense of $3,375 and $3,027 for the 13 weeks ended October 27, 2012 and October 29, 2011, respectively. The Company recorded stock compensation expense of $9,721 and $8,223 for the 39 weeks ended October 27, 2012 and October 29, 2011, respectively. At October 27, 2012, there was approximately $32,340 of unrecognized compensation expense related to unvested options and restricted stock.

3. Commitments and contingencies

Leases The Company leases stores, distribution and office facilities, and certain equipment. Original non-cancelable lease terms range from three to ten years, and store leases generally contain renewal options for additional years. A number of the Company s store leases provide for contingent rentals based upon sales. Contingent rent amounts were insignificant in the 13 and 39 weeks ended October 27, 2012 and October 29, 2011. Total rent expense under operating leases was $29,708 and $24,713 for the 13 weeks ended October 27, 2012 and October 29, 2011, respectively. Total rent expense under operating leases was $83,415 and $69,697 for the 39 weeks ended October 27, 2012 and October 29, 2011, respectively.

General litigation On March 2, 2012, a putative employment class action lawsuit was filed against us and certain unnamed defendants in state court in Los Angeles County, California. On April 12, 2012, the Company removed the case to the United States District Court for the Central District of California. The plaintiff and members of the proposed class are alleged to be (or to have been) non-exempt hourly employees. The suit alleges that Ulta violated various provisions of the California labor laws and failed to provide plaintiff and members of the proposed class with full meal periods, paid rest breaks, certain wages, overtime compensation and premium pay. The suit seeks to recover damages and penalties as a result of these alleged practices. The Company denies plaintiff s allegations and is vigorously defending the matter.

The Company is also involved in various legal proceedings that are incidental to the conduct of its business. In the opinion of management, the amount of any liability with respect to these proceedings, either individually or in the aggregate, will not be material.

Table of Contents

4. Notes payable

On October 19, 2011, the Company entered into an Amended and Restated Loan and Security Agreement (the Loan Agreement) with Wells Fargo Bank, National Association, as Administrative Agent, Collateral Agent and a Lender thereunder, Wells Fargo Capital Finance LLC as a Lender, J.P. Morgan Securities LLC as a Lender, JP Morgan Chase Bank, N.A. as a Lender and PNC Bank, National Association, as a Lender. The Loan Agreement amended and restated the Loan and Security Agreement, dated as of August 31, 2010, by and among the Company and the lenders. The Loan Agreement extends the maturity of the Company s credit facility to October 2016, provides maximum revolving loans equal to the lesser of $200,000 or a percentage of eligible owned inventory, contains a $10,000 subfacility for letters of credit and allows the Company to increase the revolving facility by an additional $50,000, subject to consent by each lender and other conditions. The Loan Agreement contains a requirement to maintain a minimum amount of excess borrowing availability at all times. Substantially all of the Company s assets are pledged as collateral for outstanding borrowings under the credit facility. Outstanding borrowings will bear interest at the prime rate or Libor plus 1.50% and the unused line fee is 0.225%.

On September 5, 2012, the Company entered into Amendment No. 1 to Amended and Restated Loan and Security Agreement (the Amendment) with the lender group. The Amendment updates certain administrative terms and conditions and provides the Company greater flexibility to take certain corporate actions. There were no changes to the revolving loan amounts available, interest rates, covenants or maturity date under terms of the Loan Agreement.

As of October 27, 2012, January 28, 2012 and October 29, 2011, the Company had no borrowings outstanding under its credit facility.

5. Fair Value Measurements

The carrying value of cash and cash equivalents, accounts receivable, and accounts payable approximates their estimated fair values due to the short maturities of these instruments.

The Company has adopted the Accounting Standards Codification (ASC) rules for fair value measurements and disclosures. The adoption had no impact on the Company s financial statements. The new rules established a three-tier hierarchy for fair value measurements, which prioritizes the inputs used in measuring fair value as follows:

Level 1 observable inputs such as quoted prices for identical instruments in active markets.

Level 2 inputs other than quoted prices in active markets that are observable either directly or indirectly through corroboration with observable market data.

Level 3 unobservable inputs in which there is little or no market data, which would require the Company to develop its own assumptions.

As of October 27, 2012, the Company held financial liabilities of $2,727 related to its non-qualified deferred compensation plan. The liabilities have been categorized as Level 2 as they are based on third-party reported net asset values which are based primarily on quoted market prices of underlying assets of the funds within the plan.

Table of Contents

6. Net income per common share

The following is a reconciliation of net income and the number of shares of common stock used in the computation of net income per basic and diluted share:

	13 Weeks Ended		39 Weeks Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Net income	$ 38,151	$ 26,768	$ 108,017	$ 73,969
Denominator for basic net income per share weighted-average common shares	63,484	61,451	63,016	61,044
Dilutive effect of stock options and non-vested stock	999	1,968	1,269	2,129
Denominator for diluted net income per share	64,483	63,419	64,285	63,173
Net income per common share:				
Basic	$ 0.60	$ 0.44	$ 1.71	$ 1.21
Diluted	$ 0.59	$ 0.42	$ 1.68	$ 1.17

The denominators for diluted net income per common share for the 13 weeks ended October 27, 2012 and October 29, 2011 exclude 522 and 595 employee stock options, respectively, due to their anti-dilutive effects.

The denominators for diluted net income per common share for the 39 weeks ended October 27, 2012 and October 29, 2011 exclude 596 and 703 employee stock options, respectively, due to their anti-dilutive effects.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and related notes included elsewhere in this quarterly report. This discussion contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, which reflect our current views with respect to, among other things, future events and financial performance. You can identify these forward-looking statements by the use of forward-looking words such as outlook, believes, expects, plans, estimates, or other comparable words. Any forward-looking statements contained in this Form 10-Q are based upon our historical performance and on current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking statements are subject to various risks and uncertainties, which include, without limitation: the impact of weakness in the economy; changes in the overall level of consumer spending; changes in the wholesale cost of our products; the possibility that we may be unable to compete effectively in our highly competitive markets; the possibility that our continued opening of new stores could strain our resources and have a material adverse effect on our business and financial performance; the possibility that new store openings and existing locations may be impacted by developer or co-tenant issues; the possibility that the capacity of our distribution and order fulfillment infrastructure may not be adequate to support our recent growth and expected future growth plans; the possibility of material disruptions to our information systems; weather conditions that could negatively impact sales; and other risk factors detailed in our public filings with the Securities and Exchange Commission (the SEC), including risk factors contained in Item 1A, Risk Factors of our Annual Report on Form 10-K for the fiscal year ended January 28, 2012. We assume no obligation to update any forward-looking statements as a result of new information, future events or developments. References in the following discussion to we , us , our , the Company , Ulta and similar references mean Ulta Salon, Cosmetics & Fragrance, Inc. unless otherwise expressly stated or the context otherwise requires.

Overview

We were founded in 1990 as a discount beauty retailer at a time when prestige, mass and salon products were sold through separate distribution channels. After extensive research, we recognized an opportunity to better satisfy how a woman wanted to shop for beauty

products. This led to what we believe to be a unique retail approach that focuses on all aspects of how women prefer to shop for beauty products by combining one-stop shopping, a compelling value proposition and convenient locations, together with an uplifting specialty retail experience. We believe our strategy provides us with the competitive advantages that have contributed to our strong financial performance.

We are currently the largest beauty retailer that provides one-stop shopping for prestige, mass and salon products and salon services in the United States. We focus on providing affordable indulgence to our customers by combining one-stop shopping in convenient locations with the distinctive environment and experience of a specialty retailer. Key aspects of our beauty superstore strategy include our ability to offer our customers a broad selection of over 20,000 beauty products across the categories of cosmetics, fragrance, haircare, skincare, bath and body products and salon styling tools, as well as salon haircare products. We focus on delivering a compelling value proposition to our customers across all of our product categories. Our stores are predominately located in convenient, high-traffic locations such as power centers. As of October 27, 2012, we operated 537 stores across 45 states.

The continued growth of our business and any future increases in net sales, net income and cash flows are dependent on our ability to execute our growth strategy, including growing our store base, expanding our product, brand and service offerings, enhancing our loyalty program, broadening our marketing reach, expanding our digital business and improving our profitability by expanding operating margin. We believe that the steadily expanding U.S. beauty products and services industry, the shift in distribution of prestige beauty products from department stores to specialty retail stores, coupled with Ulta s competitive strengths, positions us to capture additional market share in the industry through successful execution of our growth strategy.

Comparable store sales is a key metric that is monitored closely within the retail industry. Our comparable store sales have fluctuated in the past and we expect them to continue to fluctuate in the future. A variety of factors affect our comparable store sales, including general U.S. economic conditions, changes in merchandise strategy or mix, and timing and effectiveness of our marketing activities, among others.

Over the long-term, our growth strategy is to increase total net sales through increases in our comparable store sales and by opening new stores. Gross profit as a percentage of net sales is expected to increase as a result of our ability to expand merchandise margin and leverage our supply chain infrastructure and fixed store costs with comparable store sales increases and operating efficiencies. We plan to continue to improve our operating results by leveraging our fixed costs and decreasing our selling, general and administrative expenses, as a percentage of our net sales.

General economic conditions

Economic conditions in the U.S. continue to be uneven. Fiscal stress in Europe and economic uncertainty in the U.S. related to deficit issues, potential tax increases and federal spending cuts has resulted in significant fluctuations in the U.S. stock markets. While the U.S. credit markets have stabilized and credit availability has improved compared to the recent recessionary period, economic growth is expected to continue to be weak. Consumer spending habits are affected by levels of unemployment, unsettled financial markets, weakness in housing and real estate, higher interest rates, fuel and energy costs, and consumer perception of economic conditions, among others. Sudden negative changes in one or more of the factors that influence consumer spending could adversely affect consumer spending levels which could lead to reduced consumer demand for our merchandise and adversely affect our sales levels and financial performance.

Current business trends

We recorded a 8.4% comparable store sale increase during the 13 week third quarter period and a 9.3% comparable store sales increase during the first 39 weeks of fiscal 2012. We do not expect the high single digit to low double digit comparable store sales increases of recent quarters to continue into the future. Our long-term annual net income growth target of 25% to 30% is based on comparable store sales increases of 3% to 5%.

Basis of presentation

The Company has determined its operating segments on the same basis that it uses to internally evaluate performance. We have combined our three operating segments: retail stores, salon services and e-commerce, into one reportable segment because they have a similar class of consumer, economic characteristics and nature of products.

Net sales include store and e-commerce merchandise sales as well as salon service revenue. We recognize merchandise revenue at the point of sale in our retail stores and the time of shipment in the case of e-commerce sales. Merchandise sales are recorded net of estimated returns. Salon service revenue is recognized at the time the service is provided. Gift card sales revenue is deferred until the customer redeems the gift card. Company coupons and other incentives are recorded as a reduction of net sales.

Table of Contents

Comparable store sales reflect sales for stores beginning on the first day of the 14th month of operation. Therefore, a store is included in our comparable store base on the first day of the period after one year of operations plus the initial one month grand opening period.
Non-comparable store sales include sales from new stores that have not yet completed their 13th month of operation and stores that were closed for part or all of the period in either year as a result of remodel activity. Remodeled stores are included in comparable store sales unless the store was closed for a portion of the current or prior period. E-commerce merchandise sales are excluded from comparable store sales. There may be variations in the way in which some of our competitors and other retailers calculate comparable or same store sales.

Comparable store sales is a critical measure that allows us to evaluate the performance of our store base as well as several other aspects of our overall strategy. Several factors could positively or negatively impact our comparable store sales results:

- the general national, regional and local economic conditions and corresponding impact on consumer spending levels;
- the introduction of new products or brands;
- the location of new stores in existing store markets;
- competition;
- our ability to respond on a timely basis to changes in consumer preferences;
- the effectiveness of our various marketing activities; and
- the number of new stores opened and the impact on the average age of all of our comparable stores.

Cost of sales includes:

- the cost of merchandise sold, including all vendor allowances, which are treated as a reduction of merchandise costs;
- warehousing and distribution costs including labor and related benefits, freight, rent, depreciation and amortization, real estate taxes, utilities and insurance;
- store occupancy costs including rent, depreciation and amortization, real estate taxes, utilities, repairs and maintenance, insurance, licenses and cleaning expenses;
- salon payroll and benefits;
- customer loyalty program expense; and

shrink and inventory valuation reserves.

Our cost of sales may be negatively impacted as we open an increasing number of stores. Changes in our merchandise mix may also have an impact on cost of sales. This presentation of items included in cost of sales may not be comparable to the way in which our competitors or other retailers compute their cost of sales.

Selling, general and administrative expenses include:

- payroll, bonus and benefit costs for retail and corporate employees;
- advertising and marketing costs;
- occupancy costs related to our corporate office facilities;

Table of Contents

- stock-based compensation expense;
- depreciation and amortization for all assets except those related to our retail and warehouse operations, which are included in cost of sales; and
- legal, finance, information systems and other corporate overhead costs.

This presentation of items in selling, general and administrative expenses may not be comparable to the way in which our competitors or other retailers compute their selling, general and administrative expenses.

Pre-opening expenses include non-capital expenditures during the period prior to store opening for new, remodeled and relocated stores including rent during the construction period for new and relocated stores, store set-up labor, management and employee training and grand opening advertising.

Interest expense represents unused facility fees associated with our credit facility, which is structured as an asset based lending instrument. Our credit facility may be used to fund seasonal inventory needs and new and remodel store capital requirements in excess of our cash on hand and cash flow from operations. Our credit facility interest is based on a variable interest rate structure which can result in increased cost in periods of rising interest rates.

Income tax expense reflects the federal statutory tax rate and the weighted average state statutory tax rate for the states in which we operate stores.

Table of Contents

Results of operations

Our quarterly periods are the 13 weeks ending on the Saturday closest to April 30, July 31, October 31 and January 31. The Company s third quarters in fiscal 2012 and 2011 ended on October 27, 2012 and October 29, 2011, respectively. Our quarterly results of operations have varied in the past and are likely to do so again in the future. As such, we believe that period-to-period comparisons of our results of operations should not be relied upon as an indication of our future performance.

The following tables present the components of our results of operations for the periods indicated:

	13 Weeks Ended		39 Weeks Ended	
(Dollars in thousands)	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Net sales	$ 505,640	$ 413,067	$ 1,461,421	$ 1,193,640
Cost of sales	320,147	263,884	937,391	775,265
Gross profit	185,493	149,183	524,030	418,375
Selling, general and administrative expenses	117,934	100,997	334,917	286,423
Pre-opening expenses	6,252	3,958	12,901	9,004
Operating income	61,307	44,228	176,212	122,948
Interest expense	39	176	164	496
Income before income taxes	61,268	44,052	176,048	122,452
Income tax expense	23,117	17,284	68,031	48,483
Net income	$ 38,151	$ 26,768	$ 108,017	$ 73,969
Other operating data:				
Number of stores end of period	537	442	537	442
Comparable store sales increase	8.4%	9.6%	9.3%	10.7%

	13 Weeks Ended		39 Weeks Ended	
(Percentage of net sales)	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	63.3%	63.9%	64.1%	64.9%
Gross profit	36.7%	36.1%	35.9%	35.1%
Selling, general and administrative expenses	23.3%	24.5%	22.9%	24.0%
Pre-opening expenses	1.2%	1.0%	0.9%	0.8%
Operating income	12.1%	10.7%	12.1%	10.3%
Interest expense	0.0%	0.0%	0.0%	0.0%
Income before income taxes	12.1%	10.7%	12.0%	10.3%
Income tax expense	4.6%	4.2%	4.7%	4.1%
Net income	7.5%	6.5%	7.4%	6.2%

Table of Contents

Comparison of 13 weeks ended October 27, 2012 to 13 weeks ended October 29, 2011

Net sales

Net sales increased $92.5 million, or 22.4%, to $505.6 million for the 13 weeks ended October 27, 2012, compared to $413.1 million for the 13 weeks ended October 29, 2011. Salon service sales increased $4.3 million, or 17.2%, to $29.3 million compared to$25.0 million in third quarter 2011. The net sales increases are due to comparable stores increases of $33.0 million and non-comparable stores increases of $59.5 million compared to the third quarter 2011.

Our 8.4% comparable store sales increase included a 7.9% increase in traffic and a 0.5% increase in average ticket. We attribute the increase in comparable store sales to our successful marketing and merchandising strategies.

Gross profit

Gross profit increased $36.3 million, or 24.3%, to $185.5 million for the 13 weeks ended October 27, 2012, compared to $149.2 million for the 13 weeks ended October 29, 2011. Gross profit as a percentage of net sales increased 60 basis points to 36.7% for the 13 weeks ended October 27, 2012, compared to 36.1% for the 13 weeks ended October 29, 2011. The increases in gross profit margin were primarily driven by:

- 40 basis points improvement in merchandise margins driven by our marketing and merchandising strategies; and
- 40 basis points of leverage in fixed store costs attributed to the impact of higher sales volume.

Selling, general and administrative expenses

Selling, general and administrative (SG&A) expenses increased $16.9 million, or 16.8%, to $117.9 million for the 13 weeks ended October 27, 2012, compared to $101.0 million for the 13 weeks ended October 29, 2011. As a percentage of net sales, SG&A expenses decreased 120 basis points to 23.3% for the 13 weeks ended October 27, 2012, compared to 24.5% for the 13 weeks ended October 29, 2011. The leverage in SG&A expenses was primarily driven by 110 basis points in corporate overhead leverage attributed to higher sales volume.

Pre-opening expenses

Pre-opening expenses increased $2.3 million to $6.3 million for the 13 weeks ended October 27, 2012, compared to $4.0 million for the 13 weeks ended October 29, 2011. During the 13 weeks ended October 27, 2012, we opened 49 new stores , relocated 1 store and remodeled 11, compared to 28 new store openings and 1 relocated store during the 13 weeks ended October 29, 2011.

Interest expense

Interest expense was insignificant for the 13 weeks ended October 27, 2012 and October 29, 2011. We did not access our credit facility during the third quarter fiscal 2012 or 2011. Interest expense for both periods represents various unused fees related to the credit facility.

Income tax expense

Income tax expense of $23.1 million for the 13 weeks ended October 27, 2012 represents an effective tax rate of 37.7%, compared to $17.3 million of tax expense representing an effective tax rate of 39.2% for the 13 weeks ended October 29, 2011. The lower tax rate is primarily due to stock option exercises.

Net income

Net income increased $11.4 million, or 42.5%, to $38.2 million for the 13 weeks ended October 27, 2012, compared to $26.8 million for the 13 weeks ended October 29, 2011. The increase is primarily related to the $36.3 million increase in gross profit, offset by a $16.9 million increase in SG&A expenses and a $5.8 million increase in income tax expense.

Table of Contents

Comparison of 39 weeks ended October 27, 2012 to 39 weeks ended October 29, 2011

Net sales

Net sales increased $267.8 million, or 22.4%, to $1,461.4 million for the 39 weeks ended October 27, 2012, compared to $1,193.6 million for the 39 weeks ended October 29, 2011. Salon service sales increased $14.0 million, or 19.3%, to $86.5 million compared to $72.5 million in the first 39 weeks of fiscal 2011. The net sales increases are due to comparable stores increases of $106.4 million and non-comparable stores increases of $161.4 million compared to the first 39 weeks of fiscal 2011.

Our 9.3% comparable store sales increase included a 6.4% increase in traffic and a 2.9% increase in average ticket. We attribute the increase in comparable store sales to our successful marketing and merchandising strategies.

Gross profit

Gross profit increased $105.6 million, or 25.3%, to $524.0 million for the 39 weeks ended October 27, 2012, compared to $418.4 million for the 39 weeks ended October 29, 2011. Gross profit as a percentage of net sales increased 80 basis points to 35.9% for the 39 weeks ended October 27, 2012, compared to 35.1% for the 39 weeks ended October 29, 2011. The increases in gross profit margin were primarily driven by:

- 50 basis points improvement in merchandise margins driven by our marketing and merchandising strategies; and
- 50 basis points of leverage in fixed store costs attributed to the impact of higher sales volume.

Selling, general and administrative expenses

Selling, general and administrative (SG&A) expenses increased $48.5 million, or 16.9%, to $334.9 million for the 39 weeks ended October 27, 2012, compared to $286.4 million for the 39 weeks ended October 29, 2011. As a percentage of net sales, SG&A expenses decreased 110 basis points to 22.9% for the 39 weeks ended October 27, 2012, compared to 24.0% for the 39 weeks ended October 29, 2011. The leverage in SG&A expenses was primarily driven by:

- 40 basis points improvement in variable store and marketing expense leverage attributed to cost efficiencies and higher sales volume; and
- 70 basis points in corporate overhead leverage attributed to higher sales volume.

Pre-opening expenses

Pre-opening expenses increased $3.9 million to $12.9 million for the 39 weeks ended October 27, 2012, compared to $9.0 million for the 39 weeks ended October 29, 2011. During the 39 weeks ended October 27, 2012, we opened 89 new stores, relocated 3 stores and remodeled 20 stores, compared to 54 new store openings, 2 relocated stores and 17 remodeled stores during the 39 weeks ended October 29, 2011.

Interest expense

Interest expense was insignificant for the 39 weeks ended October 27, 2012 and October 29, 2011. We did not utilize our credit facility during the first nine months of fiscal 2012 or 2011. Interest expense for both periods represents various unused fees related to the credit facility.

Income tax expense

Income tax expense of $68.0 million for the 39 weeks ended October 27, 2012 represents an effective tax rate of 38.6%, compared to $48.5 million of tax expense representing an effective tax rate of 39.6% for the 39 weeks ended October 29, 2011. The lower tax rate is primarily due to stock option exercises and less non-deductible executive compensation.

17

Table of Contents

Net income

Net income increased $34.0 million, or 46.0%, to $108.0 million for the 39 weeks ended October 27, 2012, compared to $74.0 million for the 39 weeks ended October 29, 2011. The increase is primarily related to the $105.6 million increase in gross profit, offset by a $48.5 million increase in SG&A expenses and a $19.5 million increase in income tax expense.

Liquidity and capital resources

Our primary cash needs are for capital expenditures for new, relocated and remodeled stores, increased merchandise inventories related to store expansion, and for continued improvement in our information technology systems.

Our primary sources of liquidity are cash on hand and cash flows from operations, including changes in working capital and borrowings under our credit facility. The most significant component of our working capital is merchandise inventories reduced by related accounts payable and accrued expenses. Our working capital position benefits from the fact that we generally collect cash from sales to customers the same day, or within several days of the related sale, while we typically have up to 30 days to pay our vendors.

Our working capital needs are greatest from August through November each year as a result of our inventory build-up during this period for the approaching holiday season. This is also the time of year when we are at maximum investment levels in our new store class and may not have collected all of the landlord allowances due to us as part of our lease agreements. Based on past performance and current expectations, we believe that cash on hand, cash generated from operations and borrowings under our credit facility will satisfy the Company s working capital needs, capital expenditure needs, commitments, and other liquidity requirements through at least the next 12 months.

The following table presents a summary of our cash flows for the periods indicated:

	39 Weeks Ended	
(In thousands)	**October 27, 2012**	**October 29, 2011**
Net cash provided by operating activities	$ 77,458	$ 77,460
Net cash used in investing activities	(144,030)	(97,695)
Net cash provided by financing activities	4,558	39,707
Net (decrease) increase in cash and cash equivalents	$ (62,014)	$ 19,472

Operating activities

Operating activities consist of net income adjusted for certain non-cash items, including depreciation and amortization, non-cash stock-based compensation, realized gains or losses on disposal of property and equipment, and the effect of working capital changes.

Merchandise inventories were $462.8 million at October 27, 2012, compared to $354.9 million at October 29, 2011, representing an increase of $107.9 million. The increase is primarily due to the addition of 95 net new stores opened since October 29, 2011 and the opening of the Chambersburg, Pennsylvania distribution center. The increase in average inventory per store reflects the Company s normal holiday inventory build, incremental inventory related to the recently added prestige brand boutiques as well as strategic inventory investments to help ensure strong holiday in-stock levels.

Deferred rent liabilities were $202.3 million at October 27, 2012, an increase of $41.3 million compared to October 29, 2011. Deferred rent includes deferred construction allowances, future rental increases and rent holidays which are all recognized on a straight-line basis over their respective lease term. The increase is primarily due to the addition of 95 net new stores opened since October 29, 2011 and the opening of the Chambersburg, Pennsylvania distribution center.

The $23.9 million cash flow benefit from income taxes is attributed to Federal income tax deductions due to accelerated bonus depreciation on fixed assets and tax deductible stock option exercises and share sales deemed to be disqualifying dispositions.

18

Table of Contents

Investing activities

We have historically used cash primarily for new and remodeled stores as well as investments in information technology systems. Investment activities related to capital expenditures were $144.0 million during the 39 weeks ended October 27, 2012, compared to $97.7 million during the 39 weeks ended October 29, 2011. The increase in capital expenditures year over year is primarily due to the increased number of new store openings during fiscal 2012.

Financing activities

Financing activities in fiscal 2012 consist principally of capital stock transactions and a dividend payment. We had no borrowings outstanding under our credit facility as of October 27, 2012, January 28, 2012 and October 29, 2011. The zero outstanding borrowings position is due to a combination of factors including strong sales growth, overall performance of management initiatives including expense control and other working capital reductions. We may require borrowings under the facility from time to time in future periods to support our new store program and seasonal inventory needs.

Dividend

On March 8, 2012, we announced that our Board of Directors had declared a $1.00 per share special cash dividend to shareholders of record as of the close of business on March 20, 2012. The special cash dividend totaling $62.5 million was paid on May 15, 2012.

Our Board of Directors may, in its discretion, determine future dividends after giving consideration to our levels of profit and cash flow, capital requirements, current and future liquidity, restrictions included as part of our credit facility as well as financial and other conditions existing at the time.

Credit facility

On October 19, 2011, we entered into an Amended and Restated Loan and Security Agreement (the Loan Agreement) with Wells Fargo Bank, National Association, as Administrative Agent, Collateral Agent and a Lender thereunder, Wells Fargo Capital Finance LLC as a Lender, J.P. Morgan Securities LLC as a Lender, JP Morgan Chase Bank, N.A. as a Lender and PNC Bank, National Association, as a Lender. The Loan Agreement amended and restated the Loan and Security Agreement, dated as of August 31, 2010, by and among the Company and the lenders. The Loan Agreement extends the maturity of the Company s credit facility to October 2016, provides maximum revolving loans equal to the lesser of $200,000 or a percentage of eligible owned inventory, contains a $10,000 subfacility for letters of credit and allows the Company to increase the revolving facility by an additional $50,000, subject to consent by each lender and other conditions. The Loan Agreement contains a requirement to maintain a minimum amount of excess borrowing availability at all times. Substantially all of the Company s assets are pledged as collateral for outstanding borrowings under the facility. Outstanding borrowings will bear interest at the prime rate or Libor plus 1.50% and the unused line fee is 0.225%.

On September 5, 2012, we entered into Amendment No. 1 to Amended and Restated Loan and Security Agreement (the Amendment) with the lender group. The Amendment updates certain administrative terms and conditions and provides us greater flexibility to take certain corporate actions. There were no changes to the revolving loan amounts available, interest rates, covenants or maturity date under terms of the Loan Agreement.

As of October 27, 2012, January 28, 2012 and October 29, 2011, we had no borrowings outstanding under our credit facility.

Off-balance sheet arrangements

Our off-balance sheet arrangements consist of operating lease obligations and letters of credit. We do not have any non-cancelable purchase commitments as of October 27, 2012.

Contractual obligations

Our contractual obligations consist of operating lease obligations and our revolving line of credit. No material changes outside the ordinary course of business have occurred in our contractual obligations during the 39 weeks ended October 27, 2012.

19

Table of Contents

Critical accounting policies and estimates

Management s discussion and analysis of financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). The preparation of these financial statements required the use of estimates and judgments that affect the reported amounts of our assets, liabilities, revenues and expenses. Management bases estimates on historical experience and other assumptions it believes to be reasonable under the circumstances and evaluates these estimates on an on-going basis. Actual results may differ from these estimates. There have been no significant changes to the critical accounting policies and estimates included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2012.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in interest rates. We do not hold or issue financial instruments for trading purposes.

Interest rate sensitivity

We are exposed to interest rate risks primarily through borrowings under our credit facility. Interest on our borrowings is based upon variable rates. We did not access our credit facility during the 39 week period ended October 27, 2012. The interest expense recognized in our statement of income represents unused fees associated with the credit facility.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures over Financial Reporting

We have established disclosure controls and procedures to ensure that material information relating to the Company is made known to the officers who certify our financial reports and to the members of our senior management and Board of Directors.

Based on management s evaluation as of October 27, 2012, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective to ensure that the information required to be disclosed by us in our reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes to our internal controls over financial reporting during the 39 weeks ended October 27, 2012 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Part II - Other Information

Item 1. Legal Proceedings

General litigation On March 2, 2012, a putative employment class action lawsuit was filed against us and certain unnamed defendants in state court in Los Angeles County, California. On April 12, 2012, the Company removed the case to the United States District Court for the Central District of California. The plaintiff and members of the proposed class are alleged to be (or to have been) non-exempt hourly employees. The suit alleges that Ulta violated various provisions of the California labor laws and failed to provide plaintiff and members of the proposed class with full meal periods, paid rest breaks, certain wages, overtime compensation and premium pay. The suit seeks to recover damages and penalties as a result of these alleged practices. The Company denies plaintiff s allegations and is vigorously defending the matter.

We are also involved in various legal proceedings that are incidental to the conduct of our business. In the opinion of management, the amount of any liability with respect to these proceedings, either individually or in the aggregate, will not be material.

Table of Contents

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended January 28, 2012, which could materially affect our business, financial condition, financial results or future performance. There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended January 28, 2012.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth repurchases of our common stock during the third quarter of 2012:

Period	Total number of shares purchased (1)	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs (2)	Number of maximum shares that may yet to be purchased under plans or programs (2)
August 26, 2012 to September 22, 2012	282	100.16		

(1) Represents shares of the Company s common stock transferred from employees in satisfaction of minimum statutory tax withholding obligations upon the vesting of restricted stock during the period.

(2) During the third quarter of 2012, the Company did not have a formal plan or program for the repurchase of the Company s common stock.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

None

Table of Contents

Item 6. Exhibits

Exhibit Number	Description of document	Filed Herewith	Incorporated by Reference Form	Exhibit Number	File Number	Filing Date
3.1	Amended and Restated Certificate of Incorporation		S-1	3.1	333-144405	8/17/2007
3.2	Amended and Restated Bylaws		S-1	3.2	333-144405	8/17/2007
4.1	Specimen Common Stock Certificate		S-1	4.1	333-144405	10/11/2007
4.2	Third Amended and Restated Registration Rights Agreement between Ulta Salon, Cosmetics & Fragrance, Inc. and the stockholders party thereto		S-1	4.2	333-144405	8/17/2007
4.3	Stockholder Rights Agreement		S-1	4.4	333-144405	8/17/2007
31.1	Certification of the Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of the Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS *	XBRL Instance	X				
101.SCH *	XBRL Taxonomy Extension Schema	X				
101.CAL *	XBRL Taxonomy Extension Calculation	X				
101.LAB *	XBRL Taxonomy Extension Labels	X				
101.PRE *	XBRL Taxonomy Extension Presentation	X				
101.DEF *	XBRL Taxonomy Extension Definition	X				

* In accordance with Rule 406T of Regulation S-T, the Interactive Data Files in Exhibit 101 to the Quarterly Report on Form 10-Q shall be deemed furnished and not filed.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on November 29, 2012 on its behalf by the undersigned, thereunto duly authorized.

ULTA SALON, COSMETICS & FRAGRANCE, INC.

By: /s/ Carl S. Rubin
Carl S. Rubin

President, Chief Executive Officer and Director

By: /s/ Scott M. Settersten
Scott M. Settersten

Chief Financial Officer