BIG LOTS INC
Form 10-Q
September 09, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended August 1, 2015
or

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

For the transition period from __________ to __________

Commission File Number 1-8897
BIG LOTS, INC.
(Exact name of registrant as specified in its charter)

Ohio	06-1119097
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
300 Phillipi Road, P.O. Box 28512, Columbus, Ohio	43228-5311
(Address of principal executive offices)	(Zip Code)

(614) 278-6800
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yesþ Noo

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).

Yesþ Noo

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.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o Noþ

The number of the registrant’s common shares, $0.01 par value, outstanding as of September 4, 2015, was 49,567,150.

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FOR THE FISCAL QUARTER ENDED AUGUST 1, 2015

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Part I. Financial Information

Item 1. Financial Statements

BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Statements of Operations (Unaudited)
(In thousands, except per share amounts)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2015	August 2, 2014	August 1, 2015	August 2, 2014
Net sales	$1,209,686	$1,195,363	$2,490,141	$2,476,634
Cost of sales (exclusive of depreciation expense shown separately below)	733,852	725,836	1,510,191	1,513,551
Gross margin	475,834	469,527	979,950	963,083
Selling and administrative expenses	414,305	412,142	834,551	829,688
Depreciation expense	30,992	29,443	62,217	58,268
Operating profit	30,537	27,942	83,182	75,127
Interest expense	(969)	(510)	(1,465)	(860)
Other income (expense)	(1,742)	—	(1,714)	—
Income from continuing operations before income taxes	27,826	27,432	80,003	74,267
Income tax expense	10,115	10,220	29,984	28,474
Income from continuing operations	17,711	17,212	50,019	45,793
(Loss) income from discontinued operations, net of tax benefit of $48, $3,841, $108 and $12,796, respectively	(75)	2,726	(170)	(22,507)
Net income	$17,636	$19,938	$49,849	$23,286
Earnings per common share - basic:				
Continuing operations	$0.35	$0.31	$0.96	$0.82
Discontinued operations	—	0.05	—	(0.40)
	$0.35	$0.36	$0.96	$0.42
Earnings per common share - diluted:				
Continuing operations	$0.35	$0.31	$0.95	$0.81
Discontinued operations	—	0.05	—	(0.40)
	$0.34	$0.36	$0.95	$0.41
Weighted-average common shares outstanding:				
Basic	50,831	54,991	51,959	56,001
Dilutive effect of share-based awards	505	698	536	630
Diluted	51,336	55,689	52,495	56,631
Cash dividends declared per common share	$0.19	$0.17	$0.38	$0.17

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

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BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Unaudited)
(In thousands)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2015	August 2, 2014	August 1, 2015	August 2, 2014
Net income	$17,636	$19,938	$49,849	$23,286
Other comprehensive income:				
Foreign currency translation	—	—	—	5,022
Amortization of pension, net of tax of $(208), $(144), $(412), and $(303), respectively	296	219	599	423
Valuation adjustment of pension, net of tax of $0, $0, $(239) and $0, respectively	—	—	356	—
Total other comprehensive income	296	219	955	5,445
Comprehensive income	$17,932	$20,157	$50,804	$28,731

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

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BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(In thousands, except par value)

	(Unaudited) August 1, 2015	January 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	$57,363	$52,261
Inventories	821,444	851,669
Deferred income taxes	43,691	39,154
Other current assets	106,236	95,345
Total current assets	1,028,734	1,038,429
Property and equipment - net	578,802	550,555
Deferred income taxes	15,968	7,139
Other assets	40,859	39,768
Total assets	$1,664,363	$1,635,891
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$365,640	$358,932
Property, payroll, and other taxes	79,140	76,924
Accrued operating expenses	72,593	62,955
Insurance reserves	41,282	38,824
Accrued salaries and wages	34,955	47,878
Income taxes payable	1,244	2,316
Total current liabilities	594,854	587,829
Long-term obligations	223,200	62,100
Deferred rent	64,387	65,930
Insurance reserves	56,485	55,606
Unrecognized tax benefits	18,020	17,888
Other liabilities	66,885	56,988
Shareholders' equity:		
Preferred shares - authorized 2,000 shares; $0.01 par value; none issued	—	—
Common shares - authorized 298,000 shares; $0.01 par value; issued 117,495 shares; outstanding 49,037 shares and 52,912 shares, respectively	1,175	1,175
Treasury shares - 68,458 shares and 64,583 shares, respectively, at cost	(2,064,998)	(1,878,523)
Additional paid-in capital	581,655	574,454
Retained earnings	2,136,401	2,107,100
Accumulated other comprehensive loss	(13,701)	(14,656)
Total shareholders' equity	640,532	789,550
Total liabilities and shareholders' equity	$1,664,363	$1,635,891

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

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BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Statements of Shareholders' Equity (Unaudited)
(In thousands)

	Common		Treasury		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount	Shares	Amount				
Balance - February 1, 2014	57,548	$1,175	59,947	$(1,670,041)	$562,447	$2,021,357	$(13,511)	$901,427
Comprehensive income	—	—	—	—	—	23,286	5,445	28,731
Dividends declared	—	—	—	—	—	(9,585)	—	(9,585)
Purchases of common shares	(3,290)	—	3,290	(125,423)	—	—	—	(125,423)
Exercise of stock options	708	—	(708)	19,990	3,609	—	—	23,599
Restricted shares vested	37	—	(37)	1,055	(1,055)	—	—	—
Performance shares vested	13	—	(13)	357	(357)	—	—	—
Tax charge from share-based awards	—	—	—	—	(1,141)	—	—	(1,141)
Share activity related to deferred compensation plan	1	—	(1)	19	21	—	—	40
Share-based employee compensation expense	—	—	—	—	4,973	—	—	4,973
Balance - August 2, 2014	55,017	1,175	62,478	(1,774,043)	568,497	2,035,058	(8,066)	822,621
Comprehensive income	—	—	—	—	—	90,990	(6,590)	84,400
Dividends declared	—	—	—	—	—	(18,948)	—	(18,948)
Purchases of common shares	(2,832)	—	2,832	(125,248)	—	—	—	(125,248)
Exercise of stock options	681	—	(681)	19,450	(443)	—	—	19,007
Restricted shares vested	33	—	(33)	940	(940)	—	—	—
Performance shares vested	12	—	(12)	359	(359)	—	—	—
Tax benefit from share-based awards	—	—	—	—	2,135	—	—	2,135
Share activity related to deferred compensation plan	1	—	(1)	19	3	—	—	22
Share-based employee compensation expense	—	—	—	—	5,561	—	—	5,561
Balance - January 31, 2015	52,912	1,175	64,583	(1,878,523)	574,454	2,107,100	(14,656)	789,550
Comprehensive income	—	—	—	—	—	49,849	955	50,804
Dividends declared	—	—	—	—	—	(20,548)	—	(20,548)
Purchases of common shares	(4,400)	—	4,400	(201,751)	—	—	—	(201,751)
Exercise of stock options	404	—	(404)	11,752	3,445	—	—	15,197
Restricted shares vested	120	—	(120)	3,515	(3,515)	—	—	—

Performance shares vested	—	—	—	—	—	—	—	—
Tax benefit from share-based awards	—	—	—	—	390	—	—	390
Share activity related to deferred compensation plan	1	—	(1)	9	1	—	—	10
Share-based employee compensation expense	—	—	—	—	6,880	—	—	6,880
Balance - August 1, 2015	49,037	$1,175	68,458	$(2,064,998)	$581,655	$2,136,401	$(13,701)	$640,532

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

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BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

	Twenty-Six Weeks Ended	
	August 1, 2015	August 2, 2014
Operating activities:		
Net income	$49,849	$23,286
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	54,329	51,648
Deferred income taxes	(14,017)	(1,817)
Loss on disposition of property and equipment	956	1,382
Non-cash impairment charge	—	1,424
Non-cash share-based compensation expense	6,880	4,973
Excess tax benefit from share-based awards	(1,021)	(822)
Unrealized loss on fuel derivative instruments	1,714	—
Pension expense, net of contributions	1,710	1,363
Change in assets and liabilities, excluding effects of foreign currency adjustments:		
Inventories	30,225	115,526
Accounts payable	6,708	14,196
Current income taxes	(10,866)	(50,962)
Other current assets	(11,125)	(6,909)
Other current liabilities	(7,199)	6,525
Other assets	1,413	2,160
Other liabilities	7,107	(4,804)
Net cash provided by operating activities	116,663	157,169
Investing activities:		
Capital expenditures	(76,649)	(38,441)
Cash proceeds from sale of property and equipment	12,354	908
Other	(7)	(75)
Net cash used in investing activities	(64,302)	(37,608)
Financing activities:		
Net proceeds from (repayments of) borrowings under bank credit facility	161,100	(20,500)
Payment of capital lease obligations	(2,126)	(468)
Dividends paid	(19,931)	(9,366)
Proceeds from the exercise of stock options	15,197	23,599
Excess tax benefit from share-based awards	1,021	822
Deferred bank credit facility fees paid	(779)	—
Payment for treasury shares acquired	(201,751)	(125,423)
Other	10	40
Net cash used in financing activities	(47,259)	(131,296)
Impact of foreign currency on cash	—	5,139
Increase (decrease) in cash and cash equivalents	5,102	(6,596)
Cash and cash equivalents:		
Beginning of period	52,261	68,629
End of period	$57,363	$62,033

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

BIG LOTS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

All references in this report to "we," "us," or "our" are to Big Lots, Inc. and its subsidiaries. We are a unique, non-traditional, discount retailer operating in the United States of America ("U.S."). At August 1, 2015, we operated 1,464 stores in 48 states. We make available, free of charge, through the "Investor Relations" section of our website (www.biglots.com) under the "SEC Filings" caption, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), as soon as reasonably practicable after we file such material with, or furnish it to, the Securities and Exchange Commission ("SEC"). The contents of our websites are not part of this report.

The accompanying consolidated financial statements and these notes have been prepared in accordance with the rules and regulations of the SEC for interim financial information. The consolidated financial statements reflect all normal recurring adjustments which management believes are necessary to present fairly our financial condition, results of operations, and cash flows for all periods presented. These consolidated financial statements, however, do not include all information necessary for a complete presentation of financial condition, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States of America ("GAAP"). Interim results may not necessarily be indicative of results that may be expected for, or actually result during, any other interim period or for the year as a whole. We have historically experienced, and expect to continue to experience, seasonal fluctuations, with a larger percentage of our net sales and operating profit realized in our fourth fiscal quarter. The accompanying consolidated financial statements and these notes should be read in conjunction with the audited consolidated financial statements and notes included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2015 ("2014 Form 10-K").

Fiscal Periods
Our fiscal year ends on the Saturday nearest to January 31, which results in fiscal years consisting of 52 or 53 weeks. Unless otherwise stated, references to years in this report relate to fiscal years rather than calendar years. Fiscal year 2015 ("2015") is comprised of the 52 weeks that began on February 1, 2015 and will end on January 30, 2016. Fiscal year 2014 ("2014") was comprised of the 52 weeks that began on February 2, 2014 and ended on January 31, 2015. The fiscal quarters ended August 1, 2015 ("second quarter of 2015") and August 2, 2014 ("second quarter of 2014") were both comprised of 13 weeks. The year-to-date periods ended August 1, 2015 ("year-to-date 2015") and August 2, 2014 ("year-to-date 2014") were both comprised of 26 weeks.

Selling and Administrative Expenses
Selling and administrative expenses include store expenses (such as payroll and occupancy costs) and costs related to warehousing, distribution, outbound transportation to our stores, advertising, purchasing, insurance, non-income taxes, and overhead. Our selling and administrative expense rates may not be comparable to those of other retailers that include distribution and outbound transportation costs in cost of sales. Distribution and outbound transportation costs included in selling and administrative expenses were $37.7 million and $37.3 million for the second quarter of 2015 and the second quarter of 2014, respectively, and $79.3 million and $78.1 million for the year-to-date 2015 and the year-to-date 2014, respectively.

Advertising Expense
Advertising costs, which are expensed as incurred, consist primarily of television and print advertising, digital or internet marketing and advertising, and in-store point-of-purchase presentations. Advertising expenses are included in selling and administrative expenses. Advertising expenses were $16.1 million and $18.9 million for the second

quarter of 2015 and the second quarter of 2014, respectively, and $37.8 million and $40.8 million for the year-to-date 2015 and the year-to-date 2014, respectively.

Derivative Instruments

We use derivative instruments to mitigate the risk of market fluctuations in diesel fuel prices. We do not enter into derivative instruments for speculative purposes. Our derivative instruments may consist of collar or swap contracts. Our current derivative instruments do not meet the requirements for cash flow hedge accounting. Instead, our derivative instruments are marked-to-market to determine their fair value and any gains or losses are recognized currently in other income (expense) on our consolidated statements of operations.

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Supplemental Cash Flow Disclosures

The following table provides supplemental cash flow information for the year-to-date 2015 and the year-to-date 2014:

	Twenty-Six Weeks Ended	
(In thousands)	August 1, 2015	August 2, 2014
Supplemental disclosure of cash flow information:		
Cash paid for interest, including capital leases	$928	$585
Cash paid for income taxes, excluding impact of refunds	54,907	68,314
Gross proceeds from borrowings under the bank credit facility	842,200	677,300
Gross repayments of borrowings under the bank credit facility	681,100	697,800
Non-cash activity:		
Assets acquired under capital leases	9,655	—
Accrued property and equipment	16,664	10,666
Cash flows from discontinued operations:		
Net cash provided by (used in) operating activities, discontinued operations	496	(37,548)
Net cash provided by investing activities, discontinued operations	$—	$522

Reclassifications

Merchandise Categories

In the first quarter of 2015, we realigned select merchandise categories to be consistent with the realignment of our merchandising team and changes to our management reporting. Specifically, we reclassified our home décor and frames departments from our former Furniture & Home Décor category to our Soft Home category. Subsequently, we changed the name of our Furniture & Home Décor category to Furniture. In order to provide comparative information, we have reclassified our net sales by merchandise category into this revised alignment for all periods presented in note 9 to the consolidated financial statements.

We periodically assess, and make minor adjustments to, our product hierarchy, which can impact the roll-up of our merchandise categories. Our financial reporting process utilizes the most current product hierarchy in reporting net sales by merchandise category for all periods presented. Therefore, there may be minor reclassifications of net sales by merchandise category compared to previously reported amounts.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, Revenue from Contracts with Customers (Topic 606). This update provides a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration we expect to receive in exchange for those goods or services. Additionally, this guidance expands related disclosure requirements. The pronouncement was originally set to be effective for annual and interim reporting periods beginning after December 15, 2016. In July 2015, the FASB approved a one-year deferral of the effective date from December 15, 2016 to December 15, 2017, but will allow for early adoption as of December 15, 2016. This ASU permits the use of either the retrospective or cumulative effect transition method. We are currently evaluating the impact this guidance will have on our consolidated financial statements as well as the expected adoption method.

NOTE 2 – BANK CREDIT FACILITY

On July 22, 2011, we entered into a $700 million five-year unsecured credit facility, which was first amended on May 30, 2013. On May 28, 2015, we entered into an additional amendment of the credit facility that among other things extended its expiration to May 30, 2020 (as amended, the “2011 Credit Agreement”). In connection with the additional amendment of the 2011 Credit Agreement, we paid bank fees and other expenses in the amount of $0.8 million, which are being amortized over the term of the amended agreement.

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Borrowings under the 2011 Credit Agreement are available for general corporate purposes and working capital. The 2011 Credit Agreement includes a $30 million swing loan sublimit and a $150 million letter of credit sublimit. The interest rates, pricing and fees under the 2011 Credit Agreement fluctuate based on our debt rating. The 2011 Credit Agreement allows us to select our interest rate for each borrowing from multiple interest rate options. The interest rate options are generally derived from the prime rate or LIBOR. We may prepay revolving loans made under the 2011 Credit Agreement. The 2011 Credit Agreement contains financial and other covenants, including, but not limited to, limitations on indebtedness, liens and investments, as well as the maintenance of two financial ratios – a leverage ratio and a fixed charge coverage ratio. A violation of any of the covenants could result in a default under the 2011 Credit Agreement that would permit the lenders to restrict our ability to further access the 2011 Credit Agreement for loans and letters of credit and require the immediate repayment of any outstanding loans under the 2011 Credit Agreement. At August 1, 2015, we had $223.2 million of borrowings outstanding under the 2011 Credit Agreement and $21.2 million was committed to outstanding letters of credit, leaving $455.6 million available under the 2011 Credit Agreement.

NOTE 3 – FAIR VALUE MEASUREMENTS

In connection with our nonqualified deferred compensation plan, we had mutual fund investments of $18.1 million and $16.9 million at August 1, 2015 and January 31, 2015, respectively, which were recorded in other assets. These investments were classified as trading securities and were recorded at their fair value. The fair values of mutual fund investments were Level 1 valuations under the fair value hierarchy because each fund's quoted market value per share was available in an active market.

The fair values of our long-term obligations are estimated based on the quoted market prices for the same or similar issues and the current interest rates offered for similar instruments. These fair value measurements are classified as Level 2 within the fair value hierarchy. Given the variable rate features and relatively short maturity of the instruments underlying our long-term obligations, the carrying value of these instruments approximates the fair value.

The carrying value of accounts receivable, accounts payable, and accrued expenses approximates fair value because of the relatively short maturity of these items.

NOTE 4 – SHAREHOLDERS' EQUITY

Earnings per Share

There were no adjustments required to be made to the weighted-average common shares outstanding for purposes of computing basic and diluted earnings per share and there were no securities outstanding at August 1, 2015 or August 2, 2014 which were excluded from the computation of earnings per share other than antidilutive stock options, restricted stock awards, and restricted stock units. For the second quarter of 2015 and the second quarter of 2014, 0.3 million and 1.2 million, respectively, of the stock options outstanding were antidilutive and excluded from the computation of diluted earnings per share. For the year-to-date 2015 and the year-to-date 2014, 0.3 million and 1.8 million, respectively, of the stock options outstanding were antidilutive and excluded from the computation of diluted earnings per share. Antidilutive stock options generally consist of outstanding stock options where the exercise price per share is greater than the weighted-average market price per share for our common shares for each period. Antidilutive stock options, restricted stock awards, and restricted stock units are excluded from the calculation because they decrease the number of diluted shares outstanding under the treasury stock method. The restricted stock awards and restricted stock units that were antidilutive, as determined under the treasury stock method, were immaterial for all periods presented.

Share Repurchase Programs

On March 4, 2015, our Board of Directors authorized a share repurchase program providing for the repurchase of $200 million of our common shares ("2015 Repurchase Program"). Pursuant to the 2015 Repurchase Program, we were authorized to repurchase shares in the open market and/or in privately negotiated transactions at our discretion, subject to market conditions and other factors. Common shares acquired through the 2015 Repurchase Program will be available to meet obligations under our equity compensation plans and for general corporate purposes. The 2015 Repurchase Program had no scheduled termination date and was funded with cash and cash equivalents, cash generated from operations and by drawing on the 2011 Credit Agreement.

During the second quarter of 2015, we acquired approximately 3.6 million of our outstanding common shares for $164.9 million, which exhausted the 2015 Repurchase Program. During the year-to-date 2015, we have acquired approximately 4.4 million of our outstanding common shares for $200.0 million under the 2015 Repurchase Program.

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Dividends

The Company declared and paid cash dividends per common share during the periods presented as follows:

	Dividends Per Share	Amount Declared	Amount Paid
2014:		(in thousands)	(in thousands)
Second quarter	$0.17	$9,585	$9,366
Total	$0.17	$9,585	$9,366
2015:		(in thousands)	(in thousands)
First quarter	$0.19	$10,479	$10,197
Second quarter	0.19	10,069	9,734
Total	$0.38	$20,548	$19,931

The amount of dividends declared may vary from the amount of dividends paid in a period based on certain instruments with restrictions on payment, including restricted stock awards, restricted stock units, and performance share units. The payment of future dividends will be at the discretion of our Board of Directors and will depend on our financial conditions, results of operations, capital requirements, compliance with applicable laws and agreements and any other factors deemed relevant by our Board of Directors.

NOTE 5 – SHARE-BASED PLANS

We have issued nonqualified stock options, restricted stock awards, restricted stock units, and performance share units under our shareholder-approved equity compensation plans. Our restricted stock awards and restricted stock units, as described below and/or in note 7 to the consolidated financial statements in our 2014 Form 10-K, are expensed and reported as nonvested shares. We recognized share-based compensation expense of $3.3 million and $2.2 million in the second quarter of 2015 and the second quarter of 2014, respectively, and $6.9 million and $5.0 million for the year-to-date 2015 and the year-to-date 2014, respectively.

The following table summarizes stock option activity for the year-to-date 2015:

	Number of Options	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (000's)
Outstanding stock options at January 31, 2015	1,703,213	$37.59		
Exercised	(398,098)	37.66		
Forfeited	(56,300)	34.95		
Outstanding stock options at May 2, 2015	1,248,815	$37.69	3.9	$10,538
Exercised	(5,725)	35.95		
Forfeited	—	—		
Outstanding stock options at August 1, 2015	1,243,090	$37.70	3.7	$7,013
Vested or expected to vest at August 1, 2015	1,196,075	$37.70	3.7	$6,748
Exercisable at August 1, 2015	722,775	$37.87	3.1	$3,971

The stock options granted in prior years vest in equal amounts on the first four anniversaries of the grant date and have a contractual term of seven years. The number of stock options expected to vest was based on our annual forfeiture rate assumption.

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The following table summarizes the non-vested restricted stock awards and restricted stock units activity for the year-to-date 2015:

	Number of Shares	Weighted Average Grant-Date Fair Value Per Share
Outstanding non-vested restricted stock at January 31, 2015	744,805	$38.13
Granted	189,778	49.33
Vested	(95,908)	37.16
Forfeited	(16,122)	34.36
Outstanding non-vested restricted stock at May 2, 2015	822,553	$40.90
Granted	26,163	46.17
Vested	(24,551)	43.01
Forfeited	(1,504)	48.67
Outstanding non-vested restricted stock at August 1, 2015	822,661	$41.02

The non-vested restricted stock units granted in the first and second quarters of 2015 generally vest, and are expensed, on a ratable basis over three years from the grant date of the award, if certain threshold financial performance objectives are achieved and the grantee remains employed by us through the vesting dates.

The non-vested restricted stock awards granted in prior years vest if certain financial performance objectives are achieved. If we meet a threshold financial performance objective and the grantee remains employed by us, the restricted stock will vest on the opening of our first trading window five years after the grant date of the award. If we meet a higher financial performance objective and the grantee remains employed by us, the restricted stock will vest on the first trading day after we file our Annual Report on Form 10-K with the SEC for the fiscal year in which the higher objective is met.

As of August 1, 2015, we estimated a five-year period for vesting, and therefore expensing, of all non-vested restricted stock awards granted in prior years, as we do not anticipate achieving the higher financial performance objective for any outstanding grants.

In 2013, in connection with his appointment as CEO and President, Mr. David J. Campisi was awarded 37,800 performance share units, which vest based on the achievement of share price performance goals, that had a weighted average grant-date fair value per share of $34.68. The performance share units have a contractual term of seven years. If the performance goals applicable to the remaining performance share units are not achieved prior to expiration, the awards will be forfeited. At August 1, 2015, 12,600 performance share units remain unvested and outstanding.

In the year-to-date 2015, we issued 271,856 performance share units, net of forfeitures, to certain members of management, which vest if certain financial performance objectives are achieved over a three-year performance period and the grantee remains employed by us during that period. At August 1, 2015, 705,206 nonvested performance share units were outstanding. The financial performance objectives for each fiscal year within the three-year performance period are approved by the Compensation Committee of our Board of Directors during the first quarter of the respective fiscal year. As a result of the process used to establish the financial performance objectives, we will only meet the requirements of establishing a grant date for the performance share units when we communicate the financial performance objectives for the third fiscal year of the award to the award recipients, which will then trigger the service inception date, the fair value of the awards, and the associated expense recognition period. Therefore, we have recognized no expense for these issued performance share units in the year-to-date 2015. If we meet the applicable threshold financial performance objectives over the three-year performance period and the grantee remains employed by us through the end of the performance period, the performance share units will vest on the first trading day after we file our Annual Report on Form 10-K for the last fiscal year in the performance period.

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In the second quarter of 2015, 20,400 common shares underlying the restricted stock awards granted in 2014 to the non-employee members of our Board of Directors vested on the trading day immediately preceding our 2015 Annual Meeting of Shareholders. These awards were part of the annual compensation granted in 2014 to the non-employee members of the Board of Directors. Additionally, in the second quarter of 2015, each non-employee elected to our Board of Directors at our 2015 Annual Meeting of Shareholders received an annual restricted stock award having a grant date fair value of approximately $110,000. The 2015 restricted stock awards will vest on the earlier of (1) the trading day immediately preceding our 2016 Annual Meeting of Shareholders, or (2) the non-employee director's death or disability. However, the restricted stock award will not vest if the non-employee director ceases to serve on our Board of Directors before either vesting event occurs.

The following activity occurred under our share-based plans during the respective periods shown:

	Second Quarter		Year-to-Date	
(In thousands)	2015	2014	2015	2014
Total intrinsic value of stock options exercised	$59	$3,341	$4,842	$5,930
Total fair value of restricted stock vested	1,130	888	5,912	1,411
Total fair value of performance shares vested	—	558	—	558

The total unearned compensation cost related to all share-based awards outstanding, excluding performance share units, at August 1, 2015 was approximately $23.5 million. This compensation cost is expected to be recognized through January 2019 based on existing vesting terms with the weighted-average remaining expense recognition period being approximately 1.6 years from August 1, 2015.

NOTE 6 – EMPLOYEE BENEFIT PLANS

We maintain a qualified defined benefit pension plan and a nonqualified supplemental defined benefit pension plan covering certain employees whose hire date occurred before April 1, 1994.

The weighted-average assumptions used to determine net periodic pension cost for our plans were as follows:

	2015	2014
Discount rate	3.3 %	5.0 %
Rate of increase in compensation levels	2.8 %	3.0 %
Expected long-term rate of return	5.2 %	6.0 %

The components of combined net periodic pension cost were as follows:

	Second Quarter		Year-to-Date	
(In thousands)	2015	2014	2015	2014
Service cost - benefits earned in the period	$512	$487	$1,024	$974
Interest cost on projected benefit obligation	594	807	1,188	1,614
Expected investment return on plan assets	(654)	(805)	(1,307)	(1,610)
Amortization of actuarial loss	502	371	1,004	743
Amortization of prior service cost	2	(8)	3	(17)
Net periodic pension cost	$956	$852	$1,912	$1,704

From time to time, we consider the financial benefits, such as reduced regulatory fees and income tax deductions, of making a voluntary contribution to the qualified defined benefit pension plan. We currently expect to make a voluntary contribution of $10.7 million to the qualified defined benefit pension plan during 2015. We will contribute to the nonqualified supplemental defined benefit pension plan as benefits are paid to plan participants, if any, because the nonqualified plan is not a funded plan.

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NOTE 7 – INCOME TAXES

We have estimated the reasonably possible expected net change in unrecognized tax benefits through July 30, 2016, based on 1) expected cash and noncash settlements or payments of uncertain tax positions, and 2) lapses of the applicable statutes of limitations for unrecognized tax benefits. The estimated net decrease in unrecognized tax benefits for the next 12 months is approximately $4.0 million. Actual results may differ materially from this estimate.

NOTE 8 – CONTINGENCIES

On May 21, May 22 and July 2, 2012, three shareholder derivative lawsuits were filed in the U.S. District Court for the Southern District of Ohio against us and certain of our current and former outside directors and executive officers (Jeffrey Berger, David Kollat, Brenda Lauderback, Philip Mallott, Russell Solt, Dennis Tishkoff, Robert Claxton, Joe Cooper, Steven Fishman, Charles Haubiel, Timothy Johnson, John Martin, Norman Rankin, Paul Schroeder, Robert Segal and Steven Smart). The lawsuits were consolidated, and, on August 13, 2012, plaintiffs filed a consolidated complaint, which generally alleges that the individual defendants traded in our common shares based on material, nonpublic information concerning our guidance for fiscal 2012 and the first quarter of fiscal 2012 and the director defendants failed to suspend our share repurchase program during such trading activity. The consolidated complaint asserts claims under Ohio law for breach of fiduciary duty, unjust enrichment, misappropriation of trade secrets and corporate waste and seeks declaratory relief and disgorgement to us of proceeds from any wrongful sales of our common shares, plus attorneys' fees and expenses.

The defendants filed a motion to dismiss the consolidated complaint, which was granted by the Court in an Opinion and Order dated April 14, 2015, pursuant to which plaintiffs' claims were all dismissed with prejudice, with the exception of their claim for corporate waste, which was dismissed without prejudice. On May 5, 2015, plaintiffs filed a Motion for Leave to File Verified Consolidated Amended Shareholder Derivative Complaint, which seeks to replead the claim for corporate waste that was dismissed without prejudice by the Court, as well as a Motion for Reconsideration and, in the Alternative, for Certification of Question of State Law to the Supreme Court of Ohio. Defendants' responses to both motions were filed on May 29, 2015.

We received a letter dated January 28, 2013, sent on behalf of a shareholder demanding that our Board of Directors investigate and take action in connection with the allegations made in the derivative and securities lawsuits described above. The shareholder indicated that he would commence a derivative lawsuit if our Board of Directors failed to take the demanded action. On March 6, 2013, our Board of Directors referred the shareholder's letter to a committee of independent directors to investigate the matter. That committee, with the assistance of independent outside counsel, investigated the allegations in the shareholder's demand letter and, on August 28, 2013, reported its findings to our Board of Directors along with its recommendation that the Board reject the shareholder's demand. Our Board of Directors unanimously accepted the recommendation of the demand investigation committee and, on September 9, 2013, outside counsel for the committee sent a letter to counsel for the shareholder informing the shareholder of the Board's determination. On October 18, 2013, the shareholder filed a derivative lawsuit in the U.S. District Court for the Southern District of Ohio against us and each of the current and former outside directors and executive officers named in the 2012 shareholder derivative lawsuit. The plaintiff's complaint generally alleges that the individual defendants traded in our common shares based on material, nonpublic information concerning our guidance for fiscal 2012 and the first quarter of fiscal 2012 and the director defendants failed to suspend our share repurchase program during such trading activity. The complaint asserts claims under Ohio law for breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, corporate waste and misappropriation of trade secrets and seeks damages, injunctive relief and disgorgement to us of proceeds from any wrongful sales of our common shares, plus attorneys' fees and expenses.

The defendants filed a motion to dismiss the complaint, which was granted by the Court in an Opinion and Order dated April 14, 2015, which dismissed the plaintiff's claims with prejudice with the exception of his claim for corporate waste and his assertion that our Board of Directors wrongfully rejected his demand to take action against the individually named defendants. On May 5, 2015, the Court so ordered the parties' stipulation, staying plaintiff's time to seek leave to amend his complaint in order to make a request to inspect the Company's books and records pursuant to Ohio Revised Code §1701.37, and plaintiff served that request for inspection on May 8, 2015.

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On July 9, 2012, a putative securities class action lawsuit was filed in the U.S. District Court for the Southern District of Ohio on behalf of persons who acquired our common shares between February 2, 2012 and April 23, 2012. This lawsuit was filed against us, Lisa Bachmann, Mr. Cooper, Mr. Fishman and Mr. Haubiel. The complaint in the putative class action generally alleges that the defendants made statements concerning our financial performance that were false or misleading. The complaint asserts claims under sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 and seeks damages in an unspecified amount, plus attorneys' fees and expenses. The lead plaintiff filed an amended complaint on April 4, 2013, which added Mr. Johnson as a defendant, removed Ms. Bachmann as a defendant, and extended the putative class period to August 23, 2012. The defendants have filed a motion to dismiss the putative class action complaint, and that motion is fully briefed and awaiting a decision.

On February 10, 2014, a shareholder derivative lawsuit was filed in the Franklin County Common Pleas Court in Columbus, Ohio, against us and certain of our current and former outside directors and executive officers (David Campisi, Steven Fishman, Joe Cooper, Charles Haubiel, Timothy Johnson, Robert Claxton, John Martin, Norman Rankin, Paul Schroeder, Robert Segal, Steven Smart, David Kollat, Jeffrey Berger, James Chambers, Peter Hayes, Brenda Lauderback, Philip Mallott, Russell Solt, James Tener and Dennis Tishkoff). The plaintiff's complaint generally alleges that the individual defendants traded in our common shares based on material, nonpublic information concerning our guidance for fiscal 2012 and the first quarter of fiscal 2012 and the director defendants failed to suspend our share repurchase program during such trading activity. The complaint also alleges that we and various individual defendants made false and misleading statements regarding our Canadian operations prior to our announcement on December 5, 2013 that we were exiting the Canadian market. The complaint asserts claims under Ohio law for breach of fiduciary duty, unjust enrichment, waste of corporate assets and misappropriation of insider information and seeks damages, injunctive relief and disgorgement to us of proceeds from any wrongful sales of our common shares, plus attorneys' fees and expenses. At the parties' request, the court has stayed this lawsuit until after the judge in the federal lawsuits discussed in the preceding paragraphs has ruled on the motions to dismiss pending in all those federal lawsuits.

We believe that the shareholder derivative and putative class action lawsuits are without merit, and we intend to defend ourselves vigorously against the allegations levied in these lawsuits. While a loss from these lawsuits is reasonably possible, at this time, we cannot reasonably estimate the amount of any loss that may result or whether the lawsuits will have a material impact on our financial statements.

On October 1, 2013, we received a subpoena from the District Attorney for the County of Alameda, State of California, seeking information concerning our handling of hazardous materials and hazardous waste in the State of California. We have provided information and are cooperating with the authorities from multiple counties and cities in California in connection with this ongoing matter. While a loss related to this matter is reasonably possible, at this time, we cannot reasonably estimate the possible loss or range of loss that may arise from this matter or whether this matter will have a material impact on our financial statements. In October 2014, Big Lots received a notice of a second violation from the California Air Resources Board alleging that it sold certain products that contained volatile organic compounds in excess of regulated limits (windshield washer fluid). This matter is in its early stages and settlement discussions are continuing. We anticipate that any resolution of this matter is likely to exceed $100,000.

In 2013, we sold certain tabletop torch and citronella products manufactured by a third party. In August 2013, we recalled these products and discontinued their sale in our stores. In 2014, we were named as a defendant in a number of lawsuits relating to these products alleging personal injuries suffered as a result of negligent shelving and pairing of the products, product design, manufacturing and marketing defects and/or breach of warranties. Although we believe that we are entitled to indemnification from the third party manufacturer of the products for all of the expenses that we have incurred (and may in the future incur) with respect to these matters and that these expenses are covered by our insurance (subject to a $1 million deductible), in the second quarter of 2015, we (1) determined that our ability to obtain any recovery from the manufacturer may be limited because, among other things, the manufacturer has exhausted its applicable insurance coverage, is domiciled outside the United States and has been dissolved by its parent and (2) became engaged in litigation with our excess insurance carrier regarding the scope of our coverage.

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In the second quarter of 2015, we settled one of the lawsuits and reached an agreement in principle to settle another lawsuit, which is expected to be finalized in fiscal 2015. Two additional lawsuits remain pending against Big Lots in the United States District Court for the Western District of Pennsylvania and the United States District Court for the District of New Jersey, respectively. Both of the outstanding lawsuits are in the initial stages of litigation and discovery has not yet commenced in either case. During the second quarter of 2015, we recorded a $4.5 million charge related to these matters.

Due to the inherent uncertainties of litigation, there can be no assurance that these lawsuits, whether as a result of adverse outcomes or as a result of significant defense costs, will not have a material effect on our financial condition, results of operations or cash flows, or that additional lawsuits relating to these products will not be filed against us in the future.

We are involved in other legal actions and claims arising in the ordinary course of business. We currently believe that each such action and claim will be resolved without a material effect on our financial condition, results of operations, or liquidity. However, litigation involves an element of uncertainty. Future developments could cause these actions or claims to have a material effect on our financial condition, results of operations, and liquidity.

NOTE 9 – BUSINESS SEGMENT DATA

We use the following seven merchandise categories, which match our internal management and reporting of merchandise net sales: Food, Consumables, Soft Home, Hard Home, Furniture, Seasonal, and Electronics & Accessories. The Food category includes our beverage & grocery, candy & snacks, and specialty foods departments. The Consumables category includes our health and beauty, plastics, paper, chemical, and pet departments. The Soft Home category includes the home décor, frames, fashion bedding, utility bedding, bath, window, decorative textile, and area rugs departments. The Hard Home category
includes our small appliances, table top, food preparation, stationery, greeting cards, tools, paint, and home maintenance departments. The Furniture category includes our upholstery, mattress, ready-to-assemble, and case goods departments. The Seasonal category includes our lawn & garden, summer, Christmas, toys, and other holiday departments. The Electronics & Accessories category includes the electronics, jewelry, hosiery, and infant accessories departments. In the first quarter of 2015, we realigned our merchandise categories to be consistent with the realignment of our merchandising team. See the Reclassifications section of note 1 to the consolidated financial statements for additional information.

We periodically assess, and potentially enact minor adjustments to, our product hierarchy, which can impact the roll-up of our merchandise categories. Our financial reporting process utilizes the most current product hierarchy in reporting net sales by merchandise category for all periods presented. Therefore, there may be minor reclassifications of net sales by merchandise category compared to previously reported amounts.

The following table presents net sales data by merchandise category:

	Second Quarter		Year-to-Date	
(In thousands	2015	2014	2015	2014
Consumables	$ 235,353	$ 238,417	$ 457,127	$ 462,912
Furniture	233,776	216,102	572,645	524,199
Seasonal	232,934	239,277	423,151	442,197
Food	192,749	182,736	396,022	382,411
Soft Home	133,966	126,597	281,386	267,616
Hard Home	111,688	117,321	215,314	233,834
Electronics & Accessories	69,220	74,913	144,496	163,465
Net sales	$ 1,209,686	$ 1,195,363	$ 2,490,141	$ 2,476,634

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NOTE 10 – COMPONENTS OF ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table summarizes the components of accumulated other comprehensive loss, net of tax, during 2014 and 2015:

(In thousands)	Foreign currency translation	Pension Plan	Total accumulated other comprehensive loss
Balance at February 1, 2014	$(5,022)	$(8,489)	$(13,511)
Other comprehensive income before reclassifications	(39)	—	(39)
Amounts reclassified from accumulated other comprehensive loss	5,061	423	5,484
Net period change	5,022	423	5,445
Balance at August 2, 2014	—	(8,066)	(8,066)
Other comprehensive income before reclassifications	—	(8,180)	(8,180)
Amounts reclassified from accumulated other comprehensive loss	—	1,590	1,590
Net period change	—	(6,590)	(6,590)
Balance at January 31, 2015	—	(14,656)	(14,656)
Other comprehensive income before reclassifications	—	356	356
Amounts reclassified from accumulated other comprehensive loss	—	599	599
Net period change	—	955	955
Balance at August 1, 2015	$—	$(13,701)	$(13,701)

The following table summarizes the components of accumulated other comprehensive loss, net of tax, during the second quarter of 2014:

(In thousands)	Foreign currency translation	Pension Plan	Total accumulated other comprehensive loss
Balance at May 3, 2014	$—	$(8,285)	$(8,285)
Other comprehensive income before reclassifications	—	—	—
Amounts reclassified from accumulated other comprehensive loss	—	219	219
Net period change	—	219	219
Balance at August 2, 2014	$—	$(8,066)	$(8,066)

The following table summarizes the components of accumulated other comprehensive loss, net of tax, during the second quarter of 2015:

(In thousands)	Foreign currency translation	Pension Plan	Total accumulated other comprehensive loss
Balance at May 2, 2015	$—	$(13,997)	$(13,997)
Other comprehensive income before reclassifications	—	—	—
	—	296	296

Amounts reclassified from accumulated other comprehensive loss			
Net period change	—	296	296
Balance at August 1, 2015	$—	$(13,701)	$(13,701)

The amounts reclassified from accumulated other comprehensive income associated with our pension plans have been reclassified to selling and administrative expenses in our statements of operations. Please see note 6 to the consolidated financial statements for further information on our pension plans.

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The amounts reclassified from accumulated other comprehensive income associated with foreign currency translation have been reclassified to (loss) income from discontinued operations in our statements of operations, as the amounts related to our former Canadian operations. Please see note 12 to the consolidated financial statements for further information on our discontinued operations.

NOTE 11 – DERIVATIVE INSTRUMENTS

In the first quarter of 2015, our Board of Directors authorized our management to enter into derivative instruments designed to mitigate certain risks; and we entered into collar contracts to mitigate our risk associated with market fluctuations in diesel fuel prices. These contracts are used strictly to limit our risk exposure and not as speculative transactions. Our derivative instruments associated with diesel fuel do not meet the requirements for cash flow hedge accounting. Therefore, our derivative instruments associated with diesel fuel will be marked-to-market to determine their fair value; and the associated gains and losses will be recognized currently in other income (expense) on our consolidated statements of operations.

Our outstanding derivative instrument contracts for the second quarter of 2015 were comprised of the following:

	Second Quarter
(In thousands)	2015
Diesel fuel collars (in gallons)	7,675

The fair value of our outstanding derivative instrument contracts was as follows:

		Assets (Liabilities)	
(In thousands)		Second Quarter	
Derivative Instrument	Balance Sheet Location	2015	
Diesel fuel collars	Other current assets	$216	
	Other assets	656	
	Accrued operating expenses	(1,086	)
	Other liabilities		