Ulta Salon, Cosmetics & Fragrance, Inc.
Form 10-Q
December 01, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 October 29, 2011

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. þ 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). þ 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 þ	Accelerated filer ¨	Non- accelerated filer ¨	Smaller reporting company ¨
		(Do not check if a 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 þ No

The number of shares of the registrant s common stock, par value $0.01 per share, outstanding as of November 23, 2011 was 61,890,609 shares.

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Part I Financial Information

Item 1. Financial Statements

Ulta Salon, Cosmetics & Fragrance, Inc.

Balance Sheets

(In thousands)	October 29, 2011 (Unaudited)	January 29, 2011	October 30, 2010 (Unaudited)
Assets			
Current assets:			
Cash and cash equivalents	$ 130,657	$ 111,185	$ 8,351
Receivables, net	21,080	22,292	20,386
Merchandise inventories, net	354,891	218,516	301,559
Prepaid expenses and other current assets	40,223	32,790	33,366
Prepaid income taxes	505	10,684	6,310
Deferred income taxes	8,922	8,922	8,060
Total current assets	556,278	404,389	378,032
Property and equipment, net	373,794	326,099	331,390
Total assets	$ 930,072	$ 730,488	$ 709,422
Liabilities and stockholders equity			
Current liabilities:			
Accounts payable	$ 134,043	$ 87,093	$ 120,245
Accrued liabilities	81,116	76,264	83,808
Total current liabilities	215,159	163,357	204,053
Deferred rent	161,023	134,572	134,878
Deferred income taxes	29,458	30,026	20,952
Total liabilities	405,640	327,955	359,883
Commitments and contingencies (note 3)			

See accompanying notes to financial statements.

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Ulta Salon, Cosmetics & Fragrance, Inc.

Balance Sheets (continued)

(In thousands, except per share data)	October 29, 2011 (Unaudited)	January 29, 2011	October 30, 2010 (Unaudited)
Stockholders equity:			
Common stock, $.01 par value, 400,000 shares authorized; 62,277, 60,707 and 59,842 shares issued; 61,772, 60,202 and 59,337 shares outstanding; at October 29, 2011 (unaudited), January 29, 2011 and October 30, 2010 (unaudited), respectively	$ 623	$ 606	$ 598
Treasury stock-common, at cost	(4,179)	(4,179)	(4,179)
Additional paid-in capital	387,489	339,576	316,694
Retained earnings	140,499	66,530	36,426
Total stockholders equity	524,432	402,533	349,539
Total liabilities and stockholders equity	$ 930,072	$ 730,488	$ 709,422

See accompanying notes to financial statements.

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Ulta Salon, Cosmetics & Fragrance, Inc.

Statements of Income

(Unaudited)

(In thousands, except per share data)	Three months ended October 29, 2011	Three months ended October 30, 2010	Nine months ended October 29, 2011	Nine months ended October 30, 2010
Net sales	$ 413,067	$ 339,179	$ 1,193,640	$ 981,179
Cost of sales	263,884	220,273	775,265	653,780
Gross profit	149,183	118,906	418,375	327,399
Selling, general and administrative expenses	100,997	90,309	286,423	250,947
Pre-opening expenses	3,958	4,305	9,004	6,572
Operating income	44,228	24,292	122,948	69,880
Interest expense	176	244	496	576
Income before income taxes	44,052	24,048	122,452	69,304
Income tax expense	17,284	9,845	48,483	28,378
Net income	$ 26,768	$ 14,203	$ 73,969	$ 40,926
Net income per common share:				
Basic	$ 0.44	$ 0.24	$ 1.21	$ 0.70
Diluted	$ 0.42	$ 0.23	$ 1.17	$ 0.67
Weighted average common shares outstanding:				
Basic	61,451	59,063	61,044	58,699
Diluted	63,419	61,057	63,173	60,723

See accompanying notes to financial statements.

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Ulta Salon, Cosmetics & Fragrance, Inc.

Statements of Cash Flows

(Unaudited)

(In thousands)	Nine months ended October 29, 2011	Nine months ended October 30, 2010
Operating activities		
Net income	$ 73,969	$ 40,926
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	55,625	47,698
Deferred income taxes	(568)	
Non-cash stock compensation charges	8,223	7,399
Excess tax benefits from stock-based compensation	(18,127)	(2,309)
Loss (Gain) on disposal of property and equipment	612	(399)
Change in operating assets and liabilities:		
Receivables	1,212	(6,909)
Merchandise inventories	(136,375)	(94,611)
Prepaid expenses and other current assets	(7,433)	(3,094)
Income taxes	28,306	(14,782)
Accounts payable	46,950	63,858
Accrued liabilities	(1,385)	11,556
Deferred rent	26,451	21,160
Net cash provided by operating activities	77,460	70,493
Investing activities		
Purchases of property and equipment	(97,695)	(74,765)
Net cash used in investing activities	(97,695)	(74,765)
Financing activities		
Proceeds from issuance of common stock under stock plans	21,580	6,297
Excess tax benefits from stock-based compensation	18,127	2,309
Net cash provided by financing activities	39,707	8,606
Net increase in cash and cash equivalents	19,472	4,334
Cash and cash equivalents at beginning of period	111,185	4,017
Cash and cash equivalents at end of period	$ 130,657	$ 8,351
Supplemental cash flow information		
Cash paid for income taxes	$ 20,745	$ 43,160
Noncash investing and financing activities:		
Change in property and equipment included in accrued liabilities	$ 6,237	$ 13,063

See accompanying notes to financial statements.

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Ulta Salon, Cosmetics & Fragrance, Inc.

Statement of Stockholders Equity

(Unaudited)

(In thousands, except per share data)	Common Stock Issued Shares	Common Stock Amount	Treasury Common Stock Shares	Treasury Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Total Stockholders Equity
Balance January 29, 2011	60,707	$ 606	(505)	$ (4,179)	$ 339,576	$ 66,530	$ 402,533
Common stock options exercised	1,570	17			21,563		21,580
Net income for the nine months ended October 29, 2011						73,969	73,969
Excess tax benefits from stock-based compensation					18,127		18,127
Stock compensation charge					8,223		8,223
Balance October 29, 2011	62,277	$ 623	(505)	$ (4,179)	$ 387,489	$ 140,499	$ 524,432

See accompanying notes to financial statements.

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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 29, 2011, the Company operated 442 stores in 42 states, as shown in the table below:

State	Number of stores	State	Number of stores
Alabama	8	Mississippi	3
Arizona	23	Missouri	4
Arkansas	3	Nebraska	2
California	39	Nevada	6
Colorado	11	New Hampshire	1
Connecticut	3	New Jersey	12
Delaware	1	New Mexico	1
Florida	31	New York	14
Georgia	19	North Carolina	17
Idaho	1	Ohio	14
Illinois	35	Oklahoma	7
Indiana	8	Oregon	5
Iowa	4	Pennsylvania	18
Kansas	3	Rhode Island	1
Kentucky	6	South Carolina	6
Louisiana	4	Tennessee	7
Maine	2	Texas	56
Maryland	8	Utah	4
Massachusetts	6	Virginia	11
Michigan	15	Washington	7
Minnesota	11	Wisconsin	5
		Total	**442**

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 three and nine months ended October 29, 2011 are not necessarily indicative of the results to be expected for the fiscal year ending January 28, 2012, 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 29, 2011. All amounts are stated in thousands, with the exception of per share amounts and number of stores.

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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 29, 2011. 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 2011 and 2010 ended on October 29, 2011 and October 30, 2010, 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:

	Nine months ended	
	October 29, 2011	**October 30, 2010**
Volatility rate	54.0%	57.1%
Average risk-free interest rate	1.5%	2.2%
Average expected life (in years)	6.3	5.5
Dividend yield	None	None

The Company granted 595 and 1,377 stock options during the nine months ended October 29, 2011 and October 30, 2010, respectively. The weighted-average grant date fair value of these options was $34.74 and $12.84, respectively.

The Company recorded stock compensation expense of $3,027 and $3,177 for the three months ended October 29, 2011 and October 30, 2010, respectively. The Company recorded stock compensation expense of $8,223 and $7,399 for the nine months ended October 29, 2011 and October 30, 2010, respectively. At October 29, 2011, there was approximately $35,597 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 three and nine months ended October 29, 2011 and October 30, 2010. Total rent expense under operating leases was $24,713 and $21,645 for the three months ended October 29, 2011 and October 30, 2010, respectively. Total rent expense under operating leases was $69,697 and $61,239 for the nine months ended October 29, 2011 and October 30, 2010, respectively.

General litigation In May 2010, a putative employment class action lawsuit was filed against the Company and certain unnamed defendants in state court in California. The plaintiff and members of the proposed class are alleged to be (or 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. On June 21, 2010, the Company filed its answer to the lawsuit. On January 12, 2011, the Company and plaintiffs engaged in a voluntary mediation. Although the Company continues to deny plaintiffs allegations, in the interest of putting certain of the claims behind it, the Company agreed in principle to settle all claims of the putative class consisting of non-exempt hourly hair designers in the salon department within the California retail stores. The settlement, which is not an admission of liability, is subject to final documentation and Court approval. Counsel for the plaintiffs has agreed to dismiss without prejudice the claims of all other putative class members. The proposed settlement amount is not material.

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.

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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 Lenders. The Loan Agreement extend 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%.

As of October 29, 2011 and October 30, 2010, 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.

On February 3, 2008, the Company adopted the 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 29, 2011, the Company held financial liabilities of $1,755 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.

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:

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	Three months ended		Nine months ended	
	October 29, 2011	October 30, 2010	October 29, 2011	October 30, 2010
Net income	$ 26,768	$ 14,203	$ 73,969	$ 40,926
Denominator for basic net income per share weighted-average common shares	61,451	59,063	61,044	58,699
Dilutive effect of stock options and non-vested stock	1,968	1,994	2,129	2,024
Denominator for diluted net income per share	63,419	61,057	63,173	60,723
Net income per common share:				
Basic	$ 0.44	$ 0.24	$ 1.21	$ 0.70
Diluted	$ 0.42	$ 0.23	$ 1.17	$ 0.67

The denominators for diluted net income per common share for the three months ended October 29, 2011 and October 30, 2010 exclude 595 and 1,339 employee stock options, respectively, due to their anti-dilutive effects.

The denominators for diluted net income per common share for the nine months ended October 29, 2011 and October 30, 2010 exclude 703 and 1,655 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 29, 2011. 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, which led to what we believe to be our unique combination of beauty superstore and specialty store attributes. 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 combine the unique elements of a beauty superstore with the distinctive environment and experience of a

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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 conveniently located in high-traffic, primarily off-mall locations such as power centers and lifestyle centers with other destination retailers. As of October 29, 2011, we operated 442 stores across 42 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 channels, expanding our e-commerce business and improving our profitability by leveraging our fixed costs. 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 uncertain. Fiscal stress in the U.S. and Europe has resulted in significant fluctuations in the U.S. stock markets and has negatively impacted consumer sentiment. 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 affect 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 an 10.7% comparable store sales increase during the first nine months of fiscal 2011. We do not expect the low double digit comparable store sales increases, which began in first quarter fiscal 2010, 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, nature of products and distribution methods.

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 Internet 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.

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

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or same store sales. As a result, data herein regarding our comparable store sales may not be comparable to similar data made available by our competitors or other retailers.

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;
- 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.

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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 includes interest costs and unused facility fees associated with our credit facility, which is structured as an asset based lending instrument. Our interest expense will fluctuate based on the seasonal borrowing requirements associated with acquiring inventory in advance of key holiday selling periods and fluctuation in the variable interest rates we are charged on outstanding balances. 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.

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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 2011 and 2010 ended on October 29, 2011 and October 30, 2010, 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:

	Three months ended		Nine months ended	
(Dollars in thousands)	**October 29, 2011**	**October 30, 2010**	**October 29, 2011**	**October 30, 2010**
Net sales	$ 413,067	$ 339,179	$ 1,193,640	$ 981,179
Cost of sales	263,884	220,273	775,265	653,780
Gross profit	149,183	118,906	418,375	327,399
Selling, general and administrative expenses	100,997	90,309	286,423	250,947
Pre-opening expenses	3,958	4,305	9,004	6,572
Operating income	44,228	24,292	122,948	69,880
Interest expense	176	244	496	576
Income before income taxes	44,052	24,048	122,452	69,304
Income tax expense	17,284	9,845	48,483	28,378
Net income	$ 26,768	$ 14,203	$ 73,969	$ 40,926
Other operating data:				
Number of stores end of period	442	384	442	384
Comparable store sales increase	9.6%	12.2%	10.7%	11.3%

	Three months ended		Nine months ended	
(Percentage of net sales)	**October 29, 2011**	**October 30, 2010**	**October 29, 2011**	**October 30, 2010**
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	63.9%	64.9%	64.9%	66.6%
Gross profit	36.1%	35.1%	35.1%	33.4%
Selling, general and administrative expenses	24.5%	26.6%	24.0%	25.6%
Pre-opening expenses	1.0%	1.3%	0.8%	0.7%
Operating income	10.7%	7.2%	10.3%	7.1%
Interest expense	0.0%	0.1%	0.0%	0.1%
Income before income taxes	10.7%	7.1%	10.3%	7.1%
Income tax expense	4.2%	2.9%	4.1%	2.9%
Net income	6.5%	4.2%	6.2%	4.2%

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Comparison of three months ended October 29, 2011 to three months ended October 30, 2010

Net sales

Net sales increased $73.9 million, or 21.8%, to $413.1 million for the three months ended October 29, 2011, compared to $339.2 million for the three months ended October 30, 2010. Salon service sales increased $3.8 million, or 17.9%, to $25.0 million compared to $21.2 million in third quarter 2010. The net sales increases are due to comparable stores increases of $31.0 million and non-comparable stores increases of $42.9 million compared to the third quarter 2010.

Our 9.6% comparable store sales increase included a 6.6% increase in traffic and a 3.0% increase in average ticket. We attribute the increase in comparable store sales to our successful marketing and merchandising strategies.

Gross profit

Gross profit increased $30.3 million, or 25.5%, to $149.2 million for the three months ended October 29, 2011, compared to $118.9 million for the three months ended October 30, 2010. Gross profit as a percentage of net sales increased 100 basis points to 36.1% for the three months ended October 29, 2011, compared to 35.1% for the three months ended October 30, 2010. The increases in gross profit margin were primarily driven by:

- 60 basis points improvement in merchandise margins driven by our marketing and merchandising strategies; and
- 70 basis points of leverage in fixed store costs due to increased comparable store sales levels.

Selling, general and administrative expenses

Selling, general and administrative (SG&A) expenses increased $10.7 million, or 11.8%, to $101.0 million for the three months ended October 29, 2011, compared to $90.3 million for the three months ended October 30, 2010. As a percentage of net sales, SG&A expenses decreased 210 basis points to 24.5% for the three months ended October 29, 2011, compared to 26.6% for the three months ended October 30, 2010. The leverage in SG&A expenses was primarily driven by:

- 120 basis points improvement in variable store and marketing expenses attributed to store growth and comparable store sales increases; and
- 60 basis points improvement in corporate overhead, excluding the fiscal 2010 non-recurring compensation charge, attributed to store growth and increased comparable store sales levels.

Pre-opening expenses

Pre-opening expenses decreased $0.3 million to $4.0 million for the three months ended October 29, 2011, compared to $4.3 million for the three months ended October 30, 2010. During the three months ended October 29, 2011, we opened 28 new stores compared to 30 new store openings during the three months ended October 30, 2010.

Interest expense

Interest expense was $0.2 million for the three months ended October 29, 2011 and the three months ended October 30, 2010, respectively. We did not utilize our credit facility during the third quarter fiscal 2011 or 2010. Interest expense for both periods represents various fees related to the credit facility.

Income tax expense

Income tax expense of $17.3 million for the three months ended October 29, 2011 represents an effective tax rate of 39.2%, compared to $9.8 million of tax expense representing an effective tax rate of 40.9% for the three months ended October 30, 2010. The lower tax rate is primarily due to a decrease in non-deductible compensation expense compared to the prior year period.

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Net income

Net income increased $12.6 million, or 88.5%, to $26.8 million for the three months ended October 29, 2011, compared to $14.2 million for the three months ended October 30, 2010. The increase is primarily related to the $30.3 million increase in gross profit, offset by a $10.7 million increase in SG&A expenses and a $7.5 million increase in income tax expense.

Comparison of nine months ended October 29, 2011 to nine months ended October 30, 2010

Net sales

Net sales increased $212.5 million, or 21.7%, to $1,193.6 million for the nine months ended October 29, 2011, compared to $981.2 million for the nine months ended October 30, 2010. Salon service sales increased $8.2 million, or 12.8%, to 72.5 million compared to $64.3 million in the first nine months of fiscal 2010. The net sales increases are due to comparable stores increases of $100.7 million and non-comparable stores increases of $111.8 million compared to the first nine months of fiscal 2010.

Our 10.7% comparable store sales increase included a 9.0% increase in traffic and a 1.7% increase in average ticket. We attribute the increase in comparable store sales to our successful marketing and merchandising strategies.

Gross profit

Gross profit increased $91.0 million, or 27.8%, to $418.4 million for the nine months ended October 29, 2011, compared to $327.4 million for the nine months ended October 30, 2010. Gross profit as a percentage of net sales increased 170 basis points to 35.1% for the nine months ended October 29, 2011, compared to 33.4% for the nine months ended October 30, 2010. The increases in gross profit margin were primarily driven by:

- 80 basis points improvement in merchandise margins driven by our marketing and merchandising strategies; and
- 80 basis points of leverage in fixed store costs due to increased comparable store sales levels.

Selling, general and administrative expenses

Selling, general and administrative (SG&A) expenses increased $35.5 million, or 14.1%, to $286.4 million for the nine months ended October 29, 2011, compared to $250.9 million for the nine months ended October 30, 2010. As a percentage of net sales, SG&A expenses decreased 160 basis points to 24.0% for the nine months ended October 29, 2011, compared to 25.6% for the nine months ended October 30, 2010. The leverage in SG&A expenses was primarily driven by:

- 60 basis points improvement in store variable and marketing expenses attributed to store growth and comparable store sales increases; and
- 60 basis points improvement in corporate overhead, excluding the fiscal 2010 non-recurring compensation charge, attributed to store growth and increased comparable store sales levels.

Pre-opening expenses

Pre-opening expenses increased $2.4 million to $9.0 million for the nine months ended October 29, 2011, compared to $6.6 million for the nine months ended October 30, 2010. During the nine months ended October 29, 2011, we opened 54 new stores, relocated 2 stores and remodeled 17 stores, compared to 42 new store openings, 4 relocated stores and 13 remodeled stores during the nine months ended October 30, 2010.

Interest expense

Interest expense was $0.5 million for the nine months ended October 29, 2011, compared to $0.6 million for the nine months ended October 30, 2010. We did not utilize our credit facility during the first nine months of fiscal 2011 or 2010. Interest expense for both periods represents various fees related to the credit facility.

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Income tax expense

Income tax expense of $48.5 million for the nine months ended October 29, 2011 represents an effective tax rate of 39.6%, compared to $28.4 million of tax expense representing an effective tax rate of 40.9% for the nine months ended October 30, 2010. The lower tax rate is primarily due to a decrease in non-deductible compensation expense compared to the prior year period.

Net income

Net income increased $33.1 million, or 80.7%, to $74.0 million for the nine months ended October 29, 2011, compared to $40.9 million for the nine months ended October 30, 2010. The increase is primarily related to the $91.0 million increase in gross profit, offset by a $35.5 million increase in SG&A expenses and a $20.1 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 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 nine months ended October 29, 2011 and October 30, 2010:

	Nine months ended	
(In thousands)	**October 29, 2011**	**October 30, 2010**
Net cash provided by operating activities	$ 77,460	$ 70,493
Net cash used in investing activities	(97,695)	(74,765)
Net cash provided by financing activities	39,707	8,606
Net increase in cash and cash equivalents	$ 19,472	$ 4,334

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 $354.9 million at October 29, 2011, compared to $301.6 million at October 30, 2010, representing an increase of $53.3 million. The increase is primarily due to the addition of 58 net new stores opened since October 30, 2010. Average inventory per store for the nine months ended October 29, 2011 increased 2.2% compared to the prior year. The increase in average per store inventory is consistent with our plans and reflects our initiative to bring our holiday inventory in through our supply chain earlier than last year.

Deferred rent liabilities were $161.0 million at October 29, 2011, an increase of $26.1 million compared to October 30, 2010. Deferred rent includes deferred construction allowances, future rental increases and rent holidays which are all recognized on a

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straight-line basis over their respective lease term. The increase is primarily due to the addition of 58 net new stores opened since October 30, 2010.

The $28.3 million cash flow benefit from income taxes is attributed to larger federal income tax deductions due to accelerated bonus depreciation on fixed assets and a larger number of tax deductible stock option exercises and share sales deemed to be disqualifying dispositions compared to the prior year.

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 $97.7 million during the nine months ended October 29, 2011, compared to $74.8 million during the nine months ended October 30, 2010. The increase in capital expenditures year over year is primarily due to the increased number of new store openings during fiscal 2011 and a shift in the pacing of our new store opening schedule in fiscal 2011 as compared to fiscal 2010.

Financing activities

Financing activities in fiscal 2011 consist principally of capital stock transactions. We had no borrowings outstanding under our credit facility as of October 29, 2011 and January 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 as well as inventory 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.

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 us and the Lenders. The Loan Agreement extend the maturity of our credit facility to October 2016, provides maximum revolving loans equal to the lesser of $200 million or a percentage of eligible owned inventory, contains a $10 million subfacility for letters of credit and allows the Company to increase the revolving facility by an additional $50 million, 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 ours 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%.

As of October 29, 2011 and October 30, 2010, we had no borrowings outstanding under our credit facility.

Off-balance sheet arrangements

Our off-balance sheet arrangements consist of operating lease obligations. We do not have any non-cancelable purchase commitments as of October 29, 2011.

Contractual obligations

Our contractual obligations consist of operating lease obligations and our revolving line of credit under the credit facility. No material changes outside the ordinary course of business have occurred in our contractual obligations during the nine months ended October 29, 2011.

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

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significant changes to the critical accounting policies and estimates included in our Annual Report on Form 10-K for the fiscal year ended January 29, 2011.

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 first nine months of fiscal 2011. The interest expense recognized in our statement of income represents 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 29, 2011, 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 three months ended October 29, 2011 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 In May 2010, a putative employment class action lawsuit was filed against us and certain unnamed defendants in state court in California. The plaintiff and members of the proposed class are alleged to be (or 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. On June 21, 2010, we filed our answer to the lawsuit. On January 12, 2011, the Company and plaintiffs engaged in a voluntary mediation. Although we continue to deny plaintiffs allegations, in the interest of putting certain of the claims behind us, we agreed in principle to settle all claims of the putative class consisting of non-exempt hourly hair designers in the salon department within the California retail stores. The settlement, which is not an admission of liability, is subject to final documentation and Court approval. Counsel for the plaintiffs has agreed to dismiss without prejudice the claims of all other putative class members. The proposed settlement amount is not material.

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.

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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 29, 2011, 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 29, 2011.

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

None

Item 3. Defaults Upon Senior Securities

None

Item 4. [Removed and Reserved]

Item 5. Other Information

None

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
10.1	Amended and Restated Loan and Security Agreement, dated October 19, 2011, by and among Ulta Salon, Cosmetics & Fragrance, Inc., Wells Fargo Bank, National Association, Wells Fargo Capital Finance, LLC, J.P. Morgan Securities LLC, JPMorgan Chase Bank, N.A. and PNC Bank, National Association		8-K	10.1	001-33764	10/25/2011
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	X				

	Sarbanes-Oxley Act of 2002	
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

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Exhibit Number	Description of document	Filed Herewith	Incorporated by Reference Form	Exhibit Number	File Number	Filing Date
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.

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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 December 1, 2011 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/ Gregg R. Bodnar
Gregg R. Bodnar
Chief Financial Officer