BODY CENTRAL CORP
Form 10-Q
November 15, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended October 1, 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 001-34906

BODY CENTRAL CORP.

(Exact name of registrant as specified in its charter)

Delaware	**14-1972231**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6225 Powers Avenue

Jacksonville, FL 32217

(Address, including zip code, of principal executive offices)

Registrant s telephone number, including area code: **(904) 737-0811**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes ¨ No

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

Large accelerated filer ¨	Accelerated filer o
Non-accelerated filer x (Do not check if a smaller reporting company)	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 ¨ No x

The number of shares outstanding of the registrant s common stock as of November 11, 2011 was 16,004,235 shares.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements concerning our business, operations and financial performance and condition as well as our plans, objectives and expectations for our business operations and financial performance and condition that are subject to risks and uncertainties. All statements other than statements of historical fact included in this Quarterly Report on Form 10-Q are forward-looking statements. You can identify these statements by words such as aim, anticipate, assume, believe, could, due, estimate, goal, intend, may, objective, plan, potential, positioned, predict, should, target, will, would and other similar expressions or indicate future events and future trends. These forward-looking statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and our management s beliefs and assumptions. These statements are not guarantees of future performance or development and involve known risks, uncertainties and other factors that are in some cases beyond our control. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including:

- our ability to identify and respond to new and changing fashion trends, customer preferences and other related factors;
- our ability to execute successfully our growth strategy;
- changes in consumer spending and general economic conditions;
- changes in the competitive environment in our industry and the markets we serve, including increased competition from other retailers;
- our new stores or existing stores achieving sales and operating levels consistent with our expectations;
- the success of the malls and shopping centers in which our stores are located;
- our dependence on a strong brand image;
- our direct business growing consistently with our growth strategy;

- our information technology systems supporting our business;
- our dependence upon key executive management or our inability to hire or retain additional personnel;
- disruptions in our supply chain and distribution facility;
- our lease obligations;
- our reliance upon independent third-party transportation providers for all of our product shipments;
- hurricanes, natural disasters, unusually adverse weather conditions, boycotts and unanticipated events;
- the seasonality of our business;
- increases in costs of fuel, or other energy, transportation or utilities costs as well as in the costs of raw materials, labor and employment;
- the impact of governmental laws and regulations and the outcomes of legal proceedings;
- restrictions imposed by our lease obligations on our current and future operations;
- our maintaining effective internal controls; and
- our ability to protect our trademarks or other intellectual property rights.

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Body Central Corp. (herein we , our , us or the Company) derives many of its forward-looking statements from its operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, it is impossible for us to anticipate all factors that could affect our actual results. For the discussion of these risks and uncertainties that could cause actual results to differ materially from those contained in our forward-looking statements, please refer to Risk Factors in our Annual Report on Form 10-K for the fiscal year ended January 1, 2011, filed with the Securities and Exchange Commission (SEC). The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

BODY CENTRAL CORP.

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	October 1, 2011	January 1, 2011	October 2, 2010
	(In thousands, except share data)		
Assets			
Current assets			
Cash and cash equivalents	$ 31,749	$ 16,202	$ 5,823
Accounts receivable	1,024	1,258	842
Inventories	20,631	18,369	17,180
Prepaid expenses and other current assets	5,312	3,933	3,120
Deferred tax asset, current	1,925	1,425	1,167
Total current assets	60,641	41,187	28,132
Property and equipment, net of accumulated depreciation and amortization of $18,676, $15,627 and $15,403	19,861	17,071	17,367
Goodwill	21,508	21,508	21,508
Intangible assets, net of accumulated amortization of $3,517, $3,077 and $2,930	16,688	17,128	17,275
Other assets	111	102	116
Total assets	$ 118,809	$ 96,996	$ 84,398
Liabilities, Redeemable Preferred Stock and Stockholders Equity			
Current liabilities			
Accounts payable	$ 13,801	$ 14,880	$ 11,618
Accrued expenses and other current liabilities	15,929	14,605	11,731
Current portion of long-term debt			6,000
Total current liabilities	29,730	29,485	29,349
Other liabilities	7,785	5,149	5,883
Deferred tax liability, long-term	4,542	4,220	3,083
Long-term debt, less current portion			25,518
Total liabilities	42,057	38,854	63,833
Commitments and contingencies			
Redeemable preferred stock			
Preferred stock, Series C, $0.001 par value, no shares authorized, issued or outstanding as of October 1, 2011, and January 1, 2011; 30,000 shares authorized, issued and outstanding as of October 2, 2010			3,531
Preferred stock, Series A, $0.001 par value, no shares authorized, issued or outstanding as of October 1, 2011, and January 1, 2011; 325,000 shares authorized, 308,820 shares issued and outstanding as of October 2, 2010			31,080
Preferred stock, Series B, $0.001 par value, no shares authorized, issued or outstanding as of October 1, 2011, and January 1, 2011; 175,000 shares authorized, 158,386 shares issued and outstanding as of October 2, 2010			15,540
Undesignated preferred stock, $0.001 par value, 5,000,000 shares authorized, no shares issued and outstanding			
Stockholders equity			
	16	15	

Common stock, $0.001 par value, 45,000,000 shares authorized, 15,911,135 shares issued and outstanding as of October 1, 2011; 150,000,000 shares authorized, 15,405,677 shares issued and outstanding as of January 1, 2011; 19,053,345 shares authorized, 203,235 shares issued and outstanding as of October 2, 2010			
Additional paid-in capital	90,524	85,496	531
Accumulated deficit	(13,788)	(27,369)	(30,117)
Total stockholders equity (deficit)	76,752	58,142	(29,586)
Total liabilities, redeemable preferred stock and stockholders equity	$ 118,809	$ 96,996	$ 84,398

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

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BODY CENTRAL CORP.

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 1, 2011	October 2, 2010	October 1, 2011	October 2, 2010
	(in thousands, except share and per share data)			
Net revenues	$ 67,110	$ 56,943	$ 215,764	$ 176,288
Cost of goods sold, including occupancy, buying, distribution center and catalog costs	44,531	38,722	140,401	118,316
Gross profit	22,579	18,221	75,363	57,972
Selling, general and administrative expenses	16,577	14,050	49,974	40,663
Depreciation and amortization	1,342	1,238	3,815	3,510
Income from operations	4,660	2,933	21,574	13,799
Interest (income) expense, net	(2)	794	(14)	2,581
Other (income), net	(39)	(49)	(206)	(105)
Income before income taxes	4,701	2,188	21,794	11,323
Provision for income taxes	1,853	845	8,213	4,260
Net income	$ 2,848	$ 1,343	$ 13,581	$ 7,063
Net income per common share:				
Basic	$ 0.18	$ 6.43	$ 0.86	$ 34.20
Diluted	$ 0.18	$ 0.11	$ 0.85	$ 0.56
Weighted-average common shares outstanding:				
Basic	15,864,008	203,235	15,703,053	203,235
Diluted	16,166,285	12,768,103	16,008,014	12,597,459

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

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BODY CENTRAL CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Thirty-Nine Weeks Ended	
	October 1, 2011	October 2, 2010
	(in thousands)	
Cash flows from operating activities		
Net income	$ 13,581	$ 7,063
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,815	3,510
Deferred income taxes	(178)	1,197
Excess tax benefits from stock-based compensation	(2,420)	
Stock-based compensation	734	356
Loss on disposal of property and equipment	11	51
Changes in assets and liabilities:		
Accounts receivable	235	106
Inventories	(2,261)	(4,282)
Prepaid expenses and other current assets	(1,380)	(481)
Other assets	(9)	5
Accounts payable	(1,079)	2,539
Accrued expenses and other current liabilities	1,559	(285)
Income taxes	2,185	(500)
Other liabilities	2,659	1,544
Net cash provided by operating activities	17,452	10,823
Cash flows from investing activities		
Purchases of property and equipment	(6,201)	(5,494)
Net cash used in investing activities	(6,201)	(5,494)
Cash flows from financing activities		
Principal payments on long-term debt		(6,732)
Proceeds from common stock offering, net of issuance costs	1,142	
Proceeds from exercise of stock options	734	
Excess tax benefits from stock-based compensation	2,420	
Net cash provided by (used in) financing activities	4,296	(6,732)
Net increase (decrease) in cash and cash equivalents	15,547	(1,403)
Cash and cash equivalents		
Beginning of year	16,202	7,226
End of period	$ 31,749	$ 5,823

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

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BODY CENTRAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. Nature of Business and Summary of Significant Accounting Policies

Nature of Business and Organization

Body Central Corp. (the Company) is a specialty retailer of young women s apparel and accessories operating retail stores in the South, Mid-Atlantic and Midwest regions of the United States. We operate specialty apparel stores under the Body Central and Body Shop banners, as well as a direct business comprised of our Body Central catalog and our e-commerce website at www.bodyc.com.

Principles of Consolidation

In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments, consisting primarily of normal and recurring adjustments, necessary for the fair presentation of consolidated financial position, results of operations, and cash flows for the interim periods presented. All intercompany accounts and transactions have been eliminated in consolidation. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Accordingly, these unaudited consolidated financial statements and related notes thereto should be read in conjunction with the consolidated financial statements and notes thereto for the fiscal year ended January 1, 2011, included in the Company s Annual Report on Form 10-K, filed with the SEC.

Fiscal Year

The Company s fiscal year is the fifty-two or fifty-three weeks ending on the Saturday closest to December 31. As used herein, the interim periods presented are the thirteen week and thirty-nine week periods ended October 1, 2011 and October 2, 2010.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, management evaluates its estimates and judgments, including those related to inventory valuation, property and equipment, recoverability of

long-lived assets, including intangible assets, income taxes and stock-based compensation.

Segment Reporting

The Financial Accounting Standards Board (FASB) has established guidance for reporting information about a company s operating segments, including disclosures related to a company s products and services, geographic areas and major customers. The Company has aggregated its net revenues generated from its retail stores and its direct business into one operating segment. The Company aggregates its operating segments because they have a similar class of customer, nature of products, nature of production process and distribution methods as well as similar economic characteristics. The Company has no international sales. All of the Company s identifiable assets are in the United States.

Inventories

Inventories are comprised principally of women s apparel and accessories and are stated at the lower of cost or market, on a first-in-first-out basis, using the retail inventory method. Included in the carrying value of merchandise inventory, and reflected in cost of goods sold, is a reserve for shrinkage which is accrued between physical inventory dates as a percentage of sales based on historical inventory results.

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The Company reviews its inventory levels to identify slow-moving merchandise and generally uses markdowns to clear this merchandise. The Company records a markdown reserve based on estimated future markdowns related to current inventory to clear slow-moving inventory. These markdowns may have an adverse impact on earnings, depending on the extent and amount of inventory affected. The markdown reserve is recorded as an increase to cost of goods sold in the Consolidated Statements of Operations.

New Accounting Standards

In January 2010, the FASB issued Accounting Standards Update (ASC) 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*. The new guidance requires disclosures of transfers in and out of Level 1 and 2 fair value measurements, including a description of the reason for the transfer. The new guidance also calls for disclosures about the activity in Level 3 measurements by separately presenting information on purchases, sales, issuances and settlements on a gross basis rather than a single net number. The guidance also clarifies 1) the level of disaggregation that should be used in completing disclosures about fair value measurements and 2) the disclosures required in describing the inputs and valuation techniques used for both nonrecurring and recurring fair value measurements. This guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the new disclosures regarding the activity in Level 3 measurements, which became effective for fiscal years beginning after December 15, 2010. The adoption of this guidance did not have a material impact on the Company s financial statements or disclosures.

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income*, which amends ASC 220, *Comprehensive Income*. The amended guidance requires most entities present changes in net income and other comprehensive income in either a single statement of comprehensive income or two separate, but consecutive, statements. The objective of these amendments is to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. This guidance is effective for fiscal years beginning after December 15, 2011. The adoption of this guidance will not have a material impact on the Company s financial statements or disclosures.

In September 2011, the FASB issued an accounting standards update (ASU) intended to simplify how entities test goodwill for impairment. This update permits an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. This ASU becomes effective for fiscal years beginning after December 15, 2011. The Company has opted for an early adoption of this ASU. The adoption of this guidance will not have a material impact on the Company s financial statements or disclosures.

Reclassification

A reclassification has been made to the thirteen weeks and thirty-nine weeks ended October 2, 2010 Consolidated Financial Statements in order to conform to the presentation for the thirteen weeks and thirty-nine weeks ended October 1, 2011.

2. Financial Instruments

The FASB-issued guidance establishes a framework for measuring fair value that is based on the inputs market participants use to determine fair value of an asset or liability and establishes a fair value hierarchy to prioritize those inputs. The guidance under this statement describes a hierarchy of three levels of input that may be used to measure fair value:

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- Level 1 Inputs based on quoted prices in active markets for identical assets and liabilities.

- Level 2 Inputs other than Level 1 quoted prices, such as quoted prices for similar assets and liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

- Level 3 Unobservable inputs based on little market or no market activity and which are significant to the fair value of the assets and liabilities.

The Company s material financial instruments consist primarily of cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses. The fair values of cash, accounts receivable, accounts payable and accrued expenses are equal to their carrying values based on their liquidity.

The Company repaid all amounts owed under the term loan facilities of its senior credit facility on October 20, 2010, using proceeds from the Company s initial public offering. The term loans were repaid at carrying value.

The Company has determined the estimated fair value amounts of its financial instruments using available market information. The assets that are measured at fair value on a recurring basis include the following:

		Fair Value Measurements Using		
	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(in thousands)		
Money market securities:				
October 1, 2011	$ 27,106	$ 27,106	$	$
January 1, 2011	$ 11,084	$ 11,084	$	$
October 2, 2010	$ 1,754	$ 1,754	$	$

Money market securities, which are short-term investments of excess cash, are classified as cash and cash equivalents on the Consolidated Balance Sheets.

3. Income Taxes

The provision for income taxes is based on the current estimate of the annual effective tax rate and is adjusted as necessary for discrete events occurring in a particular period. The effective income tax rate was 39.4% and 38.6% for the thirteen weeks ended October 1, 2011 and October 2, 2010, respectively, and 37.7% and 37.6% for the thirty-nine weeks ended October 1, 2011 and October 2, 2010, respectively. The increase in the effective tax rate for the thirteen-week period ended October 1, 2011 was primarily due to a permanent true up of the 2010 federal and state income tax returns as filed, compared to the estimated tax provision.

The Company recognizes income tax liabilities related to unrecognized tax benefits in accordance with FASB ASC 740, *Income Taxes*, guidance related to uncertain tax positions, and adjusts these liabilities when its judgment changes as the result of the evaluation of new

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information. The Company does not anticipate any significant changes to the unrecognized tax benefits recorded at the balance sheet date within the next twelve months. The Company did not have any uncertain tax provisions recorded in the consolidated financial statements for the thirty-nine weeks ended October 1, 2011 and October 2, 2010.

4. Related Parties

The Company leases office and warehouse space under a lease agreement dated October 1, 2006 with a company that is owned by certain members of management who are also stockholders of the Company. The lease expires on October 1, 2016. The Company incurred rent expense of $350,000 and $346,000 for the thirty-nine weeks ended October 1, 2011 and October 2, 2010, respectively, related to this lease.

5. Leases

The Company s retail stores and corporate offices are in leased facilities. Lease terms generally range up to ten years and provide for escalations in base rents. The Company does not have obligations to renew the leases. Certain leases provide for contingent rental payments based upon sales. Most leases also require additional payments covering real estate taxes, common area costs and insurance.

Future minimum rental commitments, by year and in the aggregate, under non-cancelable operating leases as of October 1, 2011, are as follows:

Fiscal Year		**(in thousands)**
2011 Remaining	$	4,829
2012	$	17,179
2013	$	14,824
2014	$	13,783
2015	$	12,457
Thereafter	$	23,708
TOTAL	$	86,780

6. Stockholders Equity

Common Stock

On May 25, 2011, the Company amended and restated the Company s Third Amended and Restated Certificate of Incorporation to reduce its total number of authorized shares of common stock to 45 million shares, par value $0.001 per share.

On February 16, 2011, the Company completed a secondary offering of 5,703,764 shares of common stock priced at $16.50 per share. The Company sold 100,000 new shares of its common stock in the offering, and selling shareholders sold 5,603,764 shares of common stock in the offering which included all of the 743,969 shares sold pursuant to the underwriters over-allotment option. The offering raised net proceeds of $1.1 million for the Company, after deducting the underwriting discount and offering expenses paid by the Company. The Company did not receive any proceeds from the sale of the over-allotment shares by the selling stockholders.

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Stock-Based Compensation Plan

On March 22, 2011, the Company s Board of Directors approved, subject to stockholder approval, an amendment and restatement of the Company s Amended and Restated 2006 Equity Plan (the Plan). On May 25, 2011, the Company s stockholders approved the amendment and restatement to the Plan. The amended and restated Plan permits up to 250,000 of the remaining 1,240,751 shares of common stock reserved for future issuance as of October 1, 2011 under the Plan to be issued in the form of restricted stock awards and will allow certain awards under the Plan to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986, if the compensation committee of the Company s board of directors chooses to qualify the awards in other respects.

For long-term incentives, the Company s Board of Directors established an annual equity grant protocol that resulted in an initial grant effective as of September 16, 2011. The Committee s initial long-term incentive awards granted to certain executives were roughly two-thirds stock options and one-third time-vested restricted stock. The stock options and restricted stock will vest over a four-year period.

Stock-based compensation expense of $734,000 and $356,000 for the thirty-nine weeks ended October 1, 2011 and October 2, 2010, respectively, is included in selling, general and administrative expenses and cost of goods sold on the Company s Consolidated Statements of Operations. The Company did not capitalize any expense related to stock-based compensation.

Option Awards

The fair value of each option grant for the thirty-nine weeks ended October 1, 2011 was estimated on the grant date using the Black-Scholes option-pricing model with the following weighted-average assumptions:

Expected option term (1)	6.25 years
Expected volatility factor (2)	66.1%
Risk-free interest rate (3)	1.5%
Expected annual dividend yield	0%

(1) Since there was not sufficient historical information for grants with similar terms, the simplified or plain-vanilla method of estimating option life was utilized.

(2) The stock volatility for each grant is measured using the weighted average of historical weekly price changes of certain peer companies common stock over the most recent period equal to the expected option life of the grant.

(3) The risk-free interest rate for periods equal to the expected term of the share option is based on the rate of U.S. Treasury securities with the same term as the option as of the grant date.

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A summary of stock option information for the thirty-nine weeks ended October 1, 2011 is as follows:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term
Outstanding as of January 1, 2011	1,094,094	$ 3.06	
Granted	140,766	19.66	
Exercised	(438,782)	2.92	
Forfeited	(30,280)	13.09	
Outstanding as of October 1, 2011	765,798	$ 7.77	8.2
Exercisable as of October 1, 2011	205,693	$ 3.44	7.4

The aggregate intrinsic value of outstanding and exercisable options awards, representing the excess of the average market price of the Company s stock on October 1, 2011 over the exercise price multiplied by the applicable number of in-the-money options, was $3.0 million at October 1, 2011.

A summary of the status of nonvested options awards as of October 1, 2011 and changes during the thirty-nine weeks ended October 1, 2011, are presented below:

	Shares	Weighted-Average Grant-Date Fair Value
Nonvested as of January 1, 2011	607,335	$ 2.76
Granted	140,766	12.00
Vested	(157,716)	1.10
Forfeited	(30,280)	8.36
Nonvested as of October 1, 2011	560,105	$ 5.25

Total compensation cost related to nonvested stock option awards not yet recognized was $2.0 million as of October 1, 2011, and is expected to be recognized over a weighted average remaining period of 1.6 years.

Restricted Stock Awards

On May 25, 2011, the Company granted an aggregate of 5,400 restricted shares of its common stock to certain directors of the Company with a fair value of $25.00 per restricted share. The restricted stock awards vest in full on the first anniversary of the grant.

On September 16, 2011, the Company granted 25,304 restricted shares of its common stock to certain executives of the Company with a fair value of $19.76 per granted shares. The restricted stock awards vest over a four-year period.

As of October 1, 2011, unrecognized compensation expense of $576,000 related to non-vested restricted stock awards is expected to be recognized over the next 1.5 years.

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7. Income Per Common Share

Basic income per common share is calculated by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted income per common share includes the determinants of basic income per common share plus the additional dilution for all potentially dilutive stock-based compensation awards and convertible preferred stock utilizing the treasury stock method and if-converted method, respectively.

The following table shows the amounts used in computing income per common share and the effect on net income and the weighted average number of shares potentially dilutive to common stock:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 1, 2011	October 2, 2010	October 1, 2011	October 2, 2010
	(in thousands, except share and per share data)			
Net income as reported	$ 2,848	$ 1,343	$ 13,581	$ 7,063
Less: Preferred stock dividends declared		(37)		(113)
Net income attributable to common shareholders	$ 2,848	$ 1,306	$ 13,581	$ 6,950
Weighted average basic common shares	15,864,008	203,235	15,703,053	203,235
Impact of dilutive securities:				
Stock options	302,277	695,759	304,961	525,115
Restricted stock				
Convertible securities		11,869,109		11,869,109
Weighted average dilutive common shares	16,166,285	12,768,103	16,008,014	12,597,459
Per common share:				
Basic income per common share	$ 0.18	$ 6.43	$ 0.86	$ 34.20
Diluted income per common share	$ 0.18	$ 0.11	$ 0.85	$ 0.56

As part of the Company s initial public offering on October 14, 2010, the Company s convertible Series A and Series B preferred stock were converted to 11,869,109 shares of the Company s common stock. Equity awards to purchase 15,000 shares of common stock for the thirteen weeks and thirty-nine weeks ended October 1, 2011, were outstanding, but were not included in the computation of weighted average diluted common share amounts as the effect of doing so would have been anti-dilutive. All outstanding equity awards to purchase common stock were included in the computation of weighted average diluted common shares amounts for the thirteen and thirty-nine week periods ended October 2, 2010.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion summarizes the significant factors affecting the consolidated operating results, financial condition, liquidity, and cash flows of our Company as of and for the periods presented below. The following discussion and analysis should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended January 1, 2011, filed with the SEC, and our unaudited consolidated financial statements and the related notes included herein. This discussion contains forward-looking statements that are based on the beliefs of our management, as well as assumptions made by, and information currently available to, our management. Actual results could differ materially from those discussed in or implied by forward-looking statements as a result of various factors. See Forward-Looking Statements.

Overview

Founded in 1972, Body Central Corp. is a specialty retailer offering on-trend, quality apparel and accessories at value prices. We operate specialty apparel stores under the Body Central and Body Shop banners, as well as a direct business comprised of our Body Central catalog and our e-commerce website at *www.bodyc.com*. We target women in their late teens and twenties from diverse cultural backgrounds, who seek the latest fashions and a flattering fit. Our stores feature an assortment of tops, dresses, bottoms, jewelry, accessories and shoes sold primarily under our exclusive Body Central® and Lipstick® labels. We continually update our merchandise and floor sets with an emphasis on coordinated outfits presented by lifestyle to give our customers a reason to shop our stores frequently. We believe our multi-channel strategy supports our brand building efforts and provides us with synergistic growth opportunities across all of our sales channels.

Our stores are located in fashion retail venues in the South, Mid-Atlantic and Midwest regions of the United States. In the thirteen weeks ended October 1, 2011, we opened five stores and closed none. As of October 1, 2011, we had 226 stores with an average size of approximately 4,311 square feet.

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of operational and financial measures. We believe that the key measures for determining how our business is performing are net revenues, comparable store and non-comparable store sales, direct sales through our catalog and e-commerce channels, gross profit margin and selling, general and administrative expenses.

Net Revenues

Net revenues consist of sales of our merchandise from our stores and direct sales through our catalog and e-commerce channels, including shipping and handling fees charged to our customers. Net revenues from our stores and direct business reflect sales of our merchandise less estimated returns and merchandise discounts.

Store Sales

We calculate comparable or same store sales by including a store in comparable store sales on the first day of the fourteenth month after a store opens. Non-comparable store sales include sales not included in comparable store sales (for example, the first two months of a new store s sales) and sales from closed stores. Measuring the change in year-over-year comparable store sales allows us to evaluate how our store base is performing. Various factors affect comparable store sales, including:

- consumer preferences, buying trends and overall economic trends;

- our ability to identify and respond effectively to fashion trends and customer preferences;

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- changes in competition;
- changes in our merchandise mix;
- changes in pricing levels and average unit price;
- the timing of our releases of new merchandise;
- the level of customer service that we provide in our stores;
- our ability to source and distribute products efficiently; and
- the number of stores we open and close in any period.

Opening new stores is an important part of our growth strategy. We expect a significant percentage of our net revenues to come from non-comparable store sales. Accordingly, comparable store sales is only one element we use to assess the success of our growth strategy.

Direct Sales

We offer direct sales through our catalogs and through our e-commerce website, *www.bodyc.com*, which accepts orders directly from our customers. We believe the circulation of our catalogs and access to our website increases our reputation and brand recognition with our target customers and helps support the strength of our store operations. We define revenue per catalog as direct sales divided by the number of catalogs circulated. Direct sales are not included in our comparable store sales.

Gross Profit

Gross profit is equal to our net revenues minus our cost of goods sold. Gross profit margin measures gross profit as a percentage of our net revenues. Cost of goods sold includes the direct cost of purchased merchandise, distribution costs, all freight costs incurred to ship merchandise to our stores and our direct customers, costs incurred to produce and distribute our catalogs, store occupancy costs, buying costs and inventory shrinkage. The components of our cost of goods sold may not be comparable to those of other retailers.

Our cost of goods sold is greater in higher volume periods because cost of goods sold generally increases as net revenues increase. Changes in the mix of our products, such as changes in the proportion of accessories, may also impact our cost of goods sold. We review our inventory levels on an ongoing basis in order to identify slow-moving merchandise and take appropriate markdowns to clear these goods. The timing and level of markdowns are not seasonal in nature, but are driven by customer acceptance of our merchandise. If we misjudge sales levels and/or trends, we may be faced with excess inventories and be required to mark down our prices for those products in order to sell them. The Company records a markdown reserve based on estimated future markdowns related to current inventory to clear slow-moving inventory.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include all operating costs not included in cost of goods sold. These expenses include payroll and other expenses related to operations at our corporate headquarters and store operations. These expenses generally do not vary proportionally with net revenues. As a result, selling, general and administrative expenses as a percentage of net revenues are usually higher in lower volume periods and usually lower in higher volume periods. The components of our selling, general and administrative expenses may not be comparable to those of

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other retailers. We expect that our selling, general and administrative expenses will increase in future periods due to our continuing store growth, continuing growth in our direct business and, in part, due to additional legal, accounting, insurance and other expenses that we continue to incur as a result of becoming a public company.

Results of Operations

The following tables summarize key components of our results of operations for the periods indicated as a percentage of net revenues as well as selected non-financial operating data:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 1, 2011	October 2, 2010	October 1, 2011	October 2, 2010
Percentage of Net Revenues:				
Net revenues	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	66.4	68.0	65.1	67.1
Gross profit	33.6	32.0	34.9	32.9
Selling, general and administrative expenses	24.7	24.7	23.2	23.1
Depreciation and amortization	2.0	2.2	1.8	2.0
Income from operations	6.9	5.2	10.0	7.8
Interest (income) expense, net	(0.0)	1.4	(0.0)	1.5
Other (income), net	(0.1)	(0.1)	(0.1)	(0.1)
Income before income taxes	7.0	3.8	10.1	6.4
Provision for income taxes	2.8	1.4	3.8	2.4
Net income	4.2%	2.4%	6.3%	4.0%
Operating Data (unaudited):				
Stores:				
Comparable store sales change	8.2%	17.6%	13.0%	14.8%
Number of stores open at end of period	226	204	226	204
Sales per gross square foot (in whole dollars)	$ 63	$ 58	$ 194	$ 170
Average square feet per store	4,311	4,289	4,311	4,289
Total gross square feet at end of period (in thousands)	974	875	974	875
Direct:				
Number of catalogs circulated (in thousands)	3,999	4,189	18,944	18,335
Revenue per catalog (in whole dollars)	$ 1.53	$ 1.58	$ 1.42	$ 1.49

The following table summarizes the number of stores open at the beginning of the period and at the end of the period:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 1, 2011	October 2, 2010	October 1, 2011	October 2, 2010
Stores at beginning of period	221	199	209	185
Stores opened during period	5	5	17	22

Stores closed during period				(3)
Stores at end of period	226	204	226	204

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Thirteen Weeks Ended October 1, 2011 Compared to the Thirteen Weeks Ended October 2, 2010

	Thirteen Weeks Ended					
	October 1, 2011		October 2, 2010		Variance	
	Amount	Percentage of Net Revenues	Amount	Percentage of Net Revenues	Dollars	Percentage
	(Unaudited) (Dollars in thousands)					
Net revenues	$ 67,110	100.0%	$ 56,943	100.0%	$ 10,167	17.9%
Cost of goods sold	44,531	66.4	38,722	68.0	5,809	15.0
Gross profit	22,579	33.6	18,221	32.0	4,358	23.9
Selling, general and administrative expenses	16,577	24.7	14,050	24.7	2,527	18.0
Depreciation and amortization	1,342	2.0	1,238	2.2	104	8.4
Income from operations	4,660	6.9	2,933	5.2	1,727	58.9
Interest (income) expense, net	(2)		794	1.4	(796)	(100.3)
Other (income) expense, net	(39)	(0.1)	(49)	(0.1)	10	(20.4)
Income before income taxes	4,701	7.0	2,188	3.9	2,513	114.9
Provision for income taxes	1,853	2.8	845	1.5	1,008	119.3
Net income	$ 2,848	4.2%	$ 1,343	2.4%	$ 1,505	112.1%
Operating Data (unaudited):						
Revenues:						
Stores	$ 60,997	90.9%	$ 50,323	88.4%	$ 10,674	21.2%
Direct	6,113	9.1	6,620	11.6	(507)	(7.7)
Net revenues	$ 67,110	100.0%	$ 56,943	100.0%	$ 10,167	17.9%

Net Revenues

Net revenues increased by $10.2 million, or 17.9%, for the thirteen weeks ended October 1, 2011, as compared to the thirteen weeks ended October 2, 2010.

Store sales increased $10.7 million, or 21.2%, for the thirteen weeks ended October 1, 2011, as compared to the thirteen weeks ended October 2, 2010. The increase in store sales was primarily a result of 22 new store openings since October 2, 2010. Comparable store sales increased $4.0 million, or 8.2%, for the thirteen weeks ended October 1, 2011, compared to an increase of 17.6% for the thirteen weeks ended October 2, 2010. Non-comparable store sales increased $6.7 million for the thirteen weeks ended October 1, 2011, compared to the thirteen weeks ended October 2, 2010. There were 194 comparable stores and 32 non-comparable stores open during the thirteen weeks ended October 1, 2011.

Direct sales, including shipping and handling fees, from our direct business decreased $507,000, or 7.7%, for the thirteen weeks ended October 1, 2011, as compared to the thirteen weeks ended October 2, 2010. Direct sales were down primarily due to reduced distribution of catalogs, reduced revenue per catalog and the delayed distribution of our August 2011 catalog.

Gross Profit

Gross profit increased $4.4 million, or 23.9%, for the thirteen weeks ended October 1, 2011 as compared to the thirteen weeks ended October 2, 2010. As a percentage of net revenues, gross profit margin increased by 160 basis points for the thirteen weeks ended October 1, 2011 from the thirteen weeks ended October 2, 2010. This increase was attributable to a 90 basis point increase in the

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merchandise margin and a 70 basis point decrease in freight costs, store occupancy, distribution and buying costs as a percentage of net revenues.

Selling, General and Administrative Expense

Selling, general and administrative expenses increased by $2.5 million, or 18.0%, for the thirteen weeks ended October 1, 2011 as compared to the thirteen weeks ended October 2, 2010. This increase resulted in part from a $1.4 million increase in store operating expenses driven primarily by our new store unit growth. As a percentage of net revenues, store operating expenses decreased to 17.9% for the thirteen weeks ended October 1, 2011 as compared to 18.6% for the thirteen weeks ended October 2, 2010.

General and administrative expenses increased $1.1 million for the thirteen weeks ended October 1, 2011 as compared to the thirteen weeks ended October 2, 2010 due in part to severance benefits to former employees, compensation expenses for new positions and additional stock-based compensation from equity grants. As a percentage of net revenues, general and administrative expenses increased to 6.8% for the thirteen weeks ended October 1, 2011 as compared to 6.1% for the thirteen weeks ended October 2, 2010.

As a percentage of net revenues, selling, general and administrative expenses remained unchanged at 24.7% for the thirteen weeks ended October 1, 2011 as compared to the thirteen weeks ended October 2, 2010. Selling, general and administrative expenses remained at a constant 24.7% of net revenues as a function of the increased expenses indicated above.

Depreciation and Amortization Expense

Depreciation and amortization expense increased $104,000, or 8.4%, for the thirteen weeks ended October 1, 2011 as compared to the thirteen weeks ended October 2, 2010. This increase was primarily due to capital expenditures from new store construction and upgrades to our information technology systems. As a percentage of net revenues, depreciation and amortization expense decreased 20 basis points for the thirteen weeks ended October 1, 2011 as compared to the thirteen weeks ended October 2, 2010.

Interest (Income) Expense, Net

Net interest income for the thirteen weeks ended October 2, 2010 was $2,000. Net interest expense for the thirteen weeks ended October 2, 2010 was $794,000. In October 2010, we repaid all amounts owed under the term loan of our senior credit facility using net proceeds from our initial public offering and subsequently terminated the facility.

Provision for Income Taxes

Provision for income taxes increased $1.0 million for the thirteen weeks ended October 1, 2011 as compared to the thirteen weeks ended October 2, 2010, which was attributable to a $2.5 million increase in income before income taxes and an 80 basis point increase in the effective tax rate to 39.4% in the thirteen weeks ended October 1, 2011 from 38.6% in the thirteen weeks ended October 2, 2010.

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Net Income

Net income increased $1.5 million for the thirteen weeks ended October 1, 2011 as compared to the thirteen weeks ended October 2, 2010 due to the factors discussed above.

Thirty-Nine Weeks Ended October 1, 2011 Compared to the Thirty-Nine Weeks Ended October 2, 2010

	Thirty-Nine Weeks Ended					
	October 1, 2011		October 2, 2010		Variance	
	Amount	Percentage of Net Revenues	Amount	Percentage of Net Revenues	Dollars	Percentage
	(Unaudited) (Dollars in thousands)					
Net revenues	$ 215,764	100.0%	$ 176,288	100.0%	$ 39,476	22.4%
Cost of goods sold	140,401	65.1	118,316	67.1	22,085	18.7
Gross profit	75,363	34.9	57,972	32.9	17,391	30.0
Selling, general and administrative expenses	49,974	23.2	40,663	23.1	9,311	22.9
Depreciation and amortization	3,815	1.8	3,510	2.0	305	8.7
Income from operations	21,574	10.0	13,799	7.8	7,775	56.3
Interest (income) expense, net	(14)		2,581	1.5	(2,595)	(100.5)
Other income, net	(206)	(0.1)	(105)	(0.1)	(101)	96.2
Income before income taxes	21,794	10.1	11,323	6.4	10,471	92.5
Provision for income taxes	8,213	3.8	4,260	2.4	3,953	92.8
Net income	$ 13,581	6.3%	$ 7,063	4.0%	$ 6,518	92.3%
Operating Data (unaudited):						
Revenues:						
Stores	$ 188,876	87.5%	$ 148,980	84.5%	$ 39,896	26.8%
Direct	26,888	12.5	27,308	15.5	(420)	(1.5)
Net revenues	$ 215,764	100.0%	$ 176,288	100.0%	$ 39,476	22.4%

Net Revenues

Net revenues increased by $39.5 million, or 22.4%, for the thirty-nine weeks ended October 1, 2011, as compared to the thirty-nine weeks ended October 2, 2010.

Store sales increased $39.9 million, or 26.8%, for the thirty-nine weeks ended October 1, 2011, as compared to the thirty-nine weeks ended October 2, 2010. The increase in store sales resulted from the increase in comparable store sales and 22 new store openings since October 2,

2010. Comparable store sales increased $18.3 million, or 13.0%, for the thirty-nine weeks ended October 1, 2011, compared to an increase of 14.8% for the thirty-nine weeks ended October 2, 2010. Non-comparable store sales increased $21.6 million for the thirty-nine weeks ended October 1, 2011, compared to the thirty-nine weeks ended October 2, 2010. There were 182 comparable stores and 44 non-comparable stores open during the thirty-nine weeks ended October 1, 2011.

Direct sales, including shipping and handling fees, from our direct business decreased $420,000, or 1.5%, for the thirty-nine weeks ended October 1, 2011, as compared to the thirty-nine weeks ended October 2, 2010. This decrease was primarily due to reduced revenue per catalog and the delayed distribution of our August 2011 catalog.

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Gross Profit

Gross profit increased $17.4 million, or 30.0%, for the thirty-nine weeks ended October 1, 2011 as compared to the thirty-nine weeks ended October 2, 2010. As a percentage of net revenues, gross profit margin increased by 200 basis points for the thirty-nine weeks ended October 1, 2011 as compared to the thirty-nine weeks ended October 2, 2010. This increase was attributable to a 180 basis point decrease in freight costs, store occupancy, distribution and buying costs as a percentage of net revenues and a 20 basis point increase in merchandise margin.

Selling, General and Administrative Expense

Selling, general and administrative expenses increased by $9.3 million, or 22.9%, for the thirty-nine weeks ended October 1, 2011 as compared to the thirty-nine weeks ended October 2, 2010. This increase resulted in part from a $5.0 million increase in store operating expenses due primarily to our new store growth. As a percentage of net revenues, store operating expenses decreased to 16.5% for the thirty-nine weeks ended October 1, 2011 as compared to 17.3% for the thirty-nine weeks ended October 2, 2010.

General and administrative expenses increased $4.3 million for the thirty-nine weeks ended October 1, 2011 as compared to the thirty-nine weeks ended October 2, 2010 due in part to increased incentive provisions tied to performance, professional fees related to being a public company, information technology expenses associated with enhancing the functionality of our recently upgraded systems which support our direct business and our point-of-sale software system, compensation expenses for new positions, severance benefits for former employees and additional stock-based compensation from equity grants. As a percentage of net revenues, general and administrative expenses increased to 6.7% for the thirty-nine weeks ended October 1, 2011 as compared to 5.8% for the thirty-nine weeks ended October 2, 2010.

As a percentage of net revenues, selling, general and administrative expenses were 23.2% for the thirty-nine weeks ended October 1, 2011 and 23.1% for the thirty-nine weeks ended October 2, 2010 due to reasons discussed above.

Depreciation and Amortization Expense

Depreciation and amortization expense increased $305,000, or 8.7%, for the thirty-nine weeks ended October 1, 2011 as compared to the thirty-nine weeks ended October 2, 2010. This increase was primarily due to capital expenditures from new store construction and upgrades to our information technology systems. As a percentage of net revenues, depreciation and amortization expense decreased 20 basis points for the thirty-nine weeks ended October 1, 2011 as compared to the thirty-nine weeks ended October 2, 2010.

Interest (Income) Expense, Net

Net interest income for the thirty-nine weeks ended October 2, 2011 was $14,000. Net interest expense for the thirty-nine weeks ended October 2, 2010 was $2.6 million. In October 2010, we repaid all amounts owed under the term loan of our senior credit facility using net proceeds from our initial public offering and subsequently terminated the facility.

Provision for Income Taxes

Provision for income taxes increased $4.0 million for the thirty-nine weeks ended October 1, 2011 as compared to the thirty-nine weeks ended October 2, 2010, which was attributable to a $10.5 million increase in income before income taxes and an increase in the effective tax rate of ten basis points to 37.7% in the thirty-nine weeks ended October 1, 2011 from 37.6% in the thirty-nine weeks ended

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October 2, 2010.

Net Income

Net income increased $6.5 million for the thirty-nine weeks ended October 1, 2011 as compared to the thirty-nine weeks ended October 2, 2010 due to the factors discussed above.

Liquidity and Capital Resources

Our primary source of liquidity is currently cash flows from operations. Our primary cash needs are for capital expenditures in connection with opening new stores, remodeling or relocating existing stores, distributing our catalogs, operating our website and the additional working capital required for running our operations. Cash is also required for investment in our information technology systems, maintenance of existing facilities and distribution facility enhancements, when required. The most significant components of our working capital are cash and cash equivalents, merchandise inventories, trade accounts payable and other current liabilities. Our working capital position benefits from the fact that we generally collect cash from sales to customers the same day or, in the case of credit or debit card transactions, within several days of the related sale, and we typically have up to 60 days to pay our merchandise vendors, depending on the applicable vendor terms.

Our cash and cash equivalents balance increased $15.5 million to $31.7 million as of October 1, 2011, from $16.2 million as of January 1, 2011. Components of this change in cash for the thirty-nine weeks ended October 1, 2011, as well as the change for the thirty-nine weeks ended October 2, 2010, are provided below in more detail.

A summary of operating, investing and financing activities are shown in the following table:

	Thirty-Nine Weeks Ended		Variance	
	October 1, 2011	October 2, 2010	Dollars	Percentages
	(in thousands) (unaudited)			
Provided by operating activities	$ 17,452	$ 10,823	$ 6,629	61.2%
Used in investing activities	(6,201)	(5,494)	(707)	12.9
Provided by (used in) financing activities	4,296	(6,732)	11,028	163.8
Increase in cash / cash equivalents	$ 15,547	$ (1,403)	$ 16,950	1,208.1%

Operating Activities

Operating activities consist of net income adjusted for non-cash items, including depreciation and amortization and the effect of other working capital requirements, as summarized in following table:

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	Thirty-Nine Weeks Ended		Variance	
	October 1, 2011	October 2, 2010	Dollars	Percentages
	(in thousands) (unaudited)			
Net income	$ 13,581	$ 7,063	$ 6,518	92.3%
Adjustments to reconcile net income to net cash provided by operating activities:				
Inventories, net of merchandise payables	(3,340)	(1,743)	(1,597)	91.6
Other working capital components and non-cash charges	7,211	5,503	1,708	31.0
Net cash provided by operating activities	$ 17,452	$ 10,823	$ 6,629	61.2%

Net cash provided by operating activities increased $6.6 million to $17.4 million during the thirty-nine weeks ended October 1, 2011 as compared to $10.8 million for the thirty-nine weeks ended October 2, 2010. This increase was attributable to a $6.5 million increase in net income offset by a $1.6 million increase in our requirements for inventory, net of merchandise accounts payable, and a $1.7 million decrease in our other working capital requirements and non-cash charges. The increase in our cash requirements for inventory, net of merchandise accounts payable, was principally due to the increase in the number of stores.

Investing Activities

Investing activities consist primarily of capital expenditures for new and existing stores, as well as our investment in information technology:

	Thirty-Nine Weeks Ended		Variance	
	October 1, 2011	October 2, 2010	Dollars	Percentages
	(in thousands) (unaudited)			
Capital expenditures (excluding tenant allowances)	$ (3,112)	$ (3,153)	$ 41	(1.3)%
Tenant allowances	(3,089)	(2,341)	(748)	32.0
Net cash used in investing activities	$ (6,201)	$ (5,494)	$ (707)	12.9%

For the thirty-nine weeks ended October 1, 2011, capital expenditures decreased $41,000 as compared to the thirty-nine weeks ended October 2, 2010. This decrease was primarily attributable to a reduction in capital expenditures related to upgrading our information technology systems, partially offset by higher per store construction costs. The higher per store construction costs are partially offset by increased tenant allowances.

Financing Activities

Financing activities have historically consisted of borrowings and payments on our senior credit facility. We repaid all amounts owed on our senior credit facility in October 2010 using net proceeds from our initial public offering and subsequently terminated the facility.

	Thirty-Nine Weeks Ended		Variance	
	October 1, 2011	October 2, 2010	Dollars	Percentages
	(in thousands) (unaudited)			
Principal payments on long-term debt	$	$ (6,732)	$ 6,732	(100.0)%
Proceeds from common stock offering, net of issuance costs	1,142		1,142	100.0
Proceeds from exercise of stock options	734		734	100.0
Excess tax benefits of stock-based compensation	2,420		2,420	100.0
Net cash provided by (used in) financing activities	$ 4,296	$ (6,732)	$ 11,028	163.8%

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On February 16, 2011, we completed a secondary offering of 5,703,764 shares of our common stock priced at $16.50 per share. We sold 100,000 new shares of common stock in the offering, and the selling shareholders sold 5,603,764 shares in the offering, including 743,969 shares sold pursuant to the underwriters over-allotment option. The offering raised net proceeds of $1.1 million for the Company, after deducting the underwriting discount and offering expenses paid by us. In the thirty-nine weeks ended October 2, 2010, we paid $3.7 million of scheduled quarterly principal repayments on our senior credit facility in addition to an additional $3.0 million principle repayment based on our operating results for fiscal year 2009.

Senior Credit Facility

We are in negotiations for a one-year, $5 million senior secured revolving credit facility which includes an option by us to expand the facility up to $20 million. Interest is expected to accrue based upon a reference index rate plus a fixed margin and have prevailing market terms and conditions. We anticipate this senior secured revolving credit facility will be effective in fiscal year 2011. There is no guarantee that such a facility will be entered into on commercially reasonable terms or at all.

Outlook

Our short-term and long-term liquidity needs arise primarily from capital expenditures associated with our growth strategy and working capital requirements. We believe that our cash position and net cash provided by operating activities will be adequate to finance our working capital needs and planned capital expenditures for at least the next 12 months. Planned capital expenditures include expenditures for new stores, relocation of and maintenance of existing stores, maintenance of corporate facilities, and investments in information technology systems, which includes investing in and upgrading several of our systems to provide improved support of our current operations and position us for future growth.

Off Balance Sheet Arrangements

We are not a party to any off balance sheet arrangements.

Critical Accounting Policies

Management has determined that our most critical accounting policies are those related to revenue recognition, inventory valuation, property and equipment, net, impairment of long-lived assets, goodwill, income taxes and stock-based compensation. We continue to monitor our accounting policies to ensure proper application of current rules and regulations. There have been no significant changes to these policies discussed in our Annual Report on Form 10-K for the fiscal year ended January 1, 2011.

New Accounting Standards

Refer to Page 8 of Notes to the Consolidated Financial Statements

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

If we enter into an anticipated senior secured revolving credit facility and actually draw down on such facility, our principal market risk will relate to interest rate sensitivity, which is the risk that future changes in interest rates will reduce our net income or net assets.

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We source from U.S. vendors which place orders and supply merchandise to us from both U.S. manufacturers and foreign manufacturers. We contract for and settle all purchases in U.S. dollars. Thus, we consider the effect of currency rate changes to be indirect and we believe the effect of a major shift in currency exchange rates on short-term results would not materially affect our results of operations or cash flows. Over a longer period, the cumulative year-to-year impact of such changes could be significant, albeit indirectly, through increased charges in U.S. dollars from our vendors that source their products internationally.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedure

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report and has concluded that, as of the end of such period, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject to various legal proceedings and claims that arise in the ordinary course of our business. While the outcome of these and other claims cannot be predicted with certainty, we do not believe that the outcome of these matters will have a material adverse effect on our business, financial statements or disclosures.

ITEM 1A. RISK FACTORS

Our risk factors have not changed materially from those disclosed in our Annual Report on Form 10-K for the fiscal year ended January 1, 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.

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ITEM 6. EXHIBITS

The following is an index of the exhibits included in this Quarterly Report on Form 10-Q:

EXHIBIT INDEX

Exhibit Number	Description
10.1	Employment Agreement dated as of September 7, 2011 between Body Central Corp. and Thomas W. Stoltz.
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive data files from Body Central Corp. s Quarterly Report on Form 10-Q for the quarter ended October 1, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows, and (iv) the Notes to the Consolidated Financial Statements.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 15, 2011

BODY CENTRAL CORP.

By: /s/ B. Allen Weinstein
B. Allen Weinstein
President, Chief Executive Officer and Director
(Principal Executive Officer)

By: /s/ Thomas W. Stoltz
Thomas W. Stoltz
Executive Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)