CHEROKEE INC
Form 10-Q
December 10, 2014
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# 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 November 1, 2014.**

o **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the Transition Period From to .**

**Commission file number 0-18640**

# CHEROKEE INC.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **Delaware** | **95-4182437** |
| (State or other jurisdiction of Incorporation or organization) | (IRS employer identification number) |
| **5990 Sepulveda Boulevard, Sherman Oaks, CA** | **91411** |
| (Address of principal executive offices) | Zip Code |

Registrant s telephone number, including area code **(818) 908-9868**

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 o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

| | |
|---|---|
| Large accelerated filer o | Accelerated filer x |
| Non-accelerated filer o | Smaller reporting company o |

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

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

| Class | Outstanding at December 5, 2014 |
|---|---|
| Common Stock, $.02 par value per share | 8,433,233 |

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**CHEROKEE INC.**

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**Part 1. Financial Information**

**ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS**

**CHEROKEE INC.**

**CONSOLIDATED BALANCE SHEETS**

**Unaudited**

**(amounts in thousands, except share and per share amounts)**

| | November 1, 2014 | February 1, 2014 |
|---|---|---|
| **Assets** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 5,026 | $ 3,634 |
| Receivables | 8,375 | 6,056 |
| Income taxes receivable | 226 | 252 |
| Prepaid expenses and other current assets | 397 | 293 |
| Deferred tax asset | 239 | 239 |
| Total current assets | 14,263 | 10,474 |
| Trademarks, net | 40,043 | 40,683 |
| Deferred tax asset | 1,505 | 1,678 |
| Property and equipment, net | 1,355 | 1,222 |
| Other assets | 50 | 54 |
| Total assets | $ 57,216 | $ 54,111 |
| | | |
| **Liabilities and Stockholders Equity** | | |
| Current liabilities: | | |
| Accounts payable and other accrueds | $ 1,701 | $ 2,206 |
| Current portion of long term debt | 7,308 | 6,991 |
| Income taxes payable | 686 | 212 |
| Deferred revenue current | 20 | 94 |
| Accrued compensation payable | 922 | 277 |
| Total current liabilities | 10,637 | 9,780 |
| Long term liabilities: | | |
| Long term debt | 19,663 | 25,144 |
| Income taxes payable | 447 | 1,179 |
| Other non-current | 110 | 109 |
| Total liabilities | 30,857 | 36,212 |
| Commitments and Contingencies | | |
| Stockholders Equity | | |
| Preferred stock, $.02 par value, 1,000,000 shares authorized, none issued and outstanding | | |
| Common stock, $.02 par value, 20,000,000 shares authorized, 8,433,233 issued and outstanding at November 1, 2014 and 8,403,500 issued and outstanding at February 1, 2014 | 169 | 167 |
| Additional paid-in capital | 22,209 | 21,069 |

| | | | | |
|---|---|---|---|---|
| Retained earnings/(deficit) | | 3,981 | | (3,337) |
| Total stockholders equity | | 26,359 | | 17,899 |
| Total liabilities and stockholders equity | $ | 57,216 | $ | 54,111 |

See the accompanying notes which are an integral part of these consolidated financial statements.

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**CHEROKEE INC.**

**CONSOLIDATED STATEMENTS OF INCOME**

**Unaudited**

**(amounts in thousands, except per share amounts)**

| | Three Months ended | | Nine Months ended | |
|---|---|---|---|---|
| | November 1, 2014 | November 2, 2013 | November 1, 2014 | November 2, 2013 |
| Royalty revenues | $ 8,706 | $ 6,684 | $ 27,431 | $ 22,232 |
| Selling, general and administrative expenses | 4,663 | 4,162 | 14,042 | 12,961 |
| Amortization of trademarks | 233 | (100) | 699 | 712 |
| Operating income | 3,810 | 2,622 | 12,690 | 8,559 |
| Other income (expense): | | | | |
| Interest (expense) | (201) | (116) | (653) | (371) |
| Interest income and other income (expense), net | (2) | (2) | (3) | 3 |
| Total other income (expense), net | (203) | (118) | (656) | (368) |
| Income before provision for income taxes | 3,607 | 2,504 | 12,034 | 8,191 |
| Income tax provision | 1,291 | 941 | 3,874 | 3,068 |
| Net income | $ 2,316 | $ 1,563 | $ 8,160 | $ 5,123 |
| Basic earnings per share | $ 0.27 | $ 0.19 | $ 0.97 | $ 0.61 |
| Diluted earnings per share | $ 0.27 | $ 0.19 | $ 0.96 | $ 0.61 |
| Weighted average shares outstanding: | | | | |
| Basic | 8,424 | 8,396 | 8,411 | 8,394 |
| Diluted | 8,566 | 8,408 | 8,490 | 8,406 |
| Dividends declared per share | $ 0.00 | $ 0.10 | $ 0.10 | $ 0.30 |

See the accompanying notes which are an integral part of these consolidated financial statements.

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**CHEROKEE INC.**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**Unaudited**

**(amounts in thousands)**

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | November 1, 2014 | November 2, 2013 | November 1, 2014 | November 2, 2013 |
| Net income | $ 2,316 | $ 1,563 | $ 8,160 | $ 5,123 |
| Other comprehensive income | | | | |
| Comprehensive income | $ 2,316 | $ 1,563 | $ 8,160 | $ 5,123 |

See the accompanying notes which are an integral part of these consolidated financial statements.

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**CHEROKEE INC.**

**CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY**

**Unaudited**

**(amounts in thousands)**

| | Common Stock | | Additional Paid-in | Retained | |
|---|---|---|---|---|---|
| | Shares | Par Value | Capital | Earnings (Deficit) | Total |
| Balance at February 1, 2014 | 8,403 | $ 167 | $ 21,069 | $ (3,337) | $ 17,899 |
| Stock-based compensation including tax effect | | | 788 | | 788 |
| Stock option exercises | 30 | 2 | 352 | | 354 |
| Accrued dividends | | | | (842) | (842) |
| Net income | | | | 8,160 | 8,160 |
| Balance at November 1, 2014 | 8,433 | $ 169 | $ 22,209 | $ 3,981 | $ 26,359 |

See the accompanying notes which are an integral part of these consolidated financial statements.

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**CHEROKEE INC.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**Unaudited**

**(amounts in thousands)**

| | Nine Months Ended | |
|---|---|---|
| | November 1, 2014 | November 2, 2013 |
| **Operating activities** | | |
| Net income | $ 8,160 | $ 5,123 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 361 | 257 |
| Amortization of trademarks | 699 | 712 |
| Deferred income taxes | 38 | (441) |
| Reversal of uncertain tax liabilities | (736) | |
| Stock-based compensation | 780 | 788 |
| Excess (tax benefit) shortfall from share-based payment arrangements | (22) | |
| Other, net | 57 | (44) |
| Changes in operating assets and liabilities: | | |
| Receivables | (2,319) | (984) |
| Prepaid expenses and other current assets | (104) | 61 |
| Income taxes receivable and payable, net | 647 | 1,024 |
| Accounts payable and other accrueds | (505) | (197) |
| Deferred revenue | (74) | (6) |
| Accrued compensation | 645 | 181 |
| Net cash provided by operating activities | 7,627 | 6,474 |
| **Investing activities** | | |
| Purchase of property and equipment | (519) | (513) |
| Purchases of trademarks, including registration and renewal costs | (59) | (17) |
| Net cash used in investing activities | (578) | (530) |
| **Financing activities** | | |
| Payments of JP Morgan Term Loan | (5,191) | (2,422) |
| Proceeds from exercise of stock options | 354 | 36 |
| Excess tax benefit (shortfall) from share-based payment arrangements | 22 | |
| Dividends | (842) | (2,520) |
| Net cash used in financing activities | (5,657) | (4,906) |
| Increase in cash and cash equivalents | 1,392 | 1,038 |
| Cash and cash equivalents at beginning of period | 3,634 | 2,424 |
| Cash and cash equivalents at end of period | $ 5,026 | $ 3,462 |
| Cash paid during period for: | | |
| Income taxes | $ 4,093 | $ 2,498 |

| | | | | |
|---|---|---|---|---|
| Interest | | 627 | | 349 |
| Non-cash financing activities: | | | | |
| Accrued and declared dividends | $ | | $ | 840 |

See the accompanying notes which are an integral part of these consolidated financial statements.

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**CHEROKEE INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Amounts in thousands, except percentages, share and per share amounts)**

(1) Basis of Presentation

The accompanying unaudited condensed consolidated financial statements as of November 1, 2014 and for the three and nine month periods ended November 1, 2014 and November 2, 2013 have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) and Article 10 of Regulation S-X. These consolidated financial statements include the accounts of Cherokee Inc. Cherokee or the Company , and its subsidiaries and have not been audited by independent registered public accountants but include all adjustments, consisting of normal recurring accruals, which in the opinion of management of Cherokee are necessary for a fair statement of the financial position and the results of operations for the periods presented. All material intercompany accounts and transactions have been eliminated during the consolidation process. The accompanying consolidated balance sheet as of February 1, 2014 has been derived from audited consolidated financial statements, but does not include all disclosures required by GAAP. The results of operations for the three and nine month periods ended November 1, 2014 are not necessarily indicative of the results to be expected for the fiscal year ending January 31, 2015. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company s Annual Report on Form 10-K for the fiscal year ended February 1, 2014.

As used herein, the term First Quarter refers to the three months ended May 3, 2014; the term Second Quarter refers to the three months ended August 2, 2014; the term Third Quarter refers to the three months ended November 1, 2014; the term Nine Months refers to the nine months ended November 1, 2014; the term Fiscal 2015 refers to the fiscal year ending January 31, 2015; the term Fiscal 2014 refers to the most recent past fiscal year ended February 1, 2014; and the term Fiscal 2013 refers to the fiscal year ended February 2, 2013.

*Acquisition of Hawk and Tony Hawk Brands*

On January 10, 2014, Cherokee entered into an asset purchase agreement with Quiksilver, Inc. and Hawk Designs, Inc., to acquire various assets related to the Hawk and Tony Hawk signature apparel brands and related trademarks. As consideration for the acquisition, Cherokee paid a cash purchase price equal to $19,000. In connection with this acquisition, Cherokee entered into an amended retail license agreement with Kohl s Department Stores. Pursuant to this agreement, Kohl s is granted the exclusive right to sell Tony Hawk and Hawk-branded apparel and related products in the United States and has agreed to pay Cherokee a minimum royalty guarantee of $19,200 over four years ($4,800 per year).

*Acquisition of Cherokee School Uniforms; Amendment to Target Agreement*

On January 31, 2013, the Company entered into an asset purchase agreement pursuant to which the Company acquired various rights relating to the Cherokee brand in the category of school uniforms in exchange for a cash payment of $4,250. Cherokee previously sold such rights to the seller in July 1995. In connection with this acquisition, the Company entered into a multi-year amendment to the license agreement with Target Inc. ( Target ) to include the category of school uniforms. Pursuant to such amendment, Target agreed to pay Cherokee an annual royalty rate for its sales of Cherokee-branded children s school uniforms products in the United States fixed at 2% of Target s net sales of such products and subject to a minimum annual royalty of $800.

*Acquisition of Liz Lange and Completely Me by Liz Lange*

On September 4, 2012, the Company entered into an asset purchase agreement with LLM Management Co., LLC, pursuant to which the Company acquired various assets related to the Liz Lange and Completely Me by Liz Lange brands. As consideration for the acquisition, Cherokee agreed to pay a cash purchase price equal to $13,100, with $12,600 paid concurrently with the closing and $500 of which was placed in an escrow fund that was released on March 31, 2013. In addition, Cherokee paid an earn-out payment of $400 in March 2013 and paid an additional earn-out payment of $500 in March 2014. The aggregate of $900 in earn out consideration was payable upon satisfaction of certain revenues milestones attributable to the assets during Fiscal 2013 and Fiscal 2014, as applicable. In addition, as part of the acquisition, Cherokee agreed to assume the seller s obligations under various agreements, including a consulting agreement with Ms. Lange as well as certain existing license agreements relating to the assets.

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(2) Summary of Significant Accounting Policies

*Receivables*

Receivables are reported at amounts the Company expects to be collected, net of allowance for doubtful accounts.

*Allowance for Doubtful Accounts*

The Company records its allowance for doubtful accounts based upon its assessment of various factors, such as: historical experience, age of accounts receivable balances, credit quality of the Company s licensees, current economic conditions, bankruptcy, and other factors that may affect the Company s licensees ability to pay. There was no allowance for doubtful accounts as of November 1, 2014 or February 1, 2014.

*Recent Accounting Pronouncements*

In May 2014, the FASB issued new guidance surrounding revenue from contracts with customers noting that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance is effective for fiscal periods beginning after December 15, 2016. The anticipated impact of the adoption of this guidance on the Company is still being evaluated.

*Reclassifications*

The Company has reclassified certain prior year amounts within the operating activities on the Company s consolidated statements of cash flows, and within the selling, general and administrative expenses on the Company s consolidated statements of income, to conform to the Company s current year presentation.

*Use of Estimates*

On an ongoing basis, the Company evaluates its estimates and assumptions, including those related to revenue recognition, allowance for doubtful accounts, valuation of long-lived assets, stock based compensation and income taxes. The Company bases its estimates on historical and anticipated results, trends and on various other assumptions that it believes are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results could differ materially from these estimates.

*Cash and Cash Equivalents*

The Company considers all highly liquid debt instruments purchased and money market funds purchased with an original maturity date of three months or less to be cash equivalents.  At November 1, 2014 and February 1, 2014, the Company s cash and cash equivalents exceeded FDIC limits.

*Revenue Recognition and Deferred Revenue*

The Company recognizes revenue when persuasive evidence of a sale arrangement exists, delivery has occurred or services have been rendered, the buyer s price is fixed or determinable and collection is reasonably assured. Revenues from arrangements involving license fees, up-front payments and milestone payments, which are received or billable by the Company in connection with other rights and services that represent continuing obligations of the Company, are deferred and recognized in accordance with the license agreement. Deferred revenues represent minimum licensee revenue royalties paid in advance of the culmination of the earnings process, the majority of which are non-refundable to the licensee. Deferred revenues will be recognized as revenue in future periods in accordance with the license agreement. Revenues from royalty and brand representation agreements are recognized when earned by applying contractual royalty rates to quarterly point of sale data received from the Company s licensees.

The Company s royalty revenue recognition policy provides for recognition of royalties in the quarter earned. The Company s agreement with Target for the Cherokee brand in the U.S. accounts for the majority of the Company s historical revenues and is structured to provide royalty rate reductions once certain cumulative levels of retail sales are achieved. With respect to Target s sales in the U.S. of Cherokee branded products other than in the school uniforms category and adult products sold on Target dotcom, revenue is recognized by applying the reduced contractual royalty rates prospectively to point of sale data as defined sales thresholds are exceeded. The royalty rate reductions do not apply retroactively to sales since the beginning of the fiscal year. As a result, the Company s royalty revenues as a percentage of Target s retail sales in the U.S. are highest at the beginning of each fiscal year and decrease during the fiscal year as Target exceeds sales thresholds as set forth in the Company s agreement with Target. The amount of Cherokee brand royalty revenue earned by the Company from Target in any quarter is dependent not only on Target s retail sales of Cherokee branded products in the U.S. in each quarter, but also on the royalty rate then in effect after considering Target s cumulative level of retail sales for Cherokee branded products in the U.S. for the fiscal year. Historically, with Target, this has caused the Company s first quarter to be the Company s highest revenue and profitability quarter and the Company s fourth quarter to be the Company s lowest quarter. However, such historical patterns may vary in the future, depending upon the execution of new license agreements and retail sales volumes achieved in each quarter from Target and also on the revenues the Company receives from Target or other licensees that are not subject to reduced royalty rates based upon cumulative sales, including with respect to the Company s Liz Lange brands, the recently acquired Tony Hawk brand, as well as Cherokee brand in the school uniforms category and Cherokee adult products sold on Target dotcom.

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In order to ensure that Cherokee s licensees are appropriately reporting and calculating royalties owed to Cherokee, all of Cherokee s license agreements include audit rights to allow Cherokee to validate the royalties paid. Any revenue resulting from these audits, or other audits, is recognized in the financial statement of the current reporting period.

*Deferred Financing Costs and Debt Discount*

Deferred financing costs and debt discounts are capitalized and amortized into interest expense over the life of the debt.

*Foreign Withholding Taxes*

Licensing revenue is recognized gross of withholding taxes that are remitted by the Company s licensees directly to their local tax authorities.

*Property and Equipment*

Property and equipment consist of the following:

| | November 1, 2014 | February 1, 2014 |
|---|---|---|
| Computer Equipment | $ 417 | $ 349 |
| Software | 62 | 49 |
| Furniture and Store Fixtures | 1,457 | 1,141 |
| Leasehold Improvements | 409 | 317 |
| Less: Accumulated depreciation | (990) | (634) |
| Property and Equipment, net | $ 1,355 | $ 1,222 |

Property and equipment are stated at cost, less accumulated depreciation. Maintenance and repairs are expensed as incurred. The cost and related accumulated depreciation of property and equipment sold or retired are written off, and the resulting gains or losses are included in current operations. Depreciation is provided on a straight line basis over the estimated useful life of the related asset.

Computers and related equipment and software are depreciated over three years. Furniture and store fixtures are depreciated over the shorter of seven years, or the remaining term of the licensee agreement. Leasehold improvements are depreciated over the shorter of five years, or the remaining life of the lease term. Depreciation expense was $152 and $361 for the three and nine month periods ended November 1, 2014, respectively, and $89 and $257 for the three and nine month periods ended November 2, 2013, respectively.

*Earnings Per Share Computation (amounts in thousands, including share amounts)*

The following table provides a reconciliation of the numerator and denominator of the basic and diluted per-share computations for the three and nine month periods ended November 1, 2014 and November 2, 2013:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | **November 1, 2014** | **November 2, 2013** | **November 1, 2014** | **November 2, 2013** |
| Numerator: | | | | |
| Net income-numerator for net income per common share and net income per common share assuming dilution | $ 2,316 | $ 1,563 | $ 8,160 | $ 5,123 |
| Denominator: | | | | |
| Denominator for net income per common share weighted average Shares | 8,424 | 8,396 | 8,411 | 8,394 |
| Effect of dilutive securities: | | | | |
| Stock options | 142 | 12 | 79 | 12 |
| Denominator for net income per common share, assuming dilution: | | | | |
| Adjusted weighted average shares and assumed exercises | 8,566 | 8,408 | 8,490 | 8,406 |

The computation for diluted number of shares excludes unexercised stock options which are anti-dilutive. There were 502 and 917 anti-dilutive shares for the three and nine month periods ended November 1, 2014, respectively, and 1,033 and 974 anti-dilutive shares for each of the three and nine months periods ended November 2, 2013.

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Basic earnings per share ( EPS ) is computed by dividing the net income attributable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS is similar to the computation for basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued. However, nonvested restricted stock awards (referred to as participating securities) are excluded from the dilutive impact of common equivalent shares outstanding in accordance with authoritative guidance under the two-class method since the nonvested restricted stockholders are entitled to participate in dividends declared on common stock as if the shares were fully vested and hence are deemed to be participating securities. Under the two-class method, earnings attributable to nonvested restricted stockholders are excluded from net earnings attributable to common stockholders for purposes of calculating basic and diluted earnings per common share. There is no material impact on the calculation under the two-class method.

*Significant Contracts*

The current terms of the Company s relationship with Target are set forth in a restated license agreement with Target, which was entered into effective as of February 1, 2008 and recently amended (i) on January 31, 2013 to add the category of school uniforms; (ii) on April 3, 2013 to provide for a fixed royalty rate of 2% for sales of Cherokee-branded products in the category of adult merchandise sold on Target s website (target.com) in Fiscal 2015 and in future periods; and (iii) on January 6, 2014 to reflect Target s election to renew the agreement through January 31, 2017 and to provide that Target can renew the agreement for successive two (2) year periods, provided that it satisfied the minimum guaranteed royalty payment of $10,500 for the preceding fiscal year (the Restated Target Agreement ). The Restated Target Agreement grants Target the exclusive right in the United States to use the Cherokee trademarks in various specified categories of merchandise. In addition, pursuant to a Canada Affiliate Agreement between Cherokee and Target Canada Co., dated December 1, 2011 (the Target Canada Agreement ), the terms of the Restated Target Agreement apply to the territory of Canada effective as of February 1, 2013. The current term of the Restated Target Agreement continues through January 31, 2017; however, the Restated Target Agreement may be renewed by Target for additional two year terms by providing written notice of renewal at least one year prior to the end of the then current extended restated term.

The minimum guaranteed royalty for Target is $10,500 and applies to all sales of Cherokee-branded products made by Target in the United States and in Canada, specifically excluding the sales of Cherokee-branded products in the school uniforms category (which products are subject to a separate minimum guaranteed royalty of $800). Under the Restated Target Agreement, Target has agreed to pay royalties based on a percentage of Target s net sales of Cherokee branded merchandise during each fiscal year ended January 31, which percentage varies according to the volume of sales of merchandise specifically excluding the sales of Cherokee-branded products in the school uniforms category and, beginning in Fiscal 2015, specifically excluding the sales of Cherokee-branded products in the adult merchandise category that are sold on Target s website.

The Company assumed a separate license agreement with Target for the Liz Lange brands in connection with the Company s acquisition of the assets in September 2012.

In connection with the Hawk acquisition, Cherokee and Kohl s entered into an amended license agreement. Pursuant to such amendment, Kohl s is granted the exclusive right to sell Tony Hawk and Hawk-branded apparel and related products in the United States and has agreed to pay Cherokee an annual royalty rate for its sales of Hawk-branded signature apparel and related products in the United States subject to a minimum royalty guarantee of $4,800 per year, or $19,200 over the initial contract term of four years.

On October 7, 2014 Cherokee and Tesco entered into a termination agreement whereby the license agreement for the Cherokee brand in the UK, Ireland and certain territories in Central Europe will terminate as of January 31, 2015.

*Stock-Based Compensation*

Effective July 16, 2013, the Company s stockholders approved the 2013 Stock Incentive Award Plan, or the 2013 Plan. The 2013 Plan serves as the successor to the 2006 Incentive Award Plan, or the 2006 Plan (which includes the 2003 Incentive Award Plan as amended by the adoption of the 2006 Incentive Award Plan). The 2013 plan authorized to be issued (i) 700,000 additional shares of Common Stock, and (ii) 102,483 shares of Common Stock previously reserved but unissued under the 2006 Plan. No future grants will be awarded under the 2006 Plan, but outstanding awards granted under the 2006 Plan continue to be governed by its terms. Any such shares of Common Stock that are subject to outstanding awards under the 2006 Plan which are forfeited, terminate or expire unexercised and would otherwise have been returned to the share reserve under the 2006 Plan will be available for issuance under the 2013 Plan. The 2013 Plan provides for the issuance of equity-based awards to officers, other employees, and directors. Stock options issued to employees are granted at the market price on the date of grant, generally vest over a three-year period, and generally expire seven to ten years from the date of grant. The Company issues new shares of Common Stock upon exercise of stock options. The Company has also granted non-plan options to certain executives as a material inducement for employment.

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The Company accounts for stock options under authoritative guidance, which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors for employee stock options based on estimated fair values.

The Company estimates the fair value of stock-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the consolidated statements of income. The compensation expense recognized for all stock-based awards is net of estimated forfeitures over the award s service period.

Stock-based compensation expense recognized for the Nine Months was $780, as compared to $817 for the comparable period in the prior year.

A summary of all activity for the Company s stock options for the Nine Months is as follows:

| | Shares | | Weighted Average Price | Weighted Average Remaining Contractual Term (in years) | | Aggregate Intrinsic Value |
|---|---|---|---|---|---|---|
| Outstanding, at February 1, 2014 | 1,156,834 | $ | 16.02 | 3.85 | $ | 436,415 |
| Granted | 188,000 | $ | 13.82 | | | |
| Exercised | (29,733) | | 11.88 | | | |
| Canceled/forfeited | (19,334) | $ | 12.00 | | | |
| Outstanding, at November 1, 2014 | 1,295,767 | $ | 15.85 | 3.56 | $ | 2,629,616 |
| Vested and Exercisable at November 1, 2014 | 834,429 | $ | 16.59 | 2.71 | $ | 1,201,041 |

As of November 1, 2014, total unrecognized stock-based compensation expense related to non-vested stock options was approximately $1,332, which is expected to be recognized over a weighted average period of approximately 1.87 years. The total fair value of all options which vested during the Nine Months was $596.

*Restricted Stock and Restricted Stock Units*

The Compensation Committee of the Company s Board of Directors granted certain performance-based equity awards to executives under the Company s 2006 Stock Plan.

The performance metric applicable to such awards is compound stock price growth, using the closing price of the Company s Common Stock on February 1, 2013, or $13.95, as the benchmark. The target growth rate is 10% annually, which results in an average share price target of

(i) $15.35 for Fiscal 2014, (ii) $16.88 for Fiscal 2015 and (iii) $18.57 for the Company s fiscal year ending in 2016. The average share price will be calculated as the average of all market closing prices during the January preceding fiscal year end. If a target is met at the end of a fiscal year, one third of the shares subject to the award will vest. If the stock price target is not met, the relevant portion of the shares subject to the award will not vest but will roll over to the following fiscal year. The executive must continue to be employed by the Company through the relevant vesting dates to be eligible for vesting.

Since the vesting of these performance-based equity awards are subject to market based performance conditions, the fair value of these awards were measured on the date of grant using the Monte Carlo simulation model for each vesting tranche. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the performance conditions stipulated in the award grant and calculates the fair market value for the performance units granted. The Monte Carlo simulation model also uses stock price volatility and other variables to estimate the probability of satisfying the performance conditions and the resulting fair value of the award.

Pursuant to a compensation program for non-employee directors adopted by the Compensation Committee, at the June Board meeting each year, every non-employee member of the Board of Directors must make an election regarding the percentage, up to 100%, of his annual Board compensation to be paid in equity, in the form of Restricted Stock Units ( RSU s ). All of the RSU s issuable under this program in June 2014 were approved and granted on July 28, 2014. The fair value of these awards was measured on the effective date of grant using the stock price.

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The RSU s awarded to the non-employee directors are subject to the terms of the Cherokee, Inc. 2013 Stock incentive Plan and RSU agreement which provides for quarterly vesting over a one year service period of August 4, 2014 through August 3, 2015, subject to acceleration of vesting upon the earlier to occur of the following: (i) a change in control of the Company, (ii) the death of the recipient or (iii) the recipient s failure to be re-elected to the Board of Directors in any election in which the recipient stands for re-election.

Separately, the Compensation Committee of the Company s Board of Directors granted certain sales based performance-based equity awards to an employee under the Company s 2013 Stock Plan all of which vest in five increments dependent upon achievement of certain annual sales targets. The fair value of this award was measured on the effective date of grant, August 29, 2014, using the stock price.

Compensation expense on shares of restricted stock and performance stock units for the Nine Months was $244 compared to $100 for the comparable period in the prior year.

| | Number of Shares | Weighted Average Grant-Date Fair Value |
|---|---|---|
| Unvested stock at February 1, 2014 | 87,000 | $ 5.70 |
| Granted | 51,576 | $ 15.78 |
| Vested | | |
| Forfeited | (12,000) | 3.80 |
| Unvested stock at November 1, 2014 | 126,576 | $ 9.99 |

As of November 1, 2014, total unrecognized stock-based compensation expense related to restricted stock and performance stock units was approximately $409, which is expected to be recognized over a weighted average period of approximately 2.51 years.

*Trademarks*

The Company holds various trademarks including Cherokee®, Liz Lange®, Completely Me by Liz Lange®, Hawk®, Tony Hawk®, Sideout®, Sideout Sport®, Carole Little®, Saint Tropez-West®, Chorus Line, All That Jazz®, and others, in connection with numerous categories of apparel and other goods. These trademarks are registered with the United States Patent and Trademark Office and in a number of other countries. The Company also holds trademark applications for Cherokee, Liz Lange, Completely Me by Liz Lange, Hawk, Tony Hawk, Sideout, Sideout Sport, Carole Little, Chorus Line, Saint Tropez-West, All That Jazz, and others in numerous countries. The Company intends to renew these registrations, as appropriate, prior to expiration. The Company monitors on an ongoing basis unauthorized uses of the Company s trademarks, and relies primarily upon a combination of trademark, copyright, know-how, trade secrets, and contractual restrictions to protect the Company s intellectual property rights both domestically and internationally.

Trademark registration and renewal fees are capitalized and are amortized on a straight-line basis over the estimated useful lives of the assets. Trademark acquisitions are capitalized and are either amortized on a straight-line basis over the estimated useful lives of the assets, or are capitalized as indefinite-lived assets, if no legal, regulatory, contractual, competitive, economic, or other factors limit its useful life to Cherokee. Trademarks are evaluated for the possibility of impairment and are tested, at least annually.

Trademarks consist of the following:

| | November 1, 2014 | February 1, 2014 |
|---|---|---|
| Acquired Trademarks | $ 47,994 | $ 47,994 |
| Other Trademarks | 8,609 | 8,551 |
| Accumulated amortization | (16,560) | (15,862) |
| Total | $ 40,043 | $ 40,683 |

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*Fair Value of Financial Instruments*

Authoritative guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance establishes a fair value hierarchy, which prioritizes the inputs used in measuring fair value into three broad levels as follows:

Level 1: Observable inputs such as quoted prices for identical assets or liabilities in active markets.

Level 2: Other inputs that are observable directly or indirectly, such as quoted prices for similar assets or liabilities or market-corroborated inputs.

Level 3: Unobservable inputs for which there is little or no market data and which requires the owner of the assets or liabilities to develop its own assumptions about how market participants would price these assets or liabilities.

The carrying amounts of receivables, accounts payable and accrued liabilities approximate fair value due to the short-term nature of these instruments. Long-term debt approximates fair value due to the variable rate nature of the debt.

The realizability of long-lived assets is evaluated periodically as events or circumstances indicate a possible inability to recover the carrying amount. Long-lived assets that will no longer be used in business are written off in the period identified since they will no longer generate any positive cash flows for the Company. Periodically, long lived assets that will continue to be used by the Company need to be evaluated for recoverability. Such evaluation is based on various analyses, including cash flow and profitability projections. The analyses involve management judgment. In the event the projected undiscounted cash flows are less than net book value of the assets, the carrying value of the assets will be written down to their estimated fair value, in accordance with authoritative guidance.

The estimated undiscounted cash flows used for this nonrecurring fair value measurement is considered a Level 3 input, which consist of unobservable inputs that reflect assumptions about what market participants would use in pricing the asset or liability. These inputs would be based on the best information available, including the Company s own data.

*Income Taxes*

Income tax expense of $1,291 was recognized for the Third Quarter, resulting in an effective tax rate of 35.8% in the Third Quarter, as compared to 37.6% in the third quarter of last year and compared to 35.9% for the full year of Fiscal 2014. The effective tax rate for the Third Quarter differs from the statutory rate due to permanent differences on certain expenses and the apportionment of income between state jurisdictions. Income tax expense of $3,874 was recognized for the Nine Months, resulting in an effective tax rate of 32.2% in the Nine Months, as compared to 37.5% in the nine months of last year. The effective tax rate for the Nine Months differs from the statutory rate due to the effect of certain permanent nondeductible expenses, the apportionment of income among state jurisdictions, and the recognition of previously unrecognized tax benefits upon the conclusion of income tax examinations.

The amount of unrecognized tax benefits was approximately $361 and $1,045, respectively, at November 1, 2014 and February 1, 2014. At November 1, 2014, approximately $235 of unrecognized tax benefits would, if recognized, affect the effective tax rate.

In accordance with authoritative guidance, interest and penalties related to unrecognized tax benefits are included within the provision for taxes in the consolidated statements of income. The total amount of interest and penalties recognized in the consolidated statements of income for the Third Quarter was $4 as compared with $14 in the third quarter of last year. As of November 1, 2014 and February 1, 2014, respectively, the total amount of accrued interest and penalties included in the liability for unrecognized tax benefits was $86 and $346.

Due to inherent uncertainties in estimating accruals for uncertain tax positions, amounts asserted by tax authorities could be greater or less than the amounts accrued by the Company. Accordingly, the Company s provision on federal and state matters to be recorded in the future may change as revised estimates are made or the underlying matters are settled or otherwise resolved. As of November 1, 2014, the Company does not believe that its estimates, as otherwise provided for, on such tax positions will significantly increase or decrease within the next twelve months.

The Company files income tax returns in the U.S. federal and California and certain other state jurisdictions. For federal income tax purposes, the fiscal 2012 and later tax years remain open for examination by the tax authorities under the normal three year statute of limitations. The IRS commenced an examination of the Company s fiscal 2012 federal tax return during the first quarter of the year. No material adjustments are anticipated to result from the examination. For state tax purposes, the fiscal 2011 and later tax years remain open for examination by the tax authorities under a four year statute of limitations.

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*Marketing and Advertising*

Generally, the Company s direct to retail licensees fund their own advertising programs. Cherokee s marketing, advertising and promotional costs totaled $211 and $876 for the three and nine month periods ended November 1, 2014 and $149 and $580 for the three and nine month periods ended November 2, 2013, respectively. These costs are expensed as incurred and were accounted for as selling, general and administrative expenses.

The Company provides marketing expense money to certain large licensees based upon sales criteria to help them build the Company s licensed brands in their respective territories; the amounts paid for the three and nine month periods ended November 1, 2014 were $50 and $168 and for the three and nine month periods ended November 2, 2013 were $19 and $38, respectively, and are included in the total marketing, advertising and promotional costs above.

*Deferred Rent and Lease Incentives*

When a lease includes lease incentives (such as a rent abatement) or requires fixed escalations of the minimum lease payments, rental expense is recognized on a straight-line basis over the term of the lease and the difference between the average rental amount charged to expense and amounts payable under the lease is included in deferred rent and lease incentives in the accompanying consolidated balance sheets. For leasehold allowances, the Company records a deferred lease credit on the consolidated balance sheets and amortizes the deferred lease credit as a reduction of rent expense in the consolidated statements of income over the term of the leases.

*Comprehensive Income*

Authoritative guidance establishes standards for reporting comprehensive income and its components in financial statements. Comprehensive income, as defined, includes all changes in equity (net assets) during a period from non-owner sources. For the three and nine months ended November 1, 2014 and November 2, 2013, the Company has no comprehensive income components and accordingly, net income equals comprehensive income.

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*Treasury Stock*

Repurchased shares of the Company s common stock are held as treasury shares until they are reissued or retired. When the Company reissues treasury stock, and the proceeds from the sale exceed the average price that was paid by the Company to acquire the shares, the Company records such excess as an increase in additional paid-in capital.

Conversely, if the proceeds from the sale are less than the average price the Company paid to acquire the shares, the Company records such difference as a decrease in additional paid-in capital to the extent of increases previously recorded, with the balance recorded as a decrease in retained earnings.

(3) Dividends

On April 11, 2014, the Board of Directors declared a dividend of $420, or $0.05 per share, which was paid on June 16, 2014 to stockholders of record as of April 11, 2014. On August 1, 2014, the Board of Directors declared a dividend of $422, or $0.05 per share, which was paid on September 15, 2014 to stockholders of record as of September 1, 2014.

(4) Debt

*Credit Agreement with JPMorgan Chase*

On September 4, 2012, and in connection with the acquisition of the Liz Lange and Completely Me by Liz Lange brands, Cherokee and JPMorgan Chase (or JPMorgan ) entered into a credit agreement (as amended, the Credit Agreement ), which was amended on January 31, 2013 in connection with the Company s acquisition of rights related to the Cherokee brand in the school uniforms category. The Credit Agreement was further amended on January 10, 2014 in connection with the Company s acquisition of the Hawk and Tony Hawk brands (the Hawk Acquisition ). Effective January 10, 2014, Cherokee and JP Morgan entered into amendments to each of (i) the Credit Agreement, (ii) the existing Term Note, which was originally issued by Cherokee in favor of JPMorgan as of September 4, 2012 and previously amended by the parties effective January 31, 2013 (as amended, the 2013 Term Note ) and (iii) the Line of Credit Note, which was issued by Cherokee in favor of JPMorgan as of September 4, 2012 (as amended, the Revolver ). In addition, pursuant to the Credit Agreement, JPMorgan issued to Cherokee a new term note (the 2014 Term Note and, together with the foregoing amendments, the Loan Agreement Amendments ) in the principal sum equal to the purchase price in the Hawk Acquisition, or $19,000. The principal outstanding under the 2014 Term Note is to be repaid on a quarterly basis, commencing on February 28, 2014 and continuing thereafter through November 30, 2018 in equal principal installments of $950, except that that the initial payment equaled approximately $633 and the final payment equals approximately $317. The 2014 Term Note bears interest equal to either: (i) an adjusted annual LIBOR rate reset monthly, bi-monthly or quarterly, plus 2.75% or 3.00% depending on the applicable senior funded debt ratio; or (ii) JPMorgan s annual prime rate or such annual prime rate plus 0.25% depending on the applicable senior funded debt ratio, with a floor equal to the 1 month LIBOR Rate plus 2.5%. Pursuant to the Credit Agreement, the definition of senior funded debt ratio requires that Cherokee not exceed a ratio equal to (i) 2.50 to 1.00 until the fiscal quarter ending October 31, 2014, (ii) 2.25 to 1.00 from the fiscal quarter ending January 31, 2015 until the fiscal quarter ending January 31, 2016, and (iii) 2.00 to 1.00 thereafter. Prior to the effectiveness of the January 2014 amendment to the Credit Agreement, such limitation on Cherokee s senior funded debt ratio was fixed at 2.00 to 1.00 for all periods. In addition, pursuant to the Loan Agreement Amendments, the interest rate that applies to the 2013 Term Note and to the Revolver was amended to equal either: (i) an adjusted annual LIBOR rate reset monthly, bi-monthly or quarterly, plus 2.25% or 2.5% depending on the applicable senior funded debt ratio; or (ii) the Bank s annual prime rate or such annual prime rate plus 0.25% depending on the applicable senior funded debt ratio, with a floor equal to the 1 month LIBOR Rate plus 2.5%.

Following the issuance of the 2014 Term Note, Cherokee s total borrowings under the Credit Agreement (collectively, the Loan ) is evidenced by (i) the 2013 Term Note, which was issued in the principal amount of $16,600 and of which approximately $13,000 is outstanding as of February 1, 2014, (ii) the Revolver, which provides Cherokee with a revolving line of credit in the principal amount of $2,000, none of which is outstanding as of February 1, 2014 and (iii) the 2014 Term Loan, which was issued in the principal amount of $19,000 following the execution of the Loan Agreement Amendments. Cherokee paid an upfront fee equal to $95 in connection with the issuance of the 2014 Term Loan.

Consistent with the existing terms of the Credit Agreement, the Loan is secured by continuing security agreements, trademark security agreements and continuing guarantees executed by Cherokee and its subsidiaries, as applicable. In addition, the Credit Agreement includes various restrictions and covenants regarding the operation of Cherokee s business, including covenants that require Cherokee to obtain JPMorgan s consent in certain circumstances before Cherokee can: (i) incur additional indebtedness, (ii) make acquisitions, mergers or consolidations in excess of $5,000 on an aggregate basis following the Hawk Acquisition, (iii) issue any equity securities other than pursuant to Cherokee s employee equity incentive plans or programs and (iv) repurchase or redeem any outstanding shares of common stock or pay dividends or other distributions, other than stock dividends, to Cherokee s stockholders. The Credit Agreement also imposes financial covenants, including: (i) a minimum fixed charge coverage ratio of at least 1.2 to 1.0 and (ii) a limitation of Cherokee s senior funded debt ratio as described above. Further, Cherokee has granted a security interest in favor of JPMorgan in all of Cherokee s assets (including trademarks) as collateral for the Loan. In the event of a default under the Credit Agreement, the Bank has the right to terminate its obligations under the Credit Agreement, accelerate the payment on any unpaid balance of the Credit Agreement and exercise its other rights including foreclosing on Cherokee s assets under the security agreements. As of November 1, 2014, the Company was in compliance with financial covenants.

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(5) Commitments and Contingencies

*Trademark Indemnities*

Cherokee indemnifies certain customers against liability arising from third- party claims of intellectual property rights infringement related to the Company s trademarks. These indemnities appear in the licensing agreements with the Company s customers, are not limited in amount or duration and generally survive the expiration of the contracts. Given that the amount of any potential liabilities related to such indemnities cannot be determined until an infringement claim has been made, the Company is unable to determine a range of estimated losses that it could incur related to such indemnifications.

*Litigation*

Estimated amounts for claims that are probable and can be reasonably estimated are recorded as liabilities in the consolidated balance sheets.

The likelihood of a material change in these estimated reserves would be dependent on new claims as they may arise and the expected probable favorable or unfavorable outcome of each claim. As additional information becomes available, the Company assesses the potential liability related to new claims and existing claims and revises estimates as appropriate. As new claims arise or existing claims evolve, such revisions in estimates of the potential liability could materially impact the results of operations and financial position. The Company may also be involved in various other claims and other matters incidental to the Company s business, the resolution of which is not expected to have a material adverse effect on the Company s financial position or results of operations. No material amounts were accrued as of November 1, 2014 or February 1, 2014 related to any of the Company s legal proceedings.

(6) Segment Reporting

Authoritative guidance requires public companies to report financial and descriptive information about their reportable operating segments. The Company identifies reportable segments based on how management internally evaluates separate financial information, business activities and management responsibility.

The Company operates in a single business segment, the marketing and licensing of brand names and trademarks for apparel, footwear and accessories. Cherokee s marketing and licensing activities extend to brands which the Company owns and to brands owned by others. Cherokee s operating activities relating to owned and represented brands are identical and are performed by a single group of marketing professionals. While Cherokee s principal operations are in the United States, the Company also derives royalty revenues from some of the Company s licensees that are located all around the world. Revenues by geographic area based upon the licensees country of domicile consisted of the following:

| | Three Months Ended | | Nine Months Ended | |
|---|---|---|---|---|
| | November 1, 2014 | November 2, 2013 | November 1, 2014 | November 2, 2013 |
| U.S. and Canada | $ 6,064 | $ 4,692 | $ 19,724 | $ 16,141 |
| Asia | 887 | 716 | 2,692 | 1,957 |
| Latin America | 700 | 591 | 2,143 | 1,856 |
| All Others | 523 | 404 | 1,714 | 1,316 |
| United Kingdom and Europe | 532 | 281 | 1,158 | 962 |
| Total | $ 8,706 | $ 6,684 | $ 27,431 | $ 22,232 |

Long-lived tangible assets are located in the United States, United Kingdom, Mexico and Asia with net values of approximately $849, $112, $315 and $79 as of November 1, 2014 and values of approximately $761, $223, $238 and $0 as of February 1, 2014.

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

***Cautionary note regarding forward looking statements***

This quarterly report on Form 10-Q and other filings which we may make with the Securities and Exchange Commission, as well as press releases and other written or oral statements we may make may contain forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used, the words anticipates , believes , estimates , objectives , goals , aims , hopes , may , likely similar expressions are intended to identify such forward looking statements. In particular, the forward looking statements in this Form 10-Q include, among others, statements regarding our goals or expectations regarding our future revenues and earnings, the likelihood of increased retail sales by our current and future licensees, such as Target Inc., or Target, and Kohl s, the likelihood that our licensees will achieve royalty rate reductions, our prospects for obtaining new licensees and our prospects for obtaining new brands to acquire or represent. Forward looking statements involve known and unknown risks and uncertainties that may cause our actual results, performance, achievements or share price to be materially different from any future results, performance, achievements or share price expressed or implied by any forward looking statements. Such risks and uncertainties include, but are not limited to, the financial condition of the apparel industry and the retail industry, the overall level of consumer spending and our exposure to general economic conditions, the effect of intense competition we face from other apparel lines both within and outside of Target, adverse changes in licensee or consumer acceptance of products bearing the Cherokee brand or our other brands as a result of fashion trends or otherwise, our ability to protect our intellectual property rights, the ability and/or commitment of our licensees to design, manufacture and market Cherokee or our other branded products, our dependence on Target for a substantial portion of our revenues, risks associated with our international licensees, our dependence on our key management personnel, the success of our strategic and marketing initiatives, the benefits to us of our recently acquired assets related to the Hawk , Tony Hawk , Liz Lange and Completely Me by Liz Lange brands, the possibility that we may engage in strategic transactions that could impact our liquidity, increase our expenses or present significant distractions to our management, any adverse determination of intellectual property or other claims, liabilities or litigation, our indebtedness and other requirements under our credit agreement with JPMorgan Chase Bank, our future capital needs and our ability to raise funds in future periods if necessary, our ability to issue preferred stock with rights and privileges that are superior to those of our common stock, our payment or non-payment of dividends in future periods, the volatility in the trading price and the relative illiquidity of our common stock, unanticipated changes in our tax provisions, our ability to maintain effective internal control over financial reporting and our compliance with changing laws and financial standards. Several of these risks and uncertainties are discussed in more detail under Item 1A. Risk Factors of Part II of this quarterly report on Form 10-Q as well as in the discussion and analysis below. You should however, understand that it is not possible to predict or identify all risks and uncertainties and you should not consider the risks and uncertainties identified by us to be a complete set of all potential risks or uncertainties that could materially affect us. You should not place undue reliance on the forward looking statements we make herein because some or all of them may turn out to be wrong. We undertake no obligation to update any of the forward looking statements contained herein to reflect future events and developments.

**Overview**

The following discussion should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this quarterly report on Form 10-Q. See Item 1. Consolidated Financial Statements and our annual report on Form 10-K (our Annual Report ) for our fiscal year ended February 1, 2014 ( Fiscal 2014 ).

Cherokee Inc. (which may be referred to as we, us, our or the Company) is a global marketer and manager of a portfolio of lifestyle brands it owns or represents, licensing the Cherokee, Liz Lange, Completely Me by Liz Lange, Hawk, Tony Hawk, Sideout and Carole Little brands, *àle by alessandra* and related trademarks and other brands in multiple consumer product categories and sectors. We are one of the leading licensors of style-focused lifestyle brands for apparel, footwear, home and accessories in the world.

Cherokee was incorporated in Delaware in 1988. Our principal executive offices are located at 5990 Sepulveda Boulevard, Sherman Oaks, California 91411, telephone (818) 908-9868. We maintain a website with the address www.cherokeeglobalbrands.com. We are not including the information contained on our website as part of, or incorporating it by reference into, this quarterly report on Form 10-Q.

We own several trademarks, including Cherokee®, Liz Lange®, Completely Me by Liz Lange®, Hawk®, Tony Hawk®, Sideout®, Sideout Sport®, Carole Little®, Saint Tropez-West®, Chorus Line®, All That Jazz® and others. We have thirty continuing license agreements covering both domestic and international markets. As part of our business strategy, we frequently evaluate other brands and trademarks for acquisition into our portfolio.

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In addition to licensing our own brands, we also assist other brand-owners, companies, wholesalers and retailers (such as *àle by alessandra*) in identifying opportunities as a licensee or licensor for their brands or stores.

We have a 52 or 53 week fiscal year ending on the Saturday nearest to January 31, which aligns us with our retailer licensees who generally also operate and plan using such a fiscal year. This results in a 53 week fiscal year approximately every four or five years. We do not believe that the extra week in the occasionally reported 53-week fiscal year results in any material impact on our financial results. In addition, certain of our international licensees report royalties to us for quarterly and annual periods which may differ from ours. We do not believe that the varying quarterly or annual period ending dates applicable to our international licensees have a material impact upon our reported financial results, as these international licensees maintain comparable annual periods in which they report retail sales and royalties to us on a year-to-year basis.

**Acquisition of Hawk and Tony Hawk**

On January 10, 2014, we entered into an asset purchase agreement with Quiksilver, Inc. and Hawk Designs, Inc., pursuant to which we acquired various assets related to the Hawk and Tony Hawk signature apparel brands and related trademarks. As consideration for the acquisition, Cherokee paid a cash purchase price equal to $19 million. In connection with this acquisition, Cherokee entered into an amended retail license agreement with Kohl s Department Stores. Pursuant to this agreement, Kohl s is granted the exclusive right to sell Tony Hawk and Hawk-branded apparel and related products in the United States and has agreed to pay Cherokee an annual guaranteed royalty of $4,800, or an aggregate of $19,200 over the initial contract term of four years.

**Amendment to Credit Agreement with JPMorgan Chase**

On January 10, 2014, we amended our credit agreement in connection with our acquisition of various assets related to the Hawk and Tony Hawk signature apparel brands. Pursuant to the credit agreement, as amended, JPMorgan Chase has issued to Cherokee two term notes, consisting of an amended term note issued on January 31, 2013 in the principal amount of $16.6 million and a new term note issued on January 10, 2014 in the principal amount of $19 million.

**Critical Accounting Policies and Estimates**

There has been no material change to our critical accounting policies and estimates from the information provided in our Annual Report.

Management s discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ). The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates, including those related to revenue recognition, deferred taxes, impairment of long-lived assets, contingencies and litigation. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Actual results may materially differ from these estimates.

We consider accounting policies relating to the following areas to be both those most important to the portrayal of our financial condition and those that require the most subjective judgment:

- Revenue recognition;
- Provision for income taxes and deferred taxes;
- Impairment of long-lived assets;
- Contingencies and litigation; and
- Accounting for stock-based compensation.

You should refer to our Annual Report for a discussion of our policies on revenue recognition, deferred taxes, impairment of long-lived assets, contingencies and litigation and accounting for stock-based compensation.

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**Results of Operations**

The following table sets forth for the periods indicated certain of our consolidated financial data.

| (amounts in thousands) | Three Months ended November 1, 2014 | Three Months ended November 2, 2013 | Nine Months ended November 1, 2014 | Nine Months ended November 2, 2013 |
|---|---|---|---|---|
| Royalty revenues | $ 8,706 | $ 6,684 | 27,431 | 22,232 |
| Selling, general, administrative and amortization expenses | 4,896 | 4,062 | 14,741 | 13,673 |
| Operating income | 3,810 | 2,622 | 12,690 | 8,559 |
| Interest (expense) and other income/expense, net | (203) | (118) | (656) | (368) |
| Income tax provision | 1,291 | 941 | 3,874 | 3,068 |
| Net income | $ 2,316 | $ 1,563 | 8,160 | 5,123 |

***Revenues***

In the three and nine month periods ended November 1, 2014 (the Third Quarter and the Nine Months ), our revenues totaled $8.7 million and $27.4 million, respectively, as compared to $6.7 million and $22.2 million in the third quarter and nine months ended November 2, 2013. Revenues for the third quarter and nine month periods ended November 1, 2014 and November 2, 2013 were primarily generated from licensing our trademarks to retailers and to a lesser extent wholesalers and our share of licensing revenues from brand representation licensing agreements with other brand owners. The increase in revenues was principally due to revenues from the Hawk brands (which we acquired in January 2014) as well as increased revenues from Cherokee-branded products at international retailers.

Total worldwide retail sales of merchandise bearing the Cherokee brand totaled $345 million and $1,008 million and approximately $361 million and $1,022 million in the third quarter and nine month periods of Fiscal 2015 and Fiscal 2014, respectively.

The following table sets forth our revenues by brand for the three and nine months ended November 1, 2014 and November 2, 2013.

| | Three Months ended November 1, 2014 | | Three Months ended November 2, 2013 | | Nine Months ended November 1, 2014 | | Nine Months ended November 2, 2013 | |
|---|---|---|---|---|---|---|---|---|
| **(dollar amounts in thousands) Royalty Revenue** | **Royalty Revenue** | **% of Total Revenue** | **Royalty Revenue** | **% of Total Revenue** | **Royalty Revenue** | **% of Total Revenue** | **Royalty Revenue** | **% of Total Revenue** |
| Cherokee Brand Royalty Revenues | $ 6,606 | 76% | $ 5,865 | 88% | $ 21,072 | 77% | $ 19,530 | 88% |
| Hawk Brand Royalty Revenues | 1,316 | 15% | | | 3,765 | 14% | | |
| Liz Lange Brand Royalty Revenues | 586 | 7% | 666 | 10% | 2,049 | 7% | 2,129 | 10% |
| All Other Brand Revenues | 198 | 2% | 153 | 2% | 545 | 2% | 573 | 2% |
| **Total Royalty Revenue** | **$ 8,706** | **100%** | **$ 6,684** | **100%** | **$ 27,431** | **100%** | **$ 22,232** | **100%** |

***Geographic Revenues***

The following table sets forth our geographic licensing revenues for the three and nine months ended November 1, 2014 and November 2, 2013.

| | Three Months Ended November 1, 2014 | | Three Months Ended November 2, 2013 | | Nine Months Ended November 1, 2014 | | Nine Months Ended November 2, 2013 | |
|---|---|---|---|---|---|---|---|---|
| | **Royalty Revenue** | **% of Total Revenue** | **Royalty Revenue** | **% of Total Revenue** | **Royalty Revenue** | **% of Total Revenue** | **Royalty Revenue** | **% of Total Revenue** |
| U.S. and Canada | $ 6,064 | 70% | $ 4,692 | 70% | $ 19,724 | 72% | $ 16,141 | 73% |
| Asia | 887 | 10% | 716 | 11% | 2,692 | 10% | 1,957 | 9% |
| Latin America | 700 | 8% | 591 | 9% | 2,143 | 8% | 1,856 | 8% |
| All Others | 523 | 6% | 404 | 6% | 1,714 | 6% | 1,316 | 6% |
| United Kingdom and Europe | 532 | 6% | 281 | 4% | 1,158 | 4% | 962 | 4% |
| Total | **$ 8,706** | **100%** | **$ 6,684** | **100%** | **$ 27,431** | **100%** | **$ 22,232** | **100%** |

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***U.S. and Canada***

***Target***

Target currently has approximately 1,801 stores in the United States. Retail sales of Cherokee branded products at Target in the U.S. were slightly lower in the Third Quarter at approximately $257 million from $280 million in the third quarter of last year. Target pays royalty revenues to us based on a percentage of its sales of Cherokee branded products pursuant to our license agreement with Target. The license is structured to provide royalty rate reductions for Target after it has achieved certain levels of retail sales of Cherokee branded products during each fiscal year with respect to Cherokee branded products in various product categories in the U.S. We have amended our agreement with Target to provide for fixed royalty rates for Target s retail sales in Canada, for sales of Cherokee branded products in the adult merchandise category that are sold by Target through its website (target.com) and for sales by Target of Cherokee branded products in the category of school uniforms.

In addition, in September 2012 we assumed a separate multi-year license agreement with Target in connection with our acquisition of the Liz Lange brands, pursuant to which Target pays a fixed percentage of net sales of its products bearing such brands in the U.S.

Commencing with Fiscal 2014, the minimum annual royalty amount applicable to our restated license agreement with Target for the Cherokee brand is $10.5 million, which applies to all sales of Cherokee branded products in the U.S. and Canada other than school uniforms, which are subject to a separate minimum annual royalty of $0.8 million. Because we do not have direct oversight over Target, we may not have all the information necessary to determine or predict the specific reasons why revenue may increase or decrease in any given future period. We are currently providing suggested guidance to Target in the marketing and sales of Cherokee branded products and expect this will continue in future periods.

Given our contractual royalty rate reductions as certain sales volume thresholds are achieved for Cherokee branded products in various categories in the U.S., we expect that our first quarter will continue to be our highest revenue and profitability quarter and fourth quarter to be our lowest quarter.

Royalty revenues from our Cherokee brand at Target were $3.5 million and $12.5 million in the Third Quarter and Nine Months, which accounted for 40%, and 46%, respectively, of our consolidated revenues for such periods. Royalty revenues from our Cherokee brand at Target were $3.5 million and $12.9 million for the third quarter and nine months of last year, which accounted for 52%, and 58%, respectively, of our consolidated revenues during such periods.

***Kohl s***

Kohl s retail sales of merchandise bearing the Hawk or Tony Hawk brands totaled $33.9 million and $87.7 in the Third Quarter and Nine Months. Royalty revenues from our Hawk brand at Kohl s were $1.2 million for the Third Quarter and $3.6 million for the Nine Months.

***Latin America, Asia and others***

Other international royalty revenues in the Third Quarter increased to $2.6 million from $2.0 million in the third quarter Fiscal 2014, representing a 33% increase. Other international royalty revenues in the Nine Months increased to $7.7 million from $6.1 million in the nine months of Fiscal 2014, representing a 27% increase. This total includes licensees for Japan, China, Mexico, South Africa, Peru, Israel, Chile, India, and other territories.

The majority of our international licensees are required to pay the royalty revenues owed to us in U.S. dollars. As a consequence, any weakening of the U.S. dollar benefits us in that the total royalty revenues reported from our international licensees increases when the dollar weakens against such foreign currencies. Conversely, any strengthening of the U.S. dollar against such licensee s foreign currency results in lower royalty revenues from such licensee.

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***Selling, General and Administrative***

The following table sets forth additional detail information regarding the components for selling, general and administrative expenses for the three and nine months ended November 1, 2014 and November 2, 2013.

| (amounts in thousands) | Three Months ended November 1, 2014 | Three Months ended November 2, 2013 | Nine Months ended November 1, 2014 | Nine Months ended November 2, 2013 |
|---|---|---|---|---|
| Personnel expenses (including salaries, taxes, benefits, consultants and bonus) | $ 2,530 | $ 1,660 | $ 7,757 | $ 5,444 |
| Corporate expenses* | 1,037 | 1,566 | 3,077 | 4,711 |
| Marketing expenses | 385 | 286 | 1,376 | 1,008 |
| Product development expenses | 203 | 263 | 691 | 724 |
| Non cash stock compensation | 356 | 296 | 780 | 817 |
| Depreciation and amortization | 385 | (9) | 1,060 | 969 |
| Total selling, general, administrative and amortization expenses | $ 4,896 | $ 4,062 | $ 14,741 | $ 13,673 |

* Included in the nine months ended November 2, 2013 are approximately $1.0 million of professional and consulting fees that did not recur in the nine months ended November 1, 2014 and are related to the identification and remediation of weaknesses in internal control identified in our annual report on Form 10-K/A for Fiscal 2013.

The increased expenses are due primarily to expenses related to the marketing and design of the Tony Hawk and Cherokee Brands.

***Interest and Other Income***

Our interest expense for the Third Quarter and Nine Months was $0.2 million and $0.7 million compared to $0.1 million and $0.4 million for third quarter and nine months of Fiscal 2014. The increase is due to increased interest expense related to our increased debt, which was used to fund the acquisition of the Tony Hawk brand.

***Tax Provision***

During the Third Quarter and Nine Months, we recorded a tax provision of $1.3 million and $3.9 million, which equates to an effective tax rate of 35.8% and 32.2%, as compared to a tax provision of $0.9 million and $3.1 million, and an effective tax rate of 37.6% and 37.5% recorded for the third quarter and nine months of last year. The effective tax rate for the Third Quarter differs from the statutory rate due to permanent differences on certain expenses and the apportionment of income between state jurisdictions. The effective tax rate for the Nine Months differs from the statutory rate due to the effect of certain permanent nondeductible expenses, the apportionment of income among state jurisdictions, and the recognition of previously unrecognized tax benefits upon the conclusion of income tax examinations.

***Net Income***

During the Third Quarter and Nine Months, our net income was $2.3 million and $8.2 million, or $0.27 and $0.96 per diluted share, respectively, compared to $1.6 million and $5.1 million, or $0.19 and $0.61 per diluted share, respectively, for the third quarter and nine months of last year.

**Liquidity and Capital Resources**

*Cash Flows.* On November 1, 2014, we had cash and cash equivalents of $5.0 million. On February 1, 2014, we had cash and cash equivalents of $3.6 million, resulting in a $1.4 million increase as of November 1, 2014.

During the Nine Months, cash provided by our operations was $7.6 million, compared to cash provided by our operations of $6.5 million for the nine months of Fiscal 2014.

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Cash used by investing activities during the Nine Months was $0.6 million, which consisted of capital expenditures of property and equipment and trademark registration and renewal costs. In comparison, during the nine months of Fiscal 2014, cash used by investing activities was $0.5 million, which also consisted of capital expenditures of property and equipment and trademark registration and renewal costs.

Cash used in financing activities was $5.7 million during the Nine Months, which consisted of principal payments of $5.2 million on our term loan with JP Morgan and the payment of dividends of an aggregate of $0.8 million in June 2014 and September 2014, partially offset by proceeds from exercise of stock options of $0.3 million. In comparison, during the nine months of Fiscal 2014, cash used in financing activities was $4.9 million, which consisted of principal payments of $2.4 million for the term loan with JP Morgan and the payment of dividends of an aggregate of $2.5 million in March, June and September 2013.

*Uses of Liquidity.* Our cash requirements over the next twelve months are primarily to fund operations, working capital, to make payments of principal and interest on our term notes, and at our discretion and subject to the terms of our credit agreement repurchase shares of our common stock or pay dividends as determined by our Board of Directors, and, to a lesser extent, for capital expenditures. The declaration and payment of any future dividends or repurchases of our common stock are subject to negative covenants contained in our credit agreement and, assuming the satisfaction or waiver by JPMorgan of such covenants, will be made at the discretion of our Board and will be dependent upon our financial condition, results of operations, cash flows, capital expenditures, and other factors that may be deemed relevant by our Board.

We are frequently approached by parties seeking to sell their brands and related trademarks. Should an established and marketable brand or similar equity property become available on favorable terms, we would consider such an acquisition opportunity.

*Sources of Liquidity.* We expect our primary sources of liquidity to be cash flow generated from operations, cash and cash equivalents currently on hand, and funds made available to us pursuant to our Line of Credit Note, which was issued by Cherokee in favor of JPMorgan. We believe our cash flow from operations together with our cash and cash equivalents currently on hand and access to funds pursuant to the Line of Credit Note will be sufficient to meet our working capital, capital expenditure, and other commitments for the next twelve months. We cannot predict our revenues and cash flow generated from operations. Some of the factors that could cause our revenues and cash flows to be materially lower are described under the caption titled Risk Factors in Item 1A of Part II of this quarterly report on Form 10-Q.

As of November 1, 2014, we were not the guarantor of any other material third-party obligations. As of November 1, 2014, we did not have any irrevocable repurchase obligations.

If our revenues and cash flows during Fiscal 2015 are lower than Fiscal 2014, we may not have cash available to continue to fund our planned uses of liquidity, and we could fall out of compliance with the terms of our credit agreement. If our revenues and cash flows during Fiscal 2015 are materially lower than Fiscal 2014, we may need to take steps to reduce expenditures by scaling back operations and reducing staff related to these activities. We believe that we will have sufficient cash generated from our business activities to support our operations for the next twelve months.

**Seasonality**

We have agreed to certain contractual royalty rate reductions with Target for its sales of Cherokee branded products in various product categories in the U.S. in each fiscal year, which apply for future sales as certain sales volume thresholds are achieved. Historically, with Target, this has caused our first quarter to be our highest revenue and profitability quarter and our fourth quarter to be our lowest revenue and profitability quarter. However, such historical patterns may vary in the future.

**Inflation and Changing Prices**

The benign rate of inflation over the past several years has not had a material effect on our revenues and profits. Since most of our future revenues are based upon a percentage of sales of the licensed products by our licensees, we do not anticipate that short term future inflation will have a material impact, positive or negative, on future financial results.

The majority of our international licensees are required to pay the royalty revenues owed to us in U.S. dollars. As a consequence, any weakening of the U.S. dollar benefits us in that the total royalty revenues reported from our international licensees increases when the dollar weakens against such foreign currencies. Conversely, any strengthening of the U.S. dollar against such licensee s foreign currency results in lower royalty revenues from such licensee. We believe the cumulative effect on our revenues of changes to applicable foreign currency exchange rates during the Third Quarter and Nine Months in comparison to the comparable prior year periods was an approximate $0.1 million decrease in royalties for the Third Quarter and a $0.2 million decrease in royalties for the Nine Months.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

Market risk generally represents the risk that losses may occur in the values of financial instruments as a result of movements in interest rates, foreign currency exchange rates and commodity prices.  We do not enter into derivatives or other financial instruments for trading or speculative purposes.

Interest:  From time to time we invest our excess cash in interest-bearing temporary investments of high-quality issuers.  Due to the short time the investments are outstanding and their general liquidity, these instruments are classified as cash equivalents in our consolidated balance sheet and do not represent a material interest rate risk to us.  In relation to our term loan with JPMorgan Chase, a 100 basis point increase in the interest rate would have an immaterial impact on interest expense for the period ended November 1, 2014.

Foreign Currency:  We conduct business in various parts of the world.  We are exposed to fluctuations in exchange rates to the extent that the foreign currency exchange rate fluctuates in countries where our licensees do business, and significant fluctuations in exchange rates could materially impact our results of operations and cash flow.  For the Nine Months, international licensing royalties comprised 31% of our total revenues.  A hypothetical 10% strengthening of the U.S. dollar relative to the foreign currencies of countries where we operate would have negatively affected our Nine Months revenues by approximately $0.8 million, which represents 3% of the total revenues reported for the Nine Months.

Most of our international licensees are required to pay the royalty revenues owed to us in U.S. dollars. As a consequence, any weakening of the U.S. dollar has benefited us in that the total royalty revenues reported from our international licensees increases when the dollar weakens against such foreign currencies. Conversely, any strengthening of the U.S. dollar has not benefited us. In the future, should the dollar strengthen against such foreign currencies, the total royalty revenues reported by us from such licensees would reflect such changes in the currency exchange rates. Accordingly, a strengthening dollar, compared to current exchange rates, would likely result in lower reported royalty revenues than otherwise would be reported as a result of such unfavorable exchange rate movements.

**ITEM 4. CONTROLS AND PROCEDURES**

(a)   *Evaluation of Disclosure Controls and Procedures*. We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the   Exchange Act  )) that are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on such evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective as of November 1, 2014.

(b) *Changes in Internal Control Over Financial Reporting.* During our most recent fiscal quarter, there were no changes in our internal control over financial reporting identified in connection with the evaluation described above 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

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. The impact and outcome of litigation, if any, is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that could harm our business. We are not currently aware of any such legal proceedings or claims to which we or our wholly owned subsidiaries are a party that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or results of operations.

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**ITEM 1A. RISK FACTORS**

In addition to the other information contained herein or incorporated herein by reference, the risks and uncertainties and other factors described below could have a material adverse effect on our business, financial condition, results of operations and share price and could also cause our future business, financial condition and results of operations to differ materially from the results contemplated by any forward-looking statement we may make herein, in any other document we file with the Securities and Exchange Commission, or in any press release or other written or oral statement we may make. Please also see Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations Cautionary Note Regarding Forward-Looking Statements for additional risks and uncertainties applicable to us. The risks described below and elsewhere in this Quarterly Report are not the only ones we face. Additional risks we are not presently aware of or that we currently believe are immaterial may also impair our business operations.

*Our business is subject to intense competition.*

Royalties paid to us under our licensing agreements are generally based on a percentage of our licensee s net sales of licensed products. Cherokee, Carole Little and Sideout brand footwear, apparel, and accessories, together with merchandise bearing our Liz Lange, Completely Me by Liz Lange, Hawk and Tony Hawk brands, all of which are manufactured and sold by both domestic and international wholesalers and retail licensees, are subject to extensive competition by numerous domestic and foreign companies. Such competitors with respect to the Cherokee brand include Polo Ralph Lauren, Tommy Hilfiger, Liz Claiborne, and private label brands (developed by retailers) such as Faded Glory, Arizona, Merona, and Route 66. Factors which shape the competitive environment include quality of garment construction and design, brand name, style and color selection, price and the manufacturer s ability to respond quickly to the retailer on a national basis. In recognition of the increasing trend towards consolidation of retailers and what appears to be a de-emphasis by retailers on the manufacture of private label merchandise, in the United States our business plan focuses on creating strategic alliances with major retailers for their sale of products bearing our brands through the licensing of our trademarks directly to retailers. Therefore, our degree of success is dependent on the strength of our brands, consumer acceptance of and desire for our brands, our licensees ability to design, manufacture and sell products bearing our brands and to respond to ever-changing consumer demands, and any significant failure by our licensees to do so could have a material adverse effect on our business prospects, financial condition, results of operations and liquidity. We cannot control the level of resources that our licensees commit to supporting our brands, and our licensees may choose to support other brands to the detriment of our brands as our license agreements generally do not prevent our licensees from licensing from our competitors. In addition, other companies owning established trademarks could also enter into similar arrangements with retailers, including our existing retail partners, competing for limited floor pad and rack space.

*We are subject to risks related to the retail business that are applicable to our licensees.*

There are numerous risks and other factors applicable to the businesses of retailers (including our licensees) that can impact the sale of products that bear our brands. Any decline in sales by one or more of our licensees can adversely affect our revenues. Factors that may adversely affect our licensees and their sales of products bearing our brands include the following: (i) weather, environmental or other conditions that may impact consumer shopping activity in retail stores; (ii) changes in the availability or cost of capital in light of the financial condition and capital requirements of our licensees; (iii) shifts in the seasonality of shopping patterns; (iv) declining retail prices; (v) labor strikes or other interruptions that impact supply chains and transport vendors; (vi) the impact of excess retail capacity; (vii) changes in the cost of accepting various payment methods and changes in the rate of utilization of these payment methods; (viii) material acquisitions or dispositions; (ix) investments in new business strategies; (x) the success or failure of significant new business ventures or technologies; (xi) actions taken or omitted to be taken by legislative, regulatory, judicial and other governmental authorities and officials; and (xii) natural disasters, the outbreak of war, acts of terrorism or other significant national or international events. For example, we believe that sales of Cherokee branded products at Target in the United States since the fourth quarter of Fiscal 2014 were adversely impacted following Target s announcement of unauthorized access to payment card data in U.S. stores, which resulted in fewer revenues to Cherokee than we otherwise may have received from Target absent such announcement.

*We rely on the accuracy of our licensees retail sales reports for reporting and collecting our revenues, and if these reports are untimely or incorrect, our revenues could be delayed or inaccurately reported.*

Most of our revenues are generated from retailers who license our brands for manufacture and sale of products bearing our brands in their stores. Under our existing agreements, these licensees pay us licensing fees based in part on the retail value of products sold. We rely on our licensees to accurately report the retail sales in collecting our license fees, preparing our financial reports, projections, budgets, and directing our sales and marketing efforts. All of our license agreements permit us to audit our licensees. If any of our licensee reports understate the retail sales of products they sell, we may not collect and recognize revenues to which we are entitled, or may endure significant expense to obtain compliance.

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*Our business is largely dependent on royalties from Target.*

Royalty revenues from our Cherokee brand at Target accounted for greater than 50% of our consolidated revenues during Fiscal 2014, Fiscal 2013 and Fiscal 2012. We could suffer substantially decreased royalty revenues and cash flow if Target were to reduce its sales of Cherokee branded products under the Restated Target Agreement while continuing to pay the minimum royalties of $10.5 million per fiscal year required under such agreement. Replacing the royalty payments received from Target would be a significant challenge and no assurances can be made that we would be successful in doing so. The termination of this license agreement would have a material adverse effect upon our revenues and cash flow. The current term of the Restated Target Agreement continues through January 31, 2017. In addition, in September 2012 we expanded our relationship with Target as a result of our assumption of an additional license agreement with Target for the Liz Lange brands, which we assumed in connection with our acquisition of assets related to such brands. We further expanded our relationship with Target in connection with our January 2013 acquisition of rights to the Cherokee brand in the category of school uniforms. We acquired the Liz Lange brands as well as our rights to the Cherokee brand for the school uniforms category in part based upon our expectation that revenues from Target for such brands and the school uniforms category will grow in future periods, although we can provide no assurances that such revenue growth will occur. As a result of our reliance on Target, our continued success is dependent on various factors affecting Target s business, including, for example, perceptions of Target by consumers in the United States. We believe that sales of Cherokee branded products at Target in the United States since the fourth quarter of Fiscal 2014 were adversely impacted following Target s announcement of unauthorized access to payment card data in U.S. stores.

*Revenues from our Hawk and Tony Hawk brands depend entirely on Kohl s.*

In January 2014, we acquired the Hawk and Tony Hawk brands from Quiksilver. Concurrently with this acquisition, we entered into an amended retail license agreement with Kohl s Department Stores. Pursuant to this agreement, Kohl s is granted the exclusive right to sell Tony Hawk and Hawk-branded apparel and related products in the United States, which we agreed to in part based upon our expectation that revenues from Kohl s for such brands will grow in future periods, although we can provide no assurances that such revenue growth will occur beyond the contractual minimum royalties guaranteed through the restated license agreement.

*The failure of our licensees to sell products bearing our brands or to pay us royalties for such products could result in a decline in our results of operations.*

Our revenues are dependent on royalty payments made to us under our licensing agreements. Although the licensing agreements for our brands in most cases provide for guaranteed minimum royalty payments to us, the failure of our licensees to satisfy their obligations under these agreements or their inability to grow or maintain their businesses could cause our revenues to suffer. Further, while we are substantially dependent on our relationships with Target and Kohl s, the concurrent failure by several of our other material licensees to meet their financial obligations to us could materially and adversely impact our results of operation and our financial condition.

*Our business may be negatively impacted by general economic conditions.*

Our performance is subject to worldwide economic conditions and its corresponding impact on the levels of consumer spending which may affect our licensees sales. Consumer spending is showing signs of stabilization and in some cases improvement; however it is difficult to predict future levels of consumer spending and any such predictions are inherently uncertain. The worldwide apparel industry is heavily influenced by general economic cycles. Purchases of apparel and accessories tend to decline in periods of recession or uncertainty regarding future economic prospects, as disposable income typically declines. Many factors affect the level of consumer spending in the apparel industries, including, among others, prevailing economic conditions, levels of employment, salaries and wage rates, energy costs, interest rates, the availability of consumer credit, taxation and consumer confidence in future economic conditions. During periods of economic uncertainty, we may not be able to maintain, or increase our revenues. As a result, our operating results may be materially affected by trends in the United States or global economy.

The risks associated with our business are more acute during periods of economic slowdown or recession. In addition to other consequences, these periods may be accompanied by decreased consumer spending generally, as well as decreased demand for, or additional downward pricing pressure on, the products carrying our brands. Accordingly, any prolonged economic slowdown or a lengthy or severe recession with respect to either the U.S. or the global economy is likely to have a material adverse effect on our results of operations, financial condition and business prospects.

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*We are subject to additional risks associated with our international licensees.*

We market and license our brands outside the United States. Many of our licensees are located outside the United States. As a key component of our business strategy, we intend to expand our international sales as well as the support we provide our international licensees. During the first nine months of Fiscal 2015, greater than 25% of our revenues were derived internationally. We face numerous risks in doing business outside the United States, including: (i) unusual or burdensome foreign laws or regulatory requirements or unexpected changes to those laws or requirements; (ii) tariffs, trade protection measures, import or export licensing requirements, trade embargos, and other trade barriers; (iii) difficulties in attracting and retaining qualified personnel to manage foreign licensees; (iv) competition from foreign companies; (v) longer accounts receivable collection cycles and difficulties in collecting accounts receivable; (vi) less effective and less predictable protection and enforcement of our intellectual property; (vii) changes in the political or economic condition of a specific country or region, particularly in emerging markets; (viii) fluctuations in the value of foreign currency versus the U.S. dollar and the cost of currency exchange; (ix) potentially adverse tax consequences; and (x) cultural differences in the conduct of business. Any one or more of such factors could cause our future international sales to decline or could cause us to fail to execute on our business strategy involving international expansion. In addition, our business practices in international markets are subject to the requirements of the Foreign Corrupt Practices Act, any violation of which could subject us to significant fines, criminal sanctions and other penalties.

Additionally, and because the majority of our international revenue is denominated in U.S. dollars, fluctuations in the value of the U.S. dollar and foreign currencies may negatively impact our royalty revenues. Significant fluctuations in the value of the U.S. dollar and foreign currencies could have a material impact on our consolidated financial statements. The main foreign currencies we encounter in our operations are the Canadian Dollar, the Mexican Peso, the EURO, the Great British Pound, the South African Rand, the Japanese Yen, and the Chinese Yuan. We do not currently engage in currency hedging activities to limit the risk of exchange rate fluctuations.

*Our business and the success of our products could be harmed if we are unable to maintain the strength of our brands.*

Our success to date has been due in large part to the strength of our brands. If we are unable to timely and appropriately respond to changing consumer demand, the strength of our brands may be impaired. Even if we react appropriately to changes in consumer preferences, consumers may consider one or more of our brands to be outdated or associate one or more of our brands with styles that are no longer popular. In the past, many apparel companies have experienced periods of rapid growth in sales and earnings followed by periods of declining sales and losses. Our business may be similarly affected in the future.

*We are dependent on our intellectual property, and we cannot assure you that we will be able to successfully protect our rights or that we will not become involved in costly legal proceedings regarding our intellectual property.*

We hold various trademarks for our brands including Cherokee, Liz Lange, Completely Me by Liz Lange, Hawk, Tony Hawk, Sideout and Carole Little and others in connection with apparel, footwear, home and accessories. These trademarks are vital to the success and future growth of our business. These trademarks are registered with the United States Patent and Trademark Office and in numerous other countries. We also hold several trademark applications for these brands in approximately 100 countries. There can be no assurance that the actions taken by us to establish and protect our trademarks and other proprietary rights will prevent imitation of our products or infringement of our intellectual property rights by others, or other challenges to our intellectual property ownership, or prevent the loss of licensing revenue or other damages caused thereby. In addition, the laws of several countries in which we have licensed our intellectual property may not protect our intellectual property rights to the same extent as the laws of the United States. Despite our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy aspects of our intellectual property, which could have a material adverse effect on our business prospects, financial condition, results of operations and liquidity. In the future we may be required to assert infringement claims against third parties, and there can be no assurance that one or more parties will not assert infringement claims against us. Any resulting litigation could result in significant expense and divert the efforts of our management personnel whether or not such litigation is determined in our favor. Further, if any adverse ruling in any such matter occurs, any resulting limitations in our ability to market or license our brands could have a material adverse effect on our business, financial condition and results of operations.

*We may become involved in other litigation and administrative proceedings that may materially affect us.*

From time to time, we may become involved in various legal proceedings relating to matters incidental to the ordinary course of our business, including commercial, employment, class action, whistleblower and other litigation and claims, and governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management s attention and resources and cause us to incur significant expenses. Furthermore, because litigation is inherently unpredictable, there can be no assurance that the results of any of these actions will not have a material adverse effect on our business, results of operations or financial condition.

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*We are dependent on our key management personnel.*

Our success is highly dependent upon the continued services of our key executives, including, Henry Stupp, our Chief Executive Officer, Howard Siegel, our President and Chief Operating Officer and Jason Boling, our Chief Financial Officer. We have a limited number of employees and Mr. Stupp s and our other executives leadership and experience in the apparel licensing industry is important to the successful implementation of our business and marketing strategy. We do not carry key person life insurance covering any of our executives. The loss of the services of Mr. Stupp or our other key executives could have a material adverse effect on our business prospects, financial condition, results of operations and liquidity.

*We may not successfully address problems encountered in connection with acquisitions or other strategic transactions and we may not realize the expected benefits from them.*

We recently consummated three acquisitions: our acquisition of the Liz Lange brands in September 2012; our acquisition of various rights to the Cherokee brand in the category of school uniforms in January 2013; and our acquisition of the Hawk and Tony Hawk signature apparel brands in January 2014. We expect to continue to consider opportunities to acquire or make investments in other brands, or to engage in other strategic transactions, that could enhance our portfolio of products and services, or expand the breadth of our markets. Our history of acquiring and integrating acquisitions is limited, and there can be no assurance that we will be successful in realizing the expected benefits from an acquisition. Future success depends, in part, upon our ability to manage an expanded portfolio, which could pose substantial challenges for management. Acquisitions and other strategic transactions can involve numerous risks and potential difficulties, including, among others: (i) problems assimilating the brands; (ii) significant future charges relating the amortization of intangible assets; (iii) problems maintaining and enforcing standards, procedures, controls, policies and information systems; (iv) difficulty and cost in combining the operations and personnel of any acquired businesses with our operations and personnel, and inability to retain key employees of any acquired businesses; (v) unanticipated costs associated with an acquisition, including accounting and legal charges, capital expenditures, and transaction expenses; (vi) diversion of management s attention from our core business or our existing brand portfolio; (vii) adverse effects on existing business relationships with our partners; and (viii) risks associated with entering markets in which we have no or limited prior experience. Accordingly, our recent acquisitions as well as any future transaction that we pursue could have a material adverse effect on our business, results of operations, financial condition and prospects.

In addition, future acquisitions may also require us to obtain additional equity or debt financing, which may not be available on favorable terms or at all. If we finance future acquisitions by issuing equity or convertible debt securities, our existing stockholders would be diluted. If we finance future acquisitions by issuing debt we may become over-levered and restrict our ability to operate the Company. Future acquisitions could result in potentially dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities or amortization expenses, or write-offs of goodwill or trademarks, any of which could harm our operating results or financial condition.

*We have incurred a significant amount of indebtedness to pay the cash consideration for our recent acquisitions. Our level of indebtedness, and covenant restrictions under such indebtedness, could adversely affect our operations and liquidity.*

In order to fund our acquisition of the Liz Lange brands, we entered into a credit facility with JP Morgan Chase on September 4, 2012. We initially increased the size of our credit facility on January 31, 2013 in connection with our acquisition of rights related to the Cherokee brand in the school uniforms. We further increased the size of our credit facility on January 10, 2014 in connection with our acquisition of various assets related to the Hawk and Tony Hawk signature apparel brands.

The size of our credit facility totals $37.6 million, of which approximately $27 million was outstanding as of November 1, 2014, and is evidenced by (i) two 5-year term notes, which were issued on January 31, 2013 and January 10, 2014 in the principal amounts of $16.6 million and $19 million, respectively, and (ii) a 3-year revolving line of credit, pursuant to which we may borrow up to $2 million in principal. Our indebtedness under the credit agreement could adversely affect our operations and liquidity, by, among other things: making it more difficult for us to pay or refinance our debts as they become due during adverse economic and industry conditions because we may not have sufficient cash flows to make our scheduled debt payments; causing us to use a larger portion of our cash flow to fund interest and principal payments, reducing the availability of cash to fund working capital, product development and capital expenditures and other business activities; making it more difficult for us to take advantage of significant business opportunities, such as acquisition opportunities, and to react to changes in market or industry conditions; and limiting our ability to borrow additional monies in the future to fund working capital, product development, capital expenditures and other general corporate purposes.

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In addition, the terms of our indebtedness contain various restrictions and covenants regarding the operation of our business, including covenants that require us to obtain JP Morgan s consent before we can: (i) incur additional indebtedness, (ii) consummate acquisitions, mergers or consolidations, (iii) issue any equity securities other than pursuant to our employee equity incentive plans or programs, or (iv) repurchase or redeem any outstanding shares of common stock or pay dividends or other distributions, other than stock dividends, to our stockholders. Our credit agreement also imposes financial covenants, including: (i) a minimum fixed charge coverage ratio of at least 1.2 to 1.0 and (ii) a limitation of our senior funded debt ratio not exceed a ratio equal to (i) 2.50 to 1.00 through our fiscal quarter ending October 31, 2014, (ii) 2.25 to 1.00 from our fiscal quarter ending January 31, 2015 through our fiscal quarter ending January 31, 2016, and (iii) 2.00 to 1.00 thereafter. Further, as collateral for the credit agreement, we granted a security interest in favor of JP Morgan in all of our assets (including trademarks), and our indebtedness is guaranteed by Cherokee s wholly owned subsidiaries. In the event of a default under the credit agreement, JPMorgan Chase has the right to terminate its obligations under the credit agreement, accelerate the payment on any unpaid balance of the credit agreement and exercise its other rights including foreclosing on our assets under the security agreements. Our failure to comply with the terms of our indebtedness could result in a material adverse effect to our business, including our financial condition and our liquidity.

*Our future capital needs may be uncertain and we may need to raise additional funds in the future, and such funds may not be available on acceptable terms or at all.*

Our capital requirements in future periods may be uncertain and could depend upon many factors, including: acceptance of, and demand for, our brands; the costs of developing new brands; the extent to which we invest in new brands; the number and timing of acquisitions and other strategic transactions; the costs associated with our expansion, if any; and the costs of litigation and enforcement activities to defend our trademarks. In the future, we may need to raise additional funds, and such funds may not be available on favorable terms, or at all, particularly given the continuing credit crisis and downturn in the overall global economy. Furthermore, if we issue equity or debt securities to raise additional funds, our existing stockholders may experience dilution, and the new equity or debt securities may have rights, preferences, and privileges senior to those of our existing stockholders. If we cannot raise funds on acceptable terms, or at all, we may not be able to develop or enhance our products and services, execute our business plan, take advantage of future opportunities, or respond to competitive pressures or unanticipated customer requirements. This may materially harm our business, results of operations, and financial condition.

*Our strategic and marketing initiatives may not be successful.*

In recent periods, we have invested significant funds and management time in furtherance of our global strategic and marketing initiatives, which are designed to strengthen our brands, assist our licensees in generating increased sales of applicable Cherokee-branded products and build value for our stockholders over the long term. We expect to continue and, in some cases, expand such initiatives in future periods. While we are hopeful that our efforts in executing on such initiatives will expand our business and build stockholder value over the long term, there can be no assurances that we will be successful in doing so or that such initiatives will result in the intended benefits. Any failure by us to execute on our strategic initiatives, or the failure of such initiatives to cause our revenues to grow, could have a materially adverse impact on our operating results and financial performance.

*We may not pay dividends regularly or at all in the future.*

The determination regarding the payment of dividends is subject to the discretion of our Board of Directors, and there can be no assurances that we will continue to generate sufficient cash to pay dividends, or that we will pay dividends in future periods. In addition, pursuant to our Credit Agreement with JPMorgan Chase, we are prohibited from paying dividends in the event that we would be in violation of our covenant regarding our fixed charge coverage ratio after giving effect to any proposed dividend or are otherwise then in default of such agreement.

*We must successfully maintain and/or upgrade our information technology systems.*

We rely on various information technology systems, including our Enterprise Resource Planning (ERP) system, to manage our operations, which subjects us to inherent costs and risks associated with maintaining, upgrading, replacing and changing these systems, including impairment of our information technology, potential disruption of our internal control systems, substantial capital expenditures, demands on management time and other risks of delays or difficulties in upgrading, transitioning to new systems or of integrating new systems into our current systems.

*The trading price of our stock may be volatile and shares of our common stock are relatively illiquid.*

The trading price of our common stock is likely to be subject to fluctuations as a result of various factors impacting our business, including (i) our financial results, (ii) announcements by us, our retail partners or by our competitors, as applicable, regarding or affecting the retail environment either domestically or internationally, our existing license agreements, our existing brand representations, new license agreements, new brand representations or strategic alliances or other agreements, (iii) recruitment or departure of key personnel, (iv) changes in the estimates of our financial results or changes in the recommendations of any securities analysts that elect to follow our common stock, and (v) market conditions in the retail industry and the economy as a whole. Further, as a result of our relatively small public float, our common stock may be less liquid than the common stock of companies with broader public ownership. Among other things, trading of a relatively small volume of our common shares may have a greater impact on the trading price for our shares than would be the case if our public float were larger.

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*Our Certificate of Incorporation allows our Board of Directors to issue up to 1,000,000 shares of blank check preferred stock.*

Our Certificate of Incorporation allows our Board of Directors to issue up to 1,000,000 shares of blank check preferred stock, without action by our stockholders. Subject to the approval of JPMorgan Chase pursuant to our credit agreement, such shares of preferred stock may be issued on terms determined by our Board of Directors, and may have rights, privileges and preferences superior to those of our common stock. Without limiting the foregoing, (i) such shares of preferred stock could have liquidation rights that are senior to the liquidation preference applicable to our common stock, (ii) such shares of preferred stock could have voting or conversion rights, which could adversely affect the voting power of the holders of our common stock and (iii) the ownership interest of holders of our common stock will be diluted following the issuance of any such shares of preferred stock.

*Unanticipated changes in our tax provisions or adverse outcomes resulting from examination of our income tax returns could adversely affect our net income.*

We are subject to income taxes in the United States. Our effective income tax rates could in the future be adversely affected by changes in tax laws or interpretations of those tax laws, or by changes in the valuation of our deferred tax assets and liabilities. Significant judgment is required in determining our provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We may come under audit by tax authorities. For instance, the Internal Revenue Service (IRS) is examining our 2012 corporate tax returns. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals. Based on the results of an audit or litigation, a material effect on our income tax provision, net income or cash flows in the period or periods for which that determination is made could result. In addition, changes in tax rules may adversely affect our future reported financial results or the way we conduct our business.

*We previously identified material weaknesses in our internal control over financial reporting which could, if repeated, result in material misstatements in our financial statements.*

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. As discussed elsewhere in our periodic reports, management previously identified material weaknesses in our internal control over financial reporting as of the end of Fiscal 2013 and during the first three quarters of Fiscal 2014. A material weakness is defined as a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis. During Fiscal 2014, we developed and implemented a remediation plan that was designed to address these material weaknesses. While we believe our remedial measures sufficiently address our previously identified material weaknesses as of the end of Fiscal 2014, it is possible that additional material weaknesses or significant deficiencies in our internal control are discovered or occur in the future. In this case, our consolidated financial statements may contain material misstatements and we could be required to restate our financial results, which could lead to substantial additional costs for accounting and legal fees and litigation. In addition, while we believe we have strengthened our controls and procedures, our current controls and procedures may not be adequate in future periods to prevent or identify irregularities or errors or to facilitate the fair presentation of our consolidated financial statements. If we fail to maintain the adequacy of our internal controls in accordance with applicable standards, we may be unable to conclude in future periods that our internal controls over financial reporting are effective in ensuring the reliability of our financial reports. If we cannot produce reliable financial reports, our business and financial condition could be harmed, investors could lose confidence in our reported financial information, or the market price of our stock could decline significantly. Moreover, our reputation with lenders, investors, securities analysts and others may be adversely affected.

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*Compliance with changing securities laws, regulations and financial reporting standards will increase our costs and pose challenges for our management team.*

Existing, changing and new laws, regulations, listing requirements and other standards relating to corporate governance and public disclosure create uncertainty for public companies and significantly increase the costs and risks associated with operating as a publicly traded company in the United States. Our management team devotes significant time and financial resources to comply with both existing and evolving standards for public companies, which results in increased general and administrative expenses and diverts management time and attention away from revenue generating activities. Notwithstanding such efforts, it is possible in future periods that our financial reporting may not be considered timely, accurate or complete. If reporting delays or errors actually occur, we could be subject to sanctions or investigation by regulatory authorities, such as the SEC, which could adversely affect our financial results or result in a loss of investor confidence in the reliability of our financial information, and could materially and adversely affect the market price of our common stock.

Further, the SEC has passed, promulgated and proposed new rules on a variety of subjects including, for example, with respect to the preparation and filing of our financial statements. In order to comply with new or additional requirements, we may have to add additional accounting staff, engage consultants or change our internal practices, standards and policies, which could significantly increase our costs and divert the time and attention of our management team away from revenue generating activities. In addition, the existence of new and proposed laws and regulations relating to our financial reporting or that impose additional compliance requirements on us could make it more difficult for us to attract and retain qualified members of our Board of Directors, particularly to serve on our audit committee, and qualified executive officers.

## ITEM 6. EXHIBITS

**(a) Exhibits**

| Exhibit Number | Description of Exhibit |
|---|---|
| 31.1* | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1* | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2* | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101* | The following materials from the Company s Quarterly Report on Form 10-Q for the quarter ended November 1, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets at November 1, 2014 and February 1, 2014; (ii) Consolidated Statement of Operations for the three and nine months ended November 1, 2014 and November 2, 2013; (iii) Condensed Consolidated Statement of Stockholders Equity for the nine months ended November 1, 2014; (iv) Consolidated Statements of Cash Flows for the nine months ended November 1, 2014 and November 2, 2013; and (v) Notes to Condensed Consolidated Financial Statements, tagged as block of text. |

* Filed herewith.

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## SIGNATURES

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

Dated: December 10, 2014

CHEROKEE INC.

By: /s/ Henry Stupp

Henry Stupp
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Jason Boling

Jason Boling
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)