FARMERS & MERCHANTS BANCORP INC
Form 10-Q
October 29, 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 September 30, 2014

or

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

Commission File Number 0-14492

FARMERS & MERCHANTS BANCORP, INC.

(Exact name of registrant as specified in its charter)

OHIO	**34-1469491**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

307 North Defiance Street, Archbold, Ohio	**43502**
(Address of principal executive offices)	**(Zip Code)**

(419) 446-2501

Registrant s telephone number, including area code

(Former name, former address and former fiscal year, if changed since last report.)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 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 ¨

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

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

Indicate the number of shares of each of the issuers classes of common stock, as of the latest practicable date:

Common Stock, No Par Value	**4,627,848**
Class	**Outstanding as of October 29, 2014**

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FORM 10Q

FARMERS & MERCHANTS BANCORP, INC.

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(1) Pursuant to Rule 406T of Regulation S-T, the interactive Data Files in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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ITEM 1 FINANCIAL STATEMENTS
FARMERS & MERCHANTS BANCORP, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

Farmers & Merchants Bancorp, Inc. and Subsidiary

	Condensed Consolidated Balance Sheets (in thousands of dollars)	
	September 30, 2014	December 31, 2013
Assets		
Cash and due from banks	$ 12,058	$ 15,376
Interest bearing deposits with banks	4,899	2,889
Federal Funds Sold	322	998
Total cash and cash equivalents	17,279	19,263
Securities - available-for-sale	253,119	324,509
Other Securities, at cost	3,717	4,216
Loans, net	602,688	570,919
Bank premises and equipment	20,293	18,709
Goodwill	4,074	4,074
Mortgage Servicing Rights	2,019	2,066
Other Real Estate Owned	1,264	2,091
Accrued interest and other assets	20,788	20,091
Total Assets	$ 925,241	$ 965,938
Liabilities and Stockholders Equity		
Liabilities		
Deposits		
Noninterest-bearing	$ 120,103	$ 110,452
Interest-bearing		
NOW accounts	204,919	215,185
Savings	214,607	214,467
Time	205,277	236,360
Total deposits	744,906	776,464
Federal funds purchased and securities sold under agreement to repurchase	62,219	69,756
FHLB Advances		4,500
Dividend payable	965	967
Accrued expenses and other liabilities	5,129	5,911

Total liabilities	813,219	857,598
Commitments and Contingencies		
Stockholders Equity		
Common stock - No par value - authorized 6,500,000 shares; issued & outstanding 5,200,000 shares	12,677	12,677
Treasury Stock - 572,152 shares 2014, 561,562 shares 2013	(11,916)	(11,611)
Unearned Stock Awards - 33,900 shares 2014, 31,530 shares 2013	(772)	(642)
Retained earnings	112,059	107,910
Accumulated other comprehensive income (loss)	(26)	6
Total stockholders equity	112,022	108,340
Total Liabilities and Stockholders Equity	$ 925,241	$ 965,938

See Notes to Condensed Consolidated Unaudited Financial Statements.

Note: The December 31, 2013 Balance Sheet has been derived from the audited financial statements of that date.

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FARMERS & MERCHANTS BANCORP, INC.

CONDENSED CONSOLIDATED STATEMENT OF INCOME & COMPREHENSIVE INCOME

(Unaudited)

Farmers & Merchants Bancorp, Inc. and Subsidiary

	Condensed Consolidated Statement of Income & Comprehensive Income (in thousands of dollars, except per share data)			
	Three Months Ended		Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Interest Income				
Loans, including fees	$ 7,108	$ 6,244	$ 20,762	$ 18,411
Debt securities:				
U.S. Treasury securities	64	64	190	189
Securities of U.S. Government Agencies	747	971	2,292	2,979
Municipalities	512	513	1,559	1,562
Dividends	36	47	119	141
Federal funds sold	3		4	11
Other	1	5	8	18
Total interest income	8,471	7,844	24,934	23,311
Interest Expense				
Deposits	832	1,023	2,615	3,229
Federal funds purchased and securities sold under agreements to repurchase	63	62	190	184
Borrowed funds		44	4	133
Total interest expense	895	1,129	2,809	3,546
Net Interest Income - Before provision for loan losses	7,576	6,715	22,125	19,765
Provision for Loan Losses	282	303	1,154	582
Net Interest Income After Provision For Loan Losses	7,294	6,412	20,971	19,183
Noninterest Income				
Customer service fees	1,317	1,252	3,841	3,869
Other service charges and fees	1,047	995	2,767	2,824
Net gain on sale of loans	205	176	497	978
Net gain on sale of securities - available-for-sale	192	134	494	732
Total noninterest income	2,761	2,557	7,599	8,403
Noninterest Expenses				
Salaries and Wages	2,638	2,460	7,529	7,156

Pension and other employee benefits	927	819	2,492	2,273
Occupancy expense (net)	267	291	842	909
Furniture and equipment	439	350	1,232	1,057
Data processing	305	301	943	911
Franchise taxes	195	255	586	765
Net loss on sale of other assets owned	95	21	153	147
FDIC Assessment	126	146	388	406
Mortgage servicing rights amortization	92	88	258	345
Other general and administrative	1,495	1,382	4,405	4,165
Total Noninterest Expense	6,579	6,113	18,828	18,134
Income Before Federal Income Taxes	3,476	2,856	9,742	9,452
Federal Income Taxes	1,002	791	2,757	2,732
Net Income	2,474	2,065	6,985	6,720
Other Comprehensive Loss (Net of Tax):				
Unrealized loss on securities, net of tax benefit of $105, $82, $16, and $3,001 respectively	(204)	(159)	(32)	(5,825)
Comprehensive Income	$ 2,270	$ 1,906	$ 6,953	$ 895
Basic Earnings Per Share	$ 0.54	$ 0.45	$ 1.51	$ 1.44
Weighted Average Shares Outstanding	4,621,298	4,682,655	4,628,429	4,682,092
Dividends Declared	$ 0.21	$ 0.20	$ 0.63	$ 0.60

See Notes to Condensed Consolidated Unaudited Financial Statements

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FARMERS & MERCHANTS BANCORP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

Farmers & Merchants Bancorp, Inc. and Subsidiary

Con

olesale Dress Furnishings. Our Heritage Brand Wholesale Dress Furnishings segment principally consists of the design and marketing
kwear. We market both dress shirts and neckwear under brands including Van Heusen, ARROW, IZOD, Eagle, Sean John, Donald J. T
n, Kenneth Cole New York, Kenneth Cole Reaction, JOE Joseph Abboud, DKNY, Elie Tahari, J. Garcia, Ike Behar, MICHAEL Michae
ction and John Varvatos. We also market dress shirts under the Geoffrey Beene and Chaps brands and neckwear under the Nautica, Jon
xcess, U.S. POLO ASSN., Bass, Claiborne and Robert Graham brands, among others. Collectively, our product offerings represent a si
stic dress furnishings market. We market dress shirts and neckwear under our owned and licensed brands, as well as private label brand
ment, mid-tier department and specialty stores, as well as, to a lesser degree, mass market stores.

des additional information for some of the more significant brands, as determined based on 2012 sales volume:
ess shirt continues to be the best selling national brand dress shirt in United States department and chain stores in 2012. Van Heusen dre
the updated classical consumer, are marketed at opening to moderate price points and are sold principally in department stores, includi
nc., The Bon-Ton Stores, Inc., Macy's, J.C. Penney Company, Inc., and Kohl's Corporation.
econd best selling national brand dress shirt in United States department and chain stores in 2012. ARROW dress shirts and neckwear ta
nsumer, are marketed at opening to moderate price points and are sold principally in mid-tier department stores, including Kohl's, Sear
Stores.
e dress shirt was the third best selling national brand dress shirt in United States department and chain stores in 2012. Geoffrey Beene d
e-conscious consumer, are marketed at moderate to upper moderate price points and are sold principally in department and specialty sto
Belk, Bon-Ton and Casual Male Retail Group, Inc. We market Geoffrey Beene dress shirts under a license agreement with Geoffrey Be

that expires on December 31, 2021, and a right of renewal (subject to certain conditions) through December 31, 2028.
York and Kenneth Cole Reaction dress shirts and neckwear target the modern consumer, are marketed at bridge and better price points,
e sold principally in department stores. We market both brands of Kenneth Cole dress shirts and neckwear under a license agreement wi
uctions (Lic), Inc. that expires on December 31, 2014, which we may extend through December 31, 2019.
rt targets the updated traditional consumer, is marketed at moderate price points and is sold principally at Kohl's and Stage Stores. We
nder a license agreement with PRL USA, Inc. and The Polo/Lauren Company, LP that expires on March 31, 2014.
d dress shirts and neckwear target the more youthful, classical consumer, are marketed at moderate to better price points and are sold pri
n's specialty stores, including J.C. Penney and The Men's Wearhouse, Inc. We market JOE Joseph Abboud dress shirts and neckwear u
with J.A. Apparel Corp. that expires on December 31, 2020.

rt, a 100% cotton, no-iron shirt, and Eagle neckwear target the updated traditional consumer, are marketed at better price points and are
tment stores, including Macy’s and Bon-Ton.
nd neckwear target the modern traditional consumer, are marketed at moderate price points and are sold principally in department stores
lk.
l Kors dress shirts and neckwear target the modern consumer, are marketed at moderate to better price points and are sold principally in
ncluding Macy’s. We market MICHAEL Michael Kors dress shirts and neckwear under a license agreement with Michael Kors, LLC th
5 and which we may extend, subject to mutual consent, through January 31, 2016.
te label dress shirt and neckwear programs to retailers. These programs present an opportunity for us to leverage our design, sourcing,
logistics expertise. Private label programs offer the consumer quality product and offer the retailer the opportunity to enjoy product excl
argins. Private label products, however, generally do not have the same level of consumer recognition as branded products and we do no
me breadth of services and in-store sales and promotional support as we do for our branded products. We market private label dress shir
l department and mass market stores.
olesale Sportswear. Our Heritage Brand Wholesale Sportswear segment principally includes the design and marketing of sportswear, in
en sport shirts, sweaters, bottoms, swimwear and outerwear, at wholesale, primarily under the IZOD, Van Heusen and ARROW brands

best selling national brand men’s knit shirt (excluding T-shirts and sports jerseys) in United States department and chain stores in 2012
ncludes a broad range of product categories and is marketed in several collections, including the classic IZOD blue label (for J.C. Penney
t stores), IZOD XFG (performance/technical activewear), and IZOD LX. IZOD men’s sportswear is targeted to the active inspired consu
te to upper moderate price points and is sold principally in department stores including Macy’s, Stage Stores, Belk, Bon-Ton and J.C. P
hop-in-shops in approximately 680 stores in September 2012.

e best selling national brand men’s woven sport shirt in United States department and chain stores in 2012. The Van Heusen sportswear
port shirts, chinos and sweaters. Like Van Heusen dress shirts, the sportswear collection is targeted to the updated classical consumer, is
rate price points and is sold principally to the same department stores.

ird best selling national brand men’s woven sport shirt in United States department and chain stores in 2012. ARROW sportswear cons
s, sweaters and bottoms. ARROW sportswear targets the updated traditional consumer, is marketed at moderate price points and is sold
ent stores, including Kohl’s, Stage Stores and Sears.

ail. Our Heritage Brand Retail segment operates stores under the Van Heusen, IZOD and Bass names, primarily in outlet centers throug
anada. We believe these stores are an important complement to our wholesale operations because we believe that the stores further enha
s of our brands by offering products that are not available in our wholesale lines, while also providing a means for managing excess inv
ol of the in-store customer experience.

ores offer men’s dress shirts, neckwear and underwear, men’s and women’s suit separates, men’s and women’s sportswear, including wo
ttoms and outerwear, and men’s and women’s accessories. These stores are targeted to the value-conscious consumer who looks for clas
priced apparel.

fer men’s and women’s active-inspired sportswear, including woven and knit shirts, bottoms and activewear and men’s and women’s ac
ily focus on golf, travel and resort clothing.

er casual and dress shoes for men, women and children. Most of our Bass stores also carry apparel for men and women, including tops,
ear, as well as accessories such as handbags, wallets, belts and travel gear.

nse our heritage brands globally for a broad range of products through approximately 40 domestic and 40 international license agreemen
tely 145 territories combined. We believe that licensing provides us with a relatively stable flow of revenues with high margins and ext
nds.

partners the right to manufacture and sell at wholesale specified products under one or more of our brands. In addition, certain foreign li
t to open retail stores under the licensed brand name. A substantial portion of the sales by our domestic licensing partners is made to our
s. We provide support to our licensing partners and seek to preserve the integrity of our brand names by taking an active role in the desi
marketing and distribution of each licensed product, most of which are subject to our prior approval and continuing oversight.

licensing partners, and the products and territories licensed by them, include:

	Product Category and Territory
	ARROW men’s and women’s dresswear, sportswear and accessories (India, Middle East, Ethiopia, Maldives Lanka and South Africa); IZOD men’s sportswear and accessories (India)
Company, Inc.	IZOD men’s and children’s optical eyewear and related accessories (United States)
	IZOD newborn, infants’ and toddlers’ sportswear and outerwear; IZOD children’s outerwear (United States, Mexico)
	ARROW men’s and women’s dresswear, sportswear and accessories (France, Switzerland and Andorra)
	Van Heusen and ARROW boys’ dress furnishings and sportswear; IZOD boys’ sportswear; IZOD and ARR and girls’ school uniforms; ARROW men’s tailored clothing; IZOD boys’ tailored clothing (United States ar
Limited	Van Heusen men’s dress furnishings, tailored clothing and accessories (Australia and New Zealand)
Ltd.	Bass and G.H. Bass & Co. wholesale footwear (worldwide); IZOD footwear (United States)
Garments	ARROW men’s dress furnishings, tailored clothing and sportswear (China)
oup, Inc.	IZOD men’s and boys’ sleepwear and loungewear (United States and Canada)
	Van Heusen men’s and women’s dresswear, sportswear and accessories (India and Middle East)
americana S.A.	ARROW men’s and women’s dresswear, sportswear and accessories (Chile, Peru, Argentina and Uruguay)
S.A.	Van Heusen men’s dress furnishings, tailored clothing, sportswear and accessories; IZOD men’s and women and accessories (Chile and Peru)
onf. LTDA	ARROW men’s dresswear and sportswear (Brazil)
Inc.	Van Heusen and IZOD men’s tailored clothing (United States and Mexico)
e Label GmbH	ARROW men’s dress shirts, sport shirts and neckwear (Europe)
ompany, Ltd.	ARROW men’s dress furnishings, tailored clothing, sportswear and accessories; ARROW women’s dresswe sportswear (Thailand and Vietnam)
, Inc.	IZOD women’s intimates and sleepwear (United States and Canada); IZOD women’s accessories (United St
shion Brands Co., Ltd	IZOD men’s and women’s sportswear and accessories (China)

nd Olga. As part of the Warnaco acquisition we acquired the Warner's and Olga women's intimate apparel brands and a perpetual licen
l Limited, the owner of such brand, that permits us to design, manufacture and market certain men's, women's and children's swimwea
s under the Speedo trademark exclusively in the United States, Canada, Mexico and the Caribbean.

nd accessories, including swim goggles, water-based fitness products, electronics and other swim and fitness-related products for adults
uted through all major distribution channels, sporting goods stores, team dealers, catalog retailers and the www.SpeedoUSA.com websi

women's intimate apparel is marketed at moderate to better price points and is primarily distributed in the United States, Mexico, Canad
all major distribution channels.

gy

our existing Calvin Klein and Tommy Hilfiger businesses, with particular emphasis on growth in Asia and Latin America, as well as to
fitability of our Heritage Brands business, through the execution strategies described below. In addition, we intend to capitalize on the s
nted by the Warnaco acquisition, particularly the opportunities to restore growth and improve profitability in Warnaco's Calvin Klein je
nesses.

ess

ategy we created for the Calvin Klein brands establishes a strategic brand architecture to guide the global brand growth and developmen
differentiating each of the Calvin Klein brands with distinct marketing identities, positioning and channels. Additionally, branding prod
exibility from market to market to build businesses that address the differences between markets. After giving effect to the Warnaco acq
tely 50 license arrangements with third parties across the three Calvin Klein brands. These arrangements grant rights to market a broad
or in specified countries and/or to open retail stores in countries outside of the United States. The Calvin Klein brands are as follows:
ction — our "halo" brand under which men's and women's high-end collection apparel and accessories are sold both in the United Stat
our bridge brand, under which apparel and accessories are sold through specialty and department stores, as well as freestanding ck Cal
d Asia.
r white label "better" brand under which we sell men's sportswear and license various other lines (including men's and women's footwe
r, dresses, men's and women's outerwear, accessories, and fragrance) and our ck one lifestyle brand.

est Calvin Klein licensee and also beneficially owns the Calvin Klein trademark for underwear, sleepwear and loungewear. Acquiring V
ditional opportunities to grow our Calvin Klein business. We believe that additional investments above our initial expectations are requi
rebuilding Warnaco's global Calvin Klein jeanswear and underwear businesses. Therefore, we see 2013 as a year of investment and tra
nclude (i) enhancing the existing infrastructure (systems and supply chain), (ii) upgrading Calvin Klein jeanswear product design and q
graphic differentiation, (iii) investing in in-store marketing and the in-store customer experience, (iv) adding appropriate talent to fill ke
handising positions, (v) rationalizing global excess inventory levels, and (vi) reducing and restructuring the off-price and club sales dist
America. Our key strategies for the Warnaco Calvin Klein businesses include the following:

n for jeans and underwear and the "Calvin Klein" brand globally. Since we acquired Calvin Klein in 2003, global retail sales have grow
l rate of approximately 12%. Product innovation, category extensions and a targeted global brand marketing message are key drivers fo
s. By acquiring Warnaco, we have gained full control of the brand image and commercial decisions for the two largest apparel categorie
nderwear — for the first time. Our strategies to increase demand for Calvin Klein Jeans and Calvin Klein Underwear products include:

ar design and improving coordination between design and in-country teams to address local market preferences;
ise and presentation to be consistent with the global brand positioning of Calvin Klein;
assortment across categories, channels and regions;
Varnaco businesses in North America and Europe to our existing processes, supply chain and systems to enhance fulfillment of wholesal

and consistent single brand message across categories, including sportswear, jeanswear, underwear and accessories.

ution and improving profitability in North America. In North America, we intend to leverage our existing infrastructure and expertise to
naco's Calvin Klein jeanswear and underwear businesses by:
x of distribution among the full price, off-price and club channels;
th American retail stores to better showcase jeans and underwear; and
y breadth, where appropriate.

opean operating platform and management team. We plan to integrate Warnaco's European Calvin Klein businesses into our existing T
latform and leverage our systems and the expertise of our European management team to enhance execution and profitability of the Wa
on to managing the Calvin Klein "bridge" business in Europe that we were to take over in 2013, by employing the following strategies:
g the cost structure within the existing jeanswear and underwear infrastructure in

tion mix by reducing distribution in the off-price channel;
y Hilfiger matrix model to improve product placement and execution at wholesale and retail on a country/regional basis;
productivity by promoting the Calvin Klein lifestyle across Europe through more effective merchandising and marketing; and
uropean jeanswear and underwear strategy with the re-launch of the bridge wholesale business.

on in emerging markets. The Warnaco acquisition provides us with an established presence and local operations in high-growth emergi
merica, where we were less developed. We plan to continue growing in these markets by:
retail square footage in China and Brazil;
g margins through improved execution and leveraging of expenses; and
nities to leverage existing capabilities to introduce and/or accelerate growth of additional categories and brands.

cost synergy opportunities. We believe the Warnaco acquisition will create significant opportunities to reduce overhead and administra
ntly expect to achieve costs savings through synergies, principally with respect to certain corporate functions and duplicative brand mar
America and Europe. We expect to realize approximately $100 million of synergies in full by the end of 2016.

siness

ly grown the Tommy Hilfiger business since we acquired it in 2010. Our strategies for continuing to grow revenues and improve profita
g:

the European business. We believe that there is significant potential for further expansion in Europe. Among other initiatives, our curr
ropean market include:

ss in product categories that we believe are currently underdeveloped in Europe, such as pants, outerwear, underwear, accessories and

and small leather goods business, which we acquired from our former licensee in 2010;
my Hilfiger tailored division, a business we acquired from a licensee at the end of 2012;
e development of the business in underpenetrated markets where we believe there is growth potential, such as France, the United Kingd
entral and Eastern Europe (including Russia), through both our own retail expansion and increased wholesale sales, which we intend to s
ertising and marketing activities; and
Hilfiger's presence in Europe through the opening of additional specialty and outlet retail stores (both by us and retail partners), includi
cations, such as those opened on Regent Street, London in 2012, Brompton Road, London in 2011, and the Champs-Élysées, Paris in 20
y shopping destinations worldwide, such as those opened in Frankfurt, Hamburg and Vienna since our acquisition of Tommy Hilfiger.

to strengthen the North American business. Our overarching goal in North America is to drive brand elevation in every channel and ca
while maximizing our current store portfolio and pursuing opportunities for growth. We intend to achieve growth in the North American

egic alliance with Macy's by leveraging our logistics capabilities and "preferred vendor" relationship with Macy's, offering expanded r
g and enhancing shop-in-shops in high-volume Macy's stores, featuring Tommy Hilfiger products in Macy's marketing campaigns and
and enhancement and elevation through strategic marketing and investments in partnership with Macy's;
offerings by Tommy Hilfiger and its licensees in both the retail and wholesale channels;
Hilfiger's overall presence and brand positioning through the opening of a limited number of specialty stores, as well as making focuse
ur existing retail stores to improve image, presentation and productivity, and adding square footage in existing locations and opening ne
priate;
ct presentation and improving the visibility and exposure of the Tommy Hilfiger brand at The Bay in Canada;
sing and marketing initiatives, such as our well-received "The Hilfigers" marketing campaign, through TV, print and digital media, wit
ng our customer database and expanding our Hispanic marketing campaign; and
chandising focus by delivering the right product regionally and offering an engaging store experience.

tunities outside of Europe and North America. Our opportunities in the rest of the world can be achieved by:

o's operational experience in Asia and Latin America to facilitate the growth of the Tommy Hilfiger business in these regions over tim

ortunities to grow the Tommy Hilfiger business by repositioning the Tommy Hilfiger brand image to be more consistent throughout the
rand's visibility and positioning, such as through the opening of our first Asian flagship store on Omotesando in Tokyo in April 2012, a
l sizing, enhancing product offerings and adopting other initiatives targeted at local market needs;
elopment of our joint ventures in China (operations started in August 2011), India (acquired interest in September 2011) and Brazil (ope
013) by expanding the brand's retail footprint, enhancing product and increasing price points; and
ced strategy of acquiring licensees, distributors and franchisees where we believe we can achieve greater scale and success compared to
e same time licensing businesses for product categories and markets when we believe experienced and/or local partners provide the bes
cess.

e-commerce channel. We intend to seek to improve the online capabilities and functions of the Tommy Hilfiger European and North A
improve the shopping experience and increase sales.

siness

s business remains an important part of our overall business mix. We intend to integrate Warnaco’s Speedo, Warner’s and Olga busines
siness. Our key strategies for the Heritage Brands business include the following:
hen the competitive position and image of our brand portfolio. We intend for each of our heritage brands to be a leader in its respective
g consumer awareness and loyalty. We believe that our heritage brands are successful because we have positioned each one to target dis
phics and tastes. We will continue to design and market our branded products to complement each other, satisfy lifestyle needs, emphasi
o our target consumers and increase consumer loyalty. We will seek to increase our market share in our businesses by expanding our pr
ensions and increased floor space. We are also committed to investing in our brands through advertising, sponsorships and other means
tomer recognition.
growth. We intend to expand the international distribution of our heritage brands, including through licensing. We have approximately
g approximately 145 territories outside of the United States to use our heritage brands in numerous product categories, including appar
ar, soft home goods and fragrances. We believe that our strong brand portfolio and broad product offerings enable us to seek additional
graphic areas where we are underpenetrated, such as Europe and Asia.
nt the strategies for the Heritage Brands business described above, we have a number of initiatives in place, including the following:
t our top-performing dress furnishings divisions. Our dress furnishings divisions continue to grow through cross-channel expansion and
focused on elevating the in-store experience in top doors and identifying brand and channel opportunities for additional growth.
ng businesses. We successfully exited our Timberland and Izod women’s wholesale sportswear businesses in 2012 and continue to evalu
uctivity and profitability.
g spend. We target our marketing expenditures on initiatives that we believe will reflect each brand’s core image, resonate with the targe
store shopping experience or encourage sales.
d initiatives where appropriate. We are focused on revitalizing the Izod men’s business at wholesale (including at J.C. Penney through t
n, upgraded product and complete shop-in-shop experience), as well as right-sizing the Heritage Brand retail divisions’ real estate portf
re experience and making strategic product investments to refocus on the brand’s heritage and value proposition.

portunities
ue to build our brand portfolio through acquisition and licensing opportunities. While we believe we have an attractive and diverse port
potential, we will continue to explore acquisitions of companies or trademarks and licensing opportunities that we believe are additive
ew license opportunities allow us to fill new product and brand portfolio needs. We take a disciplined approach to acquisitions, seeking
er recognition that we can grow profitably and expand by leveraging our infrastructure and core competencies and, where appropriate, b
through licensing.

ally follows a seasonal pattern. Our wholesale businesses tend to generate higher levels of sales in the first and third quarters, while our
enerate higher levels of sales in the fourth quarter. Royalty, advertising and other revenue tends to be earned somewhat evenly through
hird quarter has the highest level of royalty revenue due to higher sales by licensees in advance of the holiday selling season. We expect
l generally continue.

end on our ability to stimulate and respond to consumer tastes and demands, as well as on our ability to remain competitive in the areas

in the continued strength of our brands is our in-house design teams. We form separate teams of designers and merchandisers for each
ructure that focuses on the special qualities and identity of

esigners and merchandisers consider consumer taste and lifestyle and trends when creating a brand or product plan for a particular seas
design to finished product varies greatly but generally spans six to ten months prior to each retail selling season. Our product lines are d
ajor selling seasons, Spring and Fall. However, certain of our product lines offer more frequent introductions of new merchandise.

eam of senior design directors who share a vision for the Calvin Klein brands and who each lead a separate design team. These teams c
nd product development for most licensees and other strategic partners.

eks to reinforce the premium positioning of the Tommy Hilfiger brands by taking a coordinated and consistent worldwide approach to b
cts are then adapted and executed on a regional basis in order to adjust for local or regional sizing, fits, weather, trends and demand. To
nt believes that regional execution and adaptation helps it anticipate, identify and respond more readily to changing consumer demand, f
es or preferences. It also reduces the importance of any one collection and enables the brand to appeal to a wider range of customers.

ts were produced in over 700 factories and over 50 countries worldwide. With the exception of handmade and handfinished neckwear, w
geles, California facility and accounted for less than 10% of our total quantity of neckwear sourced and produced, all of our products w
ndent manufacturers located in foreign countries in Europe, the Far East, the Indian subcontinent, the Middle East, South America, the C
a. The manufacturers of our products are required to meet our quality, cost, human rights, safety and environmental requirements. No si
o our production needs and we believe that an ample number of alternative suppliers exist should we need to secure additional or replac
and raw materials. We source finished products and raw materials. Raw materials include fabric, buttons, thread, labels and similar ma
production commitments are generally made two to six months prior to production, and quantities are finalized at that time. We believe
of shirting fabric in the world. Finished products consist of manufactured and fully assembled products ready for shipment to our custom

and buying agents enable us to monitor the quality of the goods manufactured by, and the delivery performance of, our suppliers, which
human rights and labor standards through our ongoing approval and monitoring system. Our purchases from our suppliers are effected t
orders specifying the price, quantity, delivery date and destination of the items to be produced. Sales are monitored regularly at both th
d modifications in production can be made either to increase or reduce inventories. We continually seek suppliers throughout the world
place our orders in a manner designed to limit the risk that a disruption of production at any one facility could cause a serious inventory

a party to a nonexclusive agreement with Li & Fung Trading Limited under which Li & Fung performs most of Tommy Hilfiger's sourc
the agreement, Tommy Hilfiger is required to use Li & Fung for at least 54% of its sourced products. Our Tommy Hilfiger business also
ying offices for a portion of its sourced products and has a small in-house sourcing team.
o develop strategies and make investments to enhance our ability to provide our customers with timely product availability and delivery
allow us to reduce the cycle time between the design of products and the delivery of those products to our customers. We believe the
supply chain efficiencies and working capital management through the effective use of our distribution network and overall infrastruct
ontrol costs and provide improved service to our customers. The integration of Warnaco's sourcing network is a key element to our strat
d gain efficiencies.
o the health, safety and well-being of the workers throughout our supply chain and to the integrity of our products. We actively work to
partners and improve factory conditions, as well as continue to invest in the communities where we do business.
istribution

ution, our products are shipped from manufacturers to our wholesale and retail warehousing and distribution centers for inspection, sorti
nt. Our centers range in size and are principally located in the United States in Brinkley, Arkansas; Los Angeles, California; McDonoug
North Carolina; Reading,

Chattanooga, Tennessee; and internationally in Venlo and Tegelen, The Netherlands; Montreal, Canada; and Urayasu-shi, Japan. Our wa
ters are designed to provide responsive service to our customers and our retail stores, as the case may be, on a cost-effective basis. This
orms of electronic communications to meet customer needs, including advance shipping notices for certain customers.

investments in logistics and supply chain management allow us to respond rapidly to changes in sales trends and consumer demands w
y management. We believe our customers can better manage their inventories as a result of our continuous analysis of sales trends, broa
and quick response capabilities. Certain of our products can be ordered at any time through our EDI replenishment systems. For custom
cts, we generally ship these products within one to two days of order receipt. At the end of 2012 and 2011, our backlog of customer orde
729 million, respectively.

omotion

ds and products to target distinct consumer demographics and lifestyles. Our marketing programs are an integral feature of our brands a
offerings. Advertisements generally portray a lifestyle rather than a specific item. We intend for each of our brands to be a leader in its r
th strong consumer awareness and consumer loyalty. We believe that our brands are successful in their respective segments because we
ned each brand to target a distinct consumer demographic. We will continue to design and market our products to complement each oth
hasize product features important to our target consumers and encourage consumer loyalty.

ands through digital media, including our e-commerce platforms and social media outlets, in order to expand our reach to customers and
formation in an entertaining fashion to consumers about our products, special events, promotions and store locations. In addition, we al
rint media (including fashion, entertainment/human interest, business, men's, women's and sports magazines and newspapers), on televi
nage.

ur brands through sport sponsorships and product tie-ins. In 2012, our Van Heusen brand continued its professional football marketing a
ndividual endorsement agreements with Pro Football Hall of Famers Steve Young and Jerry Rice and NFL quarterback Matthew Staffor
er Webb Simpson was joined by Scott Piercy and Spencer Levin as ambassadors for the IZOD brand, and IZOD is the title sponsor of th
vin Klein has a sponsorship agreement with the Brooklyn Nets and the Barclays Center and we have an all-brand regional sponsorship a
Giants. We are also an official sponsor of the 2014 Super Bowl Host Committee and have the right to use the 2014 Super Bowl Host Co
promotional use with the IZOD, Van Heusen, Calvin Klein and Tommy Hilfiger brands. In addition, we participate in cooperative adve
etail partners.

North America retail operations, we generally rely upon local outlet mall developers to promote traffic for their centers. Outlet center d
rmats, including signage (highway billboards, off-highway directional signs, on-site signage and on-site information centers), print adve
pers and travel magazines), direct marketing (to tour bus companies and travel agents), radio and television and special promotions.

Klein is one of the most well-known designer names in the world. Its high-profile, often cutting-edge global advertising campaigns have
d significant publicity, notoriety and debate among customers and consumers, as well as within the fashion industry, and have helped to
lvin Klein name and image. Calvin Klein has a dedicated in-house advertising agency, with experienced creative and media teams that
antial portion of the institutional consumer advertising for products under the Calvin Klein brands and work closely with other Calvin K
siness partners to deliver a consistent and unified brand message to the consumer.

es a worldwide marketing, advertising and promotions program. Calvin Klein products are advertised primarily in national print media,
n television, including the Calvin Klein Concept underwear commercial that was aired during the Super Bowl broadcast in February 201
ng and advertising campaigns continue to fuel the global growth of Calvin Klein, highlighted by an expanded use of digital and social m
s, including the addition of a visually-driven, interactive Tumblr blog, which complements the brand's editorial and celebrity wardrobin
r consumer awareness and appeal. We believe promotional activities throughout the year further strengthen brand awareness of the Calv
to offering a broad array of

el and licensed products, Calvin Klein's website, www.calvinklein.com, also serves as a marketing vehicle to complement the ongoing
Calvin Klein brands.

as a dedicated in-house global communications agency, which incorporates corporate communications, public relations, celebrity dressi
group coordinates many global events including the Spring and Fall Calvin Klein Collection fashion shows in New York City and Mila
g of celebrities for events, movie award ceremonies and movie premieres.

mmy Hilfiger is also one of the world's most well-known designer brands. Tommy Hilfiger employs advertising, marketing and commu
n-house creative team, as well as outside agencies, to implement its global marketing and communications strategy across all channels o
ommy Hilfiger marketing and communications team develops and coordinates Tommy Hilfiger advertising for all regions and product li
nal distributors. Advertisements for Tommy Hilfiger brand products appear primarily in fashion and lifestyle magazines, newspapers, ou
nd on television. We also have increased the digital and online focus of marketing for the Tommy Hilfiger brands. The marketing and
m also coordinates selected personal appearances by Mr. Tommy Hilfiger, including at runway shows, brand events and flagship store
Most of Tommy Hilfiger's licensees and distributors are required to contribute a percentage of their net sales of Tommy Hilfiger produ
minimum amounts, to the advertising and promotion of the Tommy Hilfiger brand and products. We maintain multiple showroom facil
ope, North America and Asia for Tommy Hilfiger. We launch significant brand advertising campaigns two times per year in Spring/Sum
de maximum consumer visibility of the new seasonal collections and to support sell-through. In addition to offering a broad array of To
l licensed products, Tommy Hilfiger's website, www.tommy.com, also serves as a marketing vehicle to complement the ongoing develo
r lifestyle brands.

eusen, Bass, G.H. Bass & Co., IZOD, ARROW, Eagle and Tommy Hilfiger brands, as well as related trademarks (e.g., IZOD XFG and
g logo and crest design) and lesser-known names. These trademarks are registered for use in each of the primary countries where our pr
applications for registration of these and other trademarks are made in jurisdictions to accommodate new marks, uses in additional trade
l categories of goods or expansion into new countries.

cially owns the Calvin Klein marks and derivative marks in all trademark classes and for all product categories within each class, other
ar and loungewear in Class 25, which are beneficially owned by Warnaco. As a result of the Warnaco acquisition, we effectively own 1
mark Trust, which is the sole and exclusive title owner of substantially all registrations of the Calvin Klein trademarks. The sole purpose
e marks. Calvin Klein maintains and protects the marks on behalf of the Trust pursuant to a servicing agreement. The Trust licenses to C
on an exclusive, irrevocable, perpetual and royalty-free basis the use of the marks on the goods for which each has beneficial ownershi

tains the right to use his name, on a non-competitive basis, with respect to his right of publicity, unless those rights are already being us
ss. Mr. Klein has also been granted a royalty-free worldwide right to use the Calvin Klein mark with respect to certain personal busines
notion picture, television and video businesses, a book business, writing, speaking and/or teaching engagements, non-commercial photog
and architectural and industrial design projects, subject to certain limitations designed to protect the image and prestige of the Calvin K
competitive conflicts.

r is prohibited in perpetuity from using, or authorizing others to use, the Tommy Hilfiger marks (except for the use by Mr. Hilfiger of h
onnection with certain specified activities). In addition, we are prohibited in perpetuity from selling products not ordinarily sold under th
businesses or prestige global lifestyle brands without Mr. Hilfiger's consent, from engaging in new lines of business materially differen
of business without Mr. Hilfiger's consent, or from disparaging or intentionally tarnishing the Tommy Hilfiger-related marks or Mr. Hil
products that we are prohibited from selling include cigarettes, dog food and alcohol. Certain lines of business will not be considered "
ses of the agreement, including apparel, fashion, eyewear, accessories, housewares, home and bedding products, personal care products
goods.

the subject of registrations and pending applications throughout the world for use on a variety of apparel, footwear and related products our worldwide usage and registration of new and related trademarks. In general, trademarks remain valid and enforceable as long as the in connection with the products and services with which they are identified and, as to registered tradenames, the required registration re tside of the United States, particularly those where products bearing any of our brands are not sold by us or any of our licensees or other r rights to the use of trademarks may not be clearly established.

other intellectual property rights are valuable assets and we vigorously seek to protect them on a worldwide basis against infringement s imitating our products and infringing on our intellectual property rights. This is especially the case with respect to the Calvin Klein an he Calvin Klein and Tommy Hilfiger brands enjoy significant worldwide consumer recognition and their generally higher pricing provi nity and incentive for counterfeiters and infringers. We have a broad, proactive enforcement program that we believe has been generally le of counterfeit products in the United States and in major markets abroad.

e Price Payments

our acquisition of Calvin Klein, we are obligated to pay Mr. Calvin Klein contingent purchase price payments based on a percentage of of products bearing any of the Calvin Klein brands with respect to sales made through February 12, 2018. Our obligation to make cont nents to Mr. Klein is guaranteed by our domestic Calvin Klein subsidiaries and is secured by a pledge of all of the equity interests in our nd a first priority lien on substantially all of our domestic Calvin Klein subsidiaries' assets. Events of default under the agreements gove ntingent payment obligations to Mr. Klein include, but are not limited to (1) our failure to make payments to Mr. Klein when due, (2) co efaults to other indebtedness in excess of an agreed amount, (4) events of bankruptcy, (5) monetary judgment defaults and (6) a change f any portion of the equity interests in our Calvin Klein subsidiaries. An event of default under those agreements would permit Mr. Klei urity interest in the collateral. In addition, if we fail to pay Mr. Klein a contingent purchase price payment when due and such failure to s or more after a final judgment by a court is rendered relating to our failure to pay, Mr. Klein will no longer be restricted from compet would be under the non-competition provisions contained in the purchase agreement related to our acquisition of Calvin Klein, although se any of the Calvin Klein brands or any similar trademark in any competing business.

arter of 2011, we reacquired the rights in India to the Tommy Hilfiger trademarks that had been subject to a perpetual license previously on was accounted for as a business combination. We paid $25.0 million during the third quarter of 2011 as consideration for this transa uired to make annual contingent purchase price payments based on a percentage of annual sales in excess of an agreed upon threshold o India for a period of five years (or, under certain circumstances, a period of six years) following the acquisition date. Such payments ar ggregate maximum. During the third quarter of 2012, we made a contingent purchase price payment of $0.2 million for the first one-yea

y is competitive as a result of its fashion orientation, mix of large and small producers, the flow of domestic and imported merchandise tailing methods. We compete with numerous domestic and foreign designers, brands, manufacturers and retailers of apparel, accessories

ily on the basis of style, quality, price and service. Our business depends on our ability to stimulate consumer tastes and demands, as we competitive in these areas. We believe we are well-positioned to compete in the apparel industry. Our diversified portfolio of brands a e of multiple channels of distribution have allowed us to develop a business that produces results which are not dependent on any one , merchandise preference, distribution channel or geographic region. We have developed a portfolio of brands that appeal to a broad spe ned brands have long histories and enjoy high recognition within their respective consumer segments. We develop our owned and licens other and to generate strong consumer loyalty. The Calvin Klein and Tommy Hilfiger brands generally provide us with the opportunity that target different consumer groups at higher price points and in higher-end distribution channels than our heritage brands, as well as v pportunities due to the worldwide recognition of the brands.

Restrictions

n of our products is imported into the United States, Canada, Europe and Asia. These products are subject to various customs laws, whi
ell as quota restrictions. Under the provisions of the World Trade Organization ("WTO") agreement governing international trade in tex
ment on Textiles and Clothing," the United States and other WTO member countries have eliminated quotas on textiles and apparel-rel
countries. As a result, quota restrictions generally do not affect our business in most countries. Presently, a portion of our imported pro
luty-advantaged programs, including the North American Free Trade Agreement, Africa Growth & Opportunity Act, Central American
ordan Free Trade Agreement, Israel Free Trade Agreement, Egypt Qualifying Industrial Zones, Colombia Free Trade Agreement and th
ent.

ters

perations are subject to various environmental, health and safety laws and regulations. In addition, we may incur liability under environ
ons with respect to the contamination of sites that we own or operate or previously owned or operated (including contamination caused
rs of such sites, abutters or other persons) and the off-site disposal of hazardous materials. We believe our operations are in compliance
s and regulations.

013, we employed approximately 11,800 persons on a full-time basis and approximately 16,900 persons on a part-time basis. Approxim
ere represented for the purpose of collective bargaining by five different unions. Additional persons, some represented by these five uni
e to time based upon our manufacturing schedules and retailing seasonal needs. Our collective bargaining agreements generally are for t
hat our relations with our employees are satisfactory.

of the Registrant

sets forth the name, age and position of each of our executive officers:

	Age	Position
	55	Chairman and Chief Executive Officer
	50	Executive Vice President and Chief Operating & Financial Officer
	56	Chief Executive Officer, Heritage Brands and North America Wholesale
y	62	Chief Executive Officer, Calvin Klein
	58	Chief Executive Officer, Tommy Hilfiger and PVH International Operations

o joined us as Vice President and Controller in 1993. Mr. Chirico was named Executive Vice President and Chief Financial Officer in 1
Operating Officer in 2005, Chief Executive Officer in February 2006, and Chairman of the Board in June 2007.

ffer has been employed by us since 1990. He served as Senior Vice President, Retail Operations immediately prior to being named Exe
ance in 2005, Executive Vice President and Chief Financial Officer in March 2006, and Executive Vice President and Chief Operating &
2012.

he served as President of our Izod division from 1998 until 2001, was named Vice Chairman, Sportswear in 2001, Vice Chairman, Who
006, Chief Executive Officer, Wholesale Apparel in February 2012, and Chief Executive Officer, Heritage Brands and North America V

urry has been employed by Calvin Klein since 1996. Mr. Murry retained his position as President and Chief Operating Officer, Calvin
alvin Klein in 2003 and was named President and Chief Executive Officer, Calvin Klein in September 2008. Mr. Murry's title was sho
icer, Calvin Klein,

he reorganization we undertook in connection with the Warnaco acquisition; his responsibilities have not been reduced.

as been employed by Tommy Hilfiger since 1996. Mr. Gehring retained his position as Chief Executive Officer, Tommy Hilfiger upon
ny Hilfiger in 2010 and was also named Chief Executive Officer, PVH International Operations upon such acquisition.

ors

ot be successful in achieving intended benefits, cost savings and synergies; the acquired Warnaco business may underperform relative to
e Warnaco acquisition may cause our financial results to differ from our expectations or the expectations of the investment community.

our growth strategy has been to make acquisitions, such as the Warnaco acquisition. Prior to completing any acquisition, our manageme
synergies, cost savings and growth opportunities, but due to legal and business limitations, we may not have access to all necessary info
cess may be complex, costly and time-consuming. The potential difficulties of integrating the operations of an acquired business, such a
sing our expectations for an acquisition, including the benefits that may be realized, include, among other things:
t our business plan for the combined business;
s in completing the integration of acquired companies or assets;
d costs, lower than expected cost savings and/or a need to allocate resources to manage unexpected operating difficulties;
s in integrating manufacturing, logistics, information, communications and other systems;
ges in applicable laws and regulations;
ges in the combined business due to potential divestitures or other requirements imposed by antitrust regulators;
mers, suppliers and employees;
ning required regulatory approvals, licenses and permits;
rent in the acquired business and our business;
ention and resources of management;
to accept product offerings by us or our licensees;
ities not identified in due diligence;
r an acquired business' internal controls and compliance with the requirements under the Sarbanes-Oxley Act of 2002; and
issues, expenses and liabilities.

ou that any acquisition will not have a material adverse impact on our financial condition and results of operations.

conomic conditions, including volatility in the financial and credit markets, have affected, and in the future may adversely affect, our bu

ns have affected, and in the future may adversely affect, our business, our customers and our financing and other contractual arrangemer
nents have led to a reduction in consumer spending overall, which could have an adverse impact on our revenue and profitability. Such e
future could adversely affect, the businesses of our wholesale and retail customers, which, among other things, have resulted and may r
s leading to restructurings, bankruptcies, liquidations and other unfavorable events for our customers, and may continue to cause such cu
ue orders of our products. Financial difficulties of customers may also affect the ability of our customers to access credit markets or lead
o receivables from customers.

atility in the financial and credit markets could make it more difficult for us to obtain financing or refinance existing debt when the nee
be acceptable to us.

n of our revenue and gross profit is derived from a small number of large customers and the loss of any of these customers could substa

ners account for significant portions of our revenue. Sales to our five largest customers were 18.7% of our revenue in 2012, 19.5% of ou
of our revenue in 2010. Macy's, our largest customer, accounted for 8.7% of our revenue in 2012, 9.4% of our revenue in 2011 and 10.

party to a strategic alliance with Macy's providing for the exclusive wholesale distribution in the United States of most men's, women's
ar under the Tommy Hilfiger brand. The current term of the agreement with Macy's ends on January 31, 2014 and is renewable at the o
o additional renewal terms of three years each. As a result of this strategic alliance, the success of Tommy Hilfiger's North American w
ially dependent on this relationship and on Macy's ability to maintain and increase sales of Tommy Hilfiger products. We are currently
acy's regarding renewing the agreement and currently expect the renewal to occur, although there can be no assurances this will be the c
l States wholesale businesses may be affected by any operational or financial difficulties that Macy's experiences, including any deterio
ty to attract customer traffic or in its overall liquidity position.

Hilfiger's strategic alliance with Macy's, we do not have long-term agreements with any of our customers and purchases generally occu
s. A decision by any of our major customers, whether motivated by marketing strategy, competitive conditions, financial difficulties or o
antly the amount of merchandise purchased from us or our licensing or other partners, or to change their manner of doing business with
artners, could substantially reduce our revenue and materially adversely affect our profitability. During the past several years, the retail
reat deal of consolidation and other ownership changes, as well as management changes, and we expect such changes to be ongoing. In
r customers decrease the number of stores carrying our apparel products, while the remaining stores may purchase a smaller amount of
educe the retail floor space designated for our brands. In the future, retailers may further consolidate, undergo restructurings or reorgani
ons or reposition their stores' target markets or marketing strategies. Any of these types of actions could decrease the number of stores
ease the ownership concentration within the retail industry. These changes could decrease our opportunities in the market, increase our
f large customers and decrease our negotiating strength with our customers. These factors could have a material adverse effect on our fin
s of operations.

to continue to develop and grow our Calvin Klein and Tommy Hilfiger businesses in terms of revenue and profitability.

n of our business strategy involves growing our Calvin Klein and Tommy Hilfiger businesses. Our achievement of revenue and profitab
Klein and Tommy Hilfiger will depend largely upon our ability to:
s, efficiencies and strategic rationale of the Warnaco acquisition;
n and enhance the distinctive brand identities of the Calvin Klein and Tommy Hilfiger brands;
es at our Calvin Klein and Tommy Hilfiger businesses;

n good working relationships with Calvin Klein's and Tommy Hilfiger's licensees;
to new (or renew or extend existing) licensing agreements for the Calvin Klein and Tommy Hilfiger brands; and
ten and expand the Calvin Klein and Tommy Hilfiger businesses.

ou that we can successfully execute any of these actions or our growth strategy for these brands, nor can we assure you that the launch o
ines or businesses by us or our licensees or that the continued offering of these lines will achieve the degree of consistent success necess
positive cash flow. Our ability to successfully carry out our growth strategy may be affected by, among other things, our ability to enhan
xisting customers to obtain additional selling space and/or add additional product lines, our ability to develop new relationships with ret
petitive conditions, changes in consumer spending patterns and changes in consumer tastes and style trends. If we fail to continue to dev
vin Klein or Tommy Hilfiger business in terms of revenue and profitability, our financial condition and results of operations may be ma

Calvin Klein and Tommy Hilfiger businesses depends on the value of our "Calvin Klein" and "Tommy Hilfiger" brands, and if the valu
o diminish, our business could be adversely affected.

s on our brands and their value. The Calvin Klein name is integral to the existing Calvin Klein business, as well as to our strategies for e
Calvin Klein. The Calvin Klein brands could be adversely affected if Mr. Klein's public image or reputation were to be tarnished. We h
ct to the Tommy Hilfiger brands. Mr. Hilfiger is closely identified with the Tommy Hilfiger brand and any negative perception with res
dversely affect the Tommy Hilfiger brand. In addition, under Mr. Hilfiger's employment agreement, if his employment is terminated fo
nt not to compete with the Tommy Hilfiger business will expire two years after such termination. Although Mr. Hilfiger could not use a
demark in connection with a competitive business, his association with a competitive business could adversely affect the Tommy Hilfig

uld impair our financial condition and ability to operate.

013, we had outstanding an aggregate of $900 million of term loan borrowings under our amended senior secured credit facility, $1.3 bi
tes ($700 million of which was issued in connection with the Warnaco acquisition) and $100 million of secured debentures. On Februar
mended senior secured credit facility and entered into a new senior secured credit facility, under which we had $3.075 billion of borrow
ebruary 13, 2013. Our level of debt could have important consequences to investors, including:
ial portion of our cash flows from operations be used for the payment of interest on our debt, thereby reducing the funds available to us
capital needs;
ity in planning for, or reacting to, changes in our business and the industry in which we operate because our available cash flow after pa
st on our debt may not be sufficient to make the capital and other expenditures necessary to address these changes;
erability to general adverse economic and industry conditions because, during periods in which we experience lower earnings and cash
devote a proportionally greater amount of our cash flow to paying principal and interest on our debt;
to obtain additional financing in the future to fund working capital, capital expenditures, acquisitions, contributions to our pension plans
equirements;
petitive disadvantage to other relatively less leveraged competitors that have more cash flow available to fund working capital, capital
sitions, contributions to pension plans and general corporate requirements; and
borrowings we make at variable interest rates, including under our senior secured credit facility, leaving us vulnerable to increases in in

osed to foreign currency exchange rate fluctuations.

r business and the Calvin Klein jeanswear and underwear businesses acquired from Warnaco each have a substantial international comp
significant foreign exchange risk. Accordingly, the impact of a strengthening United States dollar, particularly against the Euro, the Br
Yen, the Korean Won, the British Pound, the Canadian dollar, the Mexican Peso, the Indian Rupee and the Chinese Yuan, will have a ne
ts of operations.

o changes in foreign currency exchange rates related to certain anticipated cash flows associated with certain international inventory pu
npany loans. We currently use and plan to continue to use foreign currency forward exchange contracts or other derivative instruments t
rket value risks associated with these transactions, but we are unable to entirely eliminate these risks.

d to market risk for changes in exchange rates for the United States dollar in connection with our licensing businesses, particularly our C
st of our license agreements require the licensee to report sales to us in the licensee's local currency but to pay us in United States dollar
s of the last day of the contractual selling period. Thus, while we are not exposed to exchange rate gains and losses between the end of th
we collect payment, we are exposed to exchange rate changes during and up to the last day of the selling period. In addition, certain of o
ements expose us to exchange rate changes up to the date we collect payment or convert local currency payments into United States dol
of a strengthening United States dollar, our foreign royalty revenue will be adversely impacted, and during times of a weakening Unitec
oyalty revenue will be favorably impacted.

s, directly or through licensees and other partners, in countries that are or have been subject to exchange rate control regulations and ha
difficulties in receiving payments owed to us when due, with amounts left unpaid for extended periods of time. Although the amounts to
us, as our international businesses grow and if controls are enacted or enforced in additional countries, there can be no assurance that su
aterial and adverse effect on our business, financial condition or results of operations.

oreign suppliers for our products and raw materials, which poses risks to our business operations.

nd footwear products, excluding handmade and handfinished neckwear, are produced by and purchased or procured from independent
ed in countries in Europe, the Far East, the Indian subcontinent, the Middle East, South America, the Caribbean and Central America. W
he largest users of shirting fabric in the world. Although no single supplier or country is expected to be critical to our production needs,
terially and adversely affect our ability to produce or deliver our products and, as a result, have a material adverse effect on our business
s of operations:
stability in countries where contractors and suppliers are located;
conflict involving any of the countries in which we operate, which could cause a delay in the transportation of our products and raw ma
n transportation costs;
n security concerns, which could subject imported or exported goods to additional, more frequent or more thorough inspections, leading
oundment of goods for extended periods or could result in decreased scrutiny by customs officials for counterfeit goods, leading to lost
our anti-counterfeiting measures and damage to the reputation of our brands;
se in availability or increase in cost of raw materials or the inability to use raw materials produced in a country that is a major provider o
hts, labor, environmental, animal cruelty or other concerns;
se in factory and shipping capacity;
se in wage and shipping costs;
emics and health-related concerns, which could result in closed factories, reduced workforces, scarcity of raw materials and scrutiny or
of goods produced in infected areas;
lopment of manufacturers, which could affect where our products are or are planned to be produced;

ations, quotas and safeguards relating to imports and our ability to adjust timely to changes in trade regulations, which, among other thi
produce products in cost-effective countries that have the labor and expertise needed;
s, taxes and other charges on imports;
tion of the value of the United States dollar against foreign currencies; and
fers of funds out of countries where our foreign licensees are located.

s, or the manufacturers used by our licensees, fail to use legal and ethical business practices, our business could suffer.

ufacturers, and the manufacturers used by our licensees (and the licensees themselves), to operate in compliance with applicable laws, r
g working conditions, employment practices and environmental compliance. Additionally, we impose upon our business partners opera
ire additional obligations in those areas in order to promote ethical business practices, and our staff and third parties we retain for such p
d monitor the operations of these independent parties to determine compliance. In 2012, we signed a Joint Memorandum of Understand
ilding safety in Bangladesh's apparel factories and we continue to collaborate with factories, suppliers, industry participants and other e
rove the lives of our factory workers and others in our sourcing communities. However, we do not control our manufacturers, or the ma
es, or their labor, manufacturing and other business practices. If any of these manufacturers (or licensees) violates labor, environmental,
ther laws or implements labor, manufacturing or other business practices that are generally regarded as unethical in the United States, th
d products to us could be interrupted, orders could be cancelled and relationships could be terminated. In addition, we could be the focu
d our reputation could be damaged. This could be more adverse if multiple manufacturers engaged in these types of activities. Any of t
al adverse effect on our revenue and, consequently, our results of operations.

n third parties to source and/or manufacture our products and any disruption in the relationship with these parties or in their businesses
y affect our businesses.

endent third parties for the vast majority of our apparel and footwear products. A manufacturer's failure to ship products to us in a time
quality standards could cause us to miss the delivery date requirements of our customers for those products. As a result, customers coul
to accept deliveries or demand reduced prices. Any of these actions taken by our customers could have a material adverse effect on our
our results of operations.

a party to a non-exclusive buying agency agreement with Li & Fung to carry out most of our sourcing for Tommy Hilfiger products. Li
argest buying agencies for apparel and related goods and is our largest buying office for Tommy Hilfiger products. Under the terms of t
equired to use Li & Fung for at least 54% of our global sourcing needs for Tommy Hilfiger products. The buying agency agreement wit
by us upon 12 months' prior notice for any reason, and is terminable by either party (i) upon six months' prior notice in the event of a m
party and (ii) immediately upon the occurrence of certain bankruptcy or insolvency events relating to the other party. We also use other
offices for a portion of our sourcing for Tommy Hilfiger products and have retained a small in-house sourcing team. Any interruption in
Fung or other buying offices, or the failure of Li & Fung or other buying offices to perform effectively their services for us, could result
uctions of shipments and increased costs. Furthermore, such events could harm our wholesale and retail relationships. Although alterna
exist, we may be unable to source Tommy Hilfiger products through other third parties, if at all, on terms commercially acceptable to u
sruption in our relationship with our buying offices or businesses, particularly Li & Fung, could have a material adverse effect on our c
condition and results of operations.

n a limited number of distribution facilities. If one becomes inoperable, our business, financial condition and operating results could be

d number of distribution facilities. Our ability to meet the needs of our retail customers and of our own retail stores depends on the prop
mary facilities. If any of our primary facilities were to shut down or otherwise become inoperable or inaccessible for any reason, we cou
nventory and/or disruptions of deliveries to our customers and our stores, and/or incur significantly higher costs and longer lead times as

roducts during the time it takes to reopen or replace the facility. This could adversely affect our business, financial condition and operat

venue is dependent on royalties and licensing.

associated with our royalty, advertising and other revenue is significant because the operating expenses directly associated with admin
ndividual licensing or similar agreement are minimal. Therefore, the loss of a significant licensing partner, whether due to the terminati
ationship, the cessation of the licensing partner's operations or otherwise (including as a result of financial difficulties of the partner), w
nent, could materially affect our profitability.

have significant control over our licensing partners' products and advertising, we rely on our licensing partners for, among other things
ncial controls over their businesses. Our licensing partners' failure to successfully market licensed products or our inability to replace o
ould materially and adversely affect our revenue both directly from reduced royalty and advertising and other revenue received and indi
of our other products. Risks are also associated with our licensing partners' ability to obtain capital; execute their business plans, includ
roducts; manage their labor relations; maintain relationships with their suppliers; manage their credit risk effectively; and maintain rela
s.

ess makes us susceptible to the actions of third parties over whom we have limited control.

nsing partners to preserve the value of our brands. Although we make every attempt to protect our brands through, among other things, a
roduction quality, packaging, merchandising, distribution, advertising and promotion of our products, we cannot assure you that we can
sing partners of each of our licensed brands. The misuse of our brands by a licensing partner could have a material adverse effect on our
and results of operations. As a substantial portion of our Calvin Klein licensing revenue was generated from Warnaco (previously our la
sure has been substantially reduced by the acquisition of Warnaco on February 13, 2013.

heavily dependent on the ability and desire of consumers to travel and shop.

n retail stores are located principally in outlet malls, which are typically located in or near vacation destinations or away from large pop
tment stores and other traditional retailers are concentrated. As a result, reduced travel resulting from economic conditions, fuel shortag
s, travel restrictions, travel concerns and other circumstances, including adverse weather conditions, disease epidemics and other health-
rist attacks or the perceived threat of war or terrorist attacks could have a material adverse affect on us, particularly if such events impac
e retail locations. Other factors that could affect the success of our stores include:
mall or the location of a particular store within the mall;
cupying space at the mall;
on in areas where the outlet malls are located; and
tising and promotional dollars spent on attracting consumers to the malls.

o protect our trademarks and other intellectual property rights.

other intellectual property rights are important to our success and our competitive position. We are susceptible to others imitating our p
r intellectual property rights. Since our acquisitions of Calvin Klein and Tommy Hilfiger, we are more susceptible to infringement of o
rights, as the Calvin Klein and Tommy Hilfiger brands enjoy significant worldwide consumer recognition, and the generally higher pri
ommy Hilfiger branded products creates additional incentive for counterfeiters and infringers. Imitation or counterfeiting of our product
intellectual property rights could diminish the value of our brands or otherwise adversely affect our revenue. We cannot assure you tha
stablish and protect our trademarks and other intellectual property rights will be adequate to prevent imitation of our products by others
seeking to invalidate our trademarks or block sales of our products as a violation of their own trademarks and intellectual property righ
assure you that others will not assert rights in, or ownership of, trademarks and other intellectual property rights of ours or in marks tha
arks that we license and/or market or that we will be able to successfully

of conflicts to our satisfaction. In some cases, there may be trademark owners who have prior rights to our marks because the laws of ce
ay not protect intellectual property rights to the same extent as do the laws of the United States. In other cases, there may be holders wh
ar marks. For example, in the past we were involved in proceedings relating to a company's claim of prior rights to the IZOD mark in M
's claim of prior rights to the Calvin Klein mark in Chile. We are currently involved in opposition and cancellation proceedings with re
me of our brands, both domestically and internationally.

dress furnishings business is dependent on the strategies and reputation of our licensors.

gy is to offer our products on a multiple brand, multiple channel and multiple price point basis. This strategy is designed to provide stab
As part of this strategy we license the names and brands of recognized designers and celebrities, including Kenneth Cole, Sean "Diddy"
d J. Trump, Michael Kors, Joseph Abboud, Donna Karan (DKNY), Ike Behar, Elie Tahari, John Varvatos and Robert Graham. In enteri
nents, we target our products towards certain market segments based on consumer demographics, design, suggested pricing and channel
to minimize competition between our own products and maximize profitability. If any of our licensors determines to "reposition" a bra
ntroduce similar products under similar brand names or otherwise change the parameters of design, pricing, distribution, target market
could experience a significant downturn in that brand's business, adversely affecting our sales and profitability. In addition, as products
d with these designers and celebrities, our sales of those products could be materially and adversely affected if any of those individual's
arity were to be negatively impacted.

npetition in the apparel industry.

nse in the apparel industry. We compete with numerous domestic and foreign designers, brands, manufacturers and retailers of apparel,
of which are significantly larger or more diversified or have greater resources than we do. In addition, through their use of private label
with our wholesale customers. We compete within the apparel industry primarily on the basis of:
ponding to changing consumer tastes and demands in a timely manner and developing attractive, quality products;
ble brand recognition;
g products and creating an acceptable value proposition for customers;
ng and effective marketing

ailability and optimizing supply chain efficiencies with third-party manufacturers and retailers; and
retail floor space and effective presentation of our products at retail.

ete effectively or to keep pace with rapidly changing markets could have a material adverse effect on our business, financial condition a
dition, if we misjudge the market for our products, we could be faced with significant excess inventories for some products and missed
ners.

s of our executive management and other key employees could have a material adverse effect on our business.

ervices and management experience of our executive officers who have substantial experience and expertise in our business. We also de
s involved in our licensing, design and advertising operations. Competition for qualified personnel in the apparel industry is intense and
e aggressive tactics to recruit our key employees. The unexpected loss of services of one or more of these individuals could materially a

n the relative sources of our earnings, adverse decisions of tax authorities or changes in tax treaties, laws, rules or interpretations could
ect on our results of operations and cash flow.

rations in many countries, and the applicable tax rates vary by jurisdiction. As a result, our overall effective tax rate could be materially
of earnings in the various taxing jurisdictions to which our earnings are subject. In addition, the tax laws and regulations in the countrie
subject to change and there may be changes in interpretation and enforcement of tax law. As a result, we may pay additional taxes if tax

ations or treaties in the jurisdictions where we operate are modified by the competent authorities in an adverse manner.

national and local taxing authorities periodically examine us and our subsidiaries. The resolution of an examination or audit may result e amount that we may have reserved for a particular tax matter, which could have a material adverse effect on our cash flows, business, s of operations for any affected reporting period.

aries are engaged in a number of intercompany transactions. Although we believe that these transactions reflect arm's length terms and umentation is in place, which should be respected for tax purposes, the transfer prices and conditions may be scrutinized by local tax au n additional tax becoming due.

fully utilize our deferred tax assets, our profitability could be reduced.

e tax assets are valuable to us. These assets include tax loss and foreign tax credit carryforwards in various jurisdictions. Realization of n a number of factors, including whether there will be adequate levels of taxable income in future periods to offset the tax loss and fore s in jurisdictions where such assets have arisen. Valuation allowances are recorded in order to reduce the deferred tax assets to the amou zed in the future. In assessing the adequacy of our valuation allowances, we consider various factors including reversal of deferred tax l xable income and potential tax planning strategies. These factors could reduce the value of the deferred tax assets, which could have a m bility.

y decline as a result of increasing pressure on margins.
y, particularly in the United States (our largest market), is subject to significant pricing pressure caused by many factors, including inter idation in the retail industry, pressure from retailers to reduce the costs of products and changes in consumer demand. These factors ma prices to retailers and consumers, which could cause our profitability to decline if we are unable to appropriately manage inventory leve ons with sufficient reductions in product costs or operating expenses. This could have a material adverse effect on our results of operatio ial condition.

y on information technology. Our businesses could be adversely impacted if our computer systems are disrupted or cease to operate eff ively manage and operate our business depends significantly on information technology systems. This is particularly important as we co arnaco and seek to transition its business and financial reporting systems onto our platforms. The failure of our systems to operate effec stems or our inability to merge our systems with Warnaco's could adversely impact our operations. Additionally, any electronic or phys olving the misappropriation, loss or other unauthorized disclosure of confidential or personally identifiable information, including penet y, whether by us or by a third party, could disrupt our business, severely damage our reputation and our relationships with our customer on and liability and adversely affect our business and results of operations.

es markets, interest rates and other economic factors could substantially increase our defined benefit pension costs and liabilities.
obligations under our defined benefit pension plans. These obligations will increase significantly as a result of the Warnaco acquisition n of a large number of new participants and because Warnaco has a discontinued plan, the assets of which still must be maintained. The n plans is dependent on many factors, including returns on invested plan assets and the discount rate used to measure pension obligation on plan assets, a lower discount rate or unfavorable changes in the applicable laws or regulations could materially change the timing a requirements, which could reduce cash available for our business.
rmance also may be significantly impacted by the amount of expense recorded for our pension plans. Pension expense recorded through sing actuarial valuations that incorporate assumptions and estimates about financial market, economic and demographic conditions. Diff nd actual results give rise to gains and losses that are recorded immediately in pension expense, generally in the fourth quarter of the ye in our operating results.

rtificate of incorporation and our by-laws and Delaware General Corporation Law could make it more difficult to acquire us and may re
common stock.

corporation and by-laws contain certain provisions, including provisions requiring supermajority voting (80% of the outstanding voting
iness combinations with beneficial owners of 5% or more of our outstanding stock entitled to vote for election of directors, permitting th
acancies on the Board and authorizing the Board of Directors to issue shares of preferred stock without approval of our stockholders. T
o have the effect of deterring changes of control.

203 of the Delaware General Corporation Law imposes restrictions on mergers and other business combinations between us and any ho
common stock. The existence of this provision may have an anti-takeover effect with respect to transactions not approved in advance b

d Staff Comments

n, use, ownership status and approximate size of the principal properties which we occupied as of February 3, 2013 are set forth below:

	Use	Ownership Status	Approximate Area in Square Feet
rk	Corporate, apparel and footwear administrative offices and showrooms	Leased	209,000
rk	Tommy Hilfiger administrative offices and showrooms	Leased	252,000
rk	Calvin Klein administrative offices and showrooms	Leased	183,000
ersey	Corporate, finance and retail administrative offices	Leased	234,000
etherlands	Tommy Hilfiger administrative offices, warehouse and showrooms	Leased	242,000
gia	Warehouse and distribution center	Leased	851,000
Netherlands	Warehouse and distribution centers	Leased	780,000
arolina	Warehouse and distribution center	Owned	747,000
essee	Warehouse and distribution center	Owned	451,000
nia	Warehouse and distribution center	Owned	410,000
ornia	Warehouse and neckwear manufacturing facility	Leased	200,000
	Warehouse and distribution center	Owned	112,000
	Corporate administrative offices	Leased	68,000
	Warehouse and distribution center	Leased	59,000
ny	Tommy Hilfiger showrooms	Leased	57,000
	Calvin Klein administrative offices and warehouse	Leased	44,000

bruary 3, 2013, we lease certain other administrative/support offices and showrooms in various domestic and international locations. W
over 1,000 retail locations as of February 3, 2013 in the United States, Canada, Europe and Japan.

th Carolina property is subject to a lien under our secured revolving credit facility, which we entered into on February 13, 2013.

spect to minimum annual rental commitments under leases in which we are a lessee is included in Note 14, “Leases,” in the Notes to Co
s included in Item 8 of this report.

edings

rtain litigations which, in management’s judgment based in part on the opinions of legal counsel, will not have a material adverse effec

Disclosures

Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

with respect to the market for our common stock, which is listed on the New York Stock Exchange, and the dividends declared on our
Notes to Consolidated Financial Statements included in Item 8 of this report under Note 11, "Stockholders' Equity," and under the head
Data- Unaudited" on pages F-52 and F-53. See Note 6, "Debt," in the Notes to Consolidated Financial Statements included in Item 8 of
the restrictions to our paying dividends on our common stock. As of March 25, 2013, there were 667 stockholders of record of our com
f our common stock on March 25, 2013 was $113.20.

SES OF EQUITY SECURITIES

(a) Total Number of Shares (or Units) Purchased[1]	(b) Average Price Paid per Share (or Unit)[1]	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Nun Approximate Dolla of Shares (or Units Yet Be Purchased Plans or Programs
70	$ 102.52	—	—
210	96.80	—	—
15	93.90	—	—
295	$ 98.01	—	—

Incentive Plan provides us with the right to deduct or withhold, or require employees to remit to us, an amount sufficient to satisfy any a
requirements applicable to stock-based compensation awards. To the extent permitted, employees may elect to satisfy all or part of such
uirements by tendering previously owned shares or by having us withhold shares having a fair market value equal to the minimum statut
that could be imposed on the transaction. All shares shown in this table were withheld during the fourth quarter of 2012 in connection w
sted restricted stock units to satisfy tax withholding requirements.

ormance graph and return to stockholders information shown below are provided pursuant to Item 201(e) of Regulation S-K promulgate
graph and information are not deemed to be "filed" under the Exchange Act or otherwise subject to liabilities thereunder, nor are they to
y reference in any filing under the Securities Act or Exchange Act unless we specifically incorporate them by reference.

aph compares the yearly change in the cumulative total stockholder return on our common stock against the cumulative return of the Ru
S&P MidCap 400 Index and the S&P 400 Apparel, Accessories & Luxury Goods Index for the five fiscal years ended February 3, 2013.

vested after 5 years:

t	$ 273.96
ex	$ 134.24
ndex	$ 144.77
Accessories & Luxury Goods Index	$ 271.36

nancial Data

Data appears under the heading “Five Year Financial Summary” on pages F-57 and F-58.

t’s Discussion and Analysis of Financial Condition and Results of Operations

ussion and analysis is intended to provide you with information about us, our operations and our financial performance. It should be read
r consolidated financial statements and the accompanying notes, which are included elsewhere in this report.

argest branded apparel companies in the world, with a heritage dating back over 130 years. Our brand portfolio consists of nationally an
gnized brand names, including our own brands — Calvin Klein, Tommy Hilfiger, Van Heusen, IZOD, ARROW and Bass, and our licen
enneth Cole New York, Kenneth Cole Reaction, MICHAEL Michael Kors, Sean John, Chaps, Donald J. Trump Signature Collection, JO
e Behar and John Varvatos, as well as certain other owned, licensed and private label brands.

co on February 13, 2013 for $3.1 billion, of which $2.2 billion was paid in cash and the balance through the issuance of approximately
on stock. We funded the cash portion and related costs of the acquisition and repaid a portion of our and Warnaco’s previously outstand
ds of: (i) an offering

f 4 1/2% senior notes due 2022; and (ii) $3.075 billion of term loans borrowed under new senior secured credit facilities. These items ar
e section entitled "Liquidity and Capital Resources" below.

ources, markets, licenses and distributes a broad line of intimate apparel, sportswear and swim products worldwide. Warnaco's products
cognized Calvin Klein, Speedo, Warner's and Olga brand names and are distributed domestically and internationally, through all major
arnaco transaction, which follows our transformational acquisitions of Calvin Klein in 2003 and Tommy Hilfiger in 2010, reinforces ou
Klein brand's reach globally. Prior to the acquisition, Warnaco was our largest licensee for Calvin Klein products and the royalties it pa
aid on its sales of Calvin Klein underwear, sleepwear and loungewear (product categories for which it beneficially owns the Calvin Kle
nted for approximately 37% of our Calvin Klein royalty, advertising and other revenue in 2012. By reuniting the Calvin Klein brand unc
e complete direct global control of the brand image and commercial decisions for the two largest Calvin Klein apparel categories — jear
single brand vision, we will be able to better coordinate product design, merchandising, supply chain, retail distribution and marketing,
brand's image, positioning and execution across all markets. The Warnaco acquisition also takes advantage of our and Warnaco's comp
ns. Warnaco's operations in Asia and Latin America will enhance our opportunities in these high-growth regions, and we will have the
se and infrastructure in North America and Europe to enhance the growth and profitability of Warnaco's Calvin Klein jeanswear and ur
regions. The acquisition also brings the Speedo, Warner's and Olga brands into our Heritage Brands portfolio. With a diversified brand
ns in every major consumer market around the world, we believe our business will be better balanced across geographies, channels of di
nd price points, and we will have the opportunity to realize revenue growth and enhanced profitability. We also believe the Warnaco ac
pportunities to achieve synergies, principally with respect to certain corporate functions and duplicative brand management functions in
e. We expect to realize the synergies in full by the end of 2016.
Tommy Hilfiger in 2010 provided us with an established international platform in Europe that is a strategic complement to our strong No
and gives us resources and expertise needed to grow our brands and businesses internationally. As discussed above, the acquisition of W
opportunity to continue to grow our brands around the world. We are also pursuing growth opportunities for the Tommy Hilfiger brand
joint ventures in the rapidly emerging markets of China, India and Brazil, and intensifying efforts in underdeveloped markets.
d a record $6.0 billion in 2012, approximately 39% of which was generated internationally. Our global designer lifestyle brands, Tomm
ogether generated approximately 72% of this revenue. We currently estimate that with the addition of Warnaco, approximately 45% of o
erated internationally and revenue for our Tommy Hilfiger and Calvin Klein businesses will approximate 75% of our total revenue.
gy is to manage and market a portfolio of nationally and internationally recognized brands at multiple price points and across multiple ch
ieve this strategy reduces our reliance on any one demographic group, merchandise preference, distribution channel or geographic regio
wned designer lifestyle brands, Calvin Klein and Tommy Hilfiger, offer additional geographic distribution channel and price point oppo
heritage brands.

ERATIONS

w

nerated net sales from (i) the wholesale distribution to retailers, franchisees, licensees and distributors of men's dress shirts, neckwear a
nd women's sportswear, footwear, accessories and related products under owned and licensed trademarks; and (ii) over 1,000 company
dwide of apparel, footwear, accessories and other products under our Calvin Klein, Tommy Hilfiger, Van Heusen, IZOD and Bass trade
, advertising and other revenue from fees for licensing the use of our trademarks. Calvin Klein royalty, advertising and other revenue, w
otal royalty, advertising and other revenue in 2012, is derived across various regions under licenses and other arrangements for a broad
der our Calvin Klein brands.

g performance and financial results will be significantly impacted by the Warnaco acquisition, including in regard to revenue, gross mar
and cash flows. A substantial portion of our Calvin Klein licensing revenue was generated from Warnaco and, therefore, our royalty, ad
vill decrease significantly (such amount generated from Warnaco was approximately $145 million in 2012). The loss of licensing revenu

gross profit on total revenue, as licensing revenue carries no cost of goods sold. In addition, the financing of the transaction has greatly
, will cause our interest expense to increase, and will require us to use significant amounts of our cash to pay interest and principal. Our
impacted as Warnaco has significant operations in jurisdictions that are generally taxed at rates higher than our current effective tax rat
curred in 2012, and expect to incur over the next four years, significant costs and charges related to the acquisition, integration and relat
12, we incurred pre-tax charges of $42.6 million and expect to incur approximately $175 million to $200 million of additional pre-tax c
approximately $125 million of which is expected to be incurred in 2013. Our segment reporting will also change as a result of the acqu

y Hilfiger in the second quarter of 2010. We recorded pre-tax charges in 2010 in connection with the acquisition and integration of To
$338.3 million, including: (i) a loss of $140.5 million associated with hedges against Euro to United States dollar exchange rates relati
short-lived non-cash valuation amortization charges of $76.8 million, which became fully amortized during 2010; and (iii) transaction,
bt extinguishment costs of $121.0 million. We incurred pre-tax charges of $20.5 million and $69.5 million during 2012 and 2011, resp
integration and the related restructuring, including product exit charges. We reacquired during the third quarter of 2011 the rights in In
demarks that had been subject to a perpetual license. We paid $25.0 million as consideration for this transaction and are required to ma
price payments under certain circumstances. In connection with the transaction, we were required to record an expense of $20.7 millio
t of an unfavorable contract as a result of a pre-existing relationship with the licensee, as the license provided favorable terms to the lic
on entitled “Liquidity and Capital Resources” below for a further discussion.

r of 2010, we exited our United Kingdom and Ireland Van Heusen dresswear and accessories business. We recorded pre-tax charges in
6 million in 2010, which consists principally of non-cash charges. In 2011, we announced we would be exiting in 2012 our licensed Ti
ortswear and our Izod women’s wholesale sportswear businesses. We incurred pre-tax charges of $8.1 million during 2011 in connecti

stated our senior secured credit facility in the first quarter of 2011. We recorded debt modification costs of $16.2 million in connection
see the section entitled “Liquidity and Capital Resources” below for a further discussion.

the comparable store sales percentages throughout this discussion are based on comparable weeks and, therefore, exclude an extra wee
ear included 53 weeks of operations.

uarter of 2012, we changed our method of accounting for our pension and other postretirement plans. As part of this change, we elected
izing actuarial gains and losses in our operating results in the year in which they occur. We have applied this change retrospectively, ad
change resulted in recording actuarial losses of $28.1 million, $76.1 million and $4.5 million in 2012, 2011 and 2010, respectively.

summarizes our income statements in 2012, 2011 and 2010:

	2012	2011	2010
	$ 5,540.8	$ 5,410.0	$ 4,21
	370.0	356.0	306.7
er revenue	132.2	124.6	110.4
	6,043.0	5,890.6	4,636.
	3,249.2	3,055.9	2,422.
	53.8 %	51.9 %	52.2
administrative expenses	2,594.3	2,549.9	2,071.
	42.9 %	43.3 %	44.7
nd extinguishment costs	—	16.2	6.7
	—	—	140.5
f unconsolidated affiliates	5.4	1.4	—
est and taxes	660.4	491.2	203.0
	118.7	129.4	128.6
	1.5	1.3	1.7
s	543.1	363.1	76.2
	109.3	87.4	21.8
	$ 433.8	$ 275.7	$ 54.4

$5.541 billion in 2012, $5.410 billion in 2011 and $4.220 billion in 2010. The 2012 net sales increase of $130.8 million as compared to
impact of approximately $210 million, or 4%, of which approximately $110 million was due to foreign currency translation and approx
tributable to the exit from the Izod women's and Timberland wholesale sportswear businesses. The overall increase in 2012 as compare
to the effect of the following items:

tion of $154.1 million of net sales attributable to growth in our Tommy Hilfiger North America and Tommy Hilfiger International segm
Hilfiger North America segment, net sales increased 10%, principally driven by retail comparable store sales growth of 10%. Net sales
ternational segment increased 2%, including a negative impact of approximately $110 million, or 6%, related to foreign currency transla
nparable store sales grew 11% and the European wholesale business exhibited strong growth, but these increases were partially offset by
where we are currently in the process of strategically repositioning and investing in the brand.

.1 million of net sales attributable to growth in our Other (Calvin Klein Apparel) segment, driven by (i) a 12% increase in the North An
business, which was due to new store openings, store expansions and a 5% increase in comparable store sales; and (ii) a 16% increase in
e business.

ction of $99.6 million in net sales attributable to our Heritage Brand Wholesale Dress Furnishings, Heritage Brand Wholesale Sportswe
ail segments. Comparable store sales in the Heritage Brand Retail segment were relatively flat as compared to the prior year period, wh
Wholesale Sportswear segment decreased 13%, due principally to the negative impact of approximately $100 million related to the exit
ses, partially offset by strong growth in our ongoing sportswear businesses in the second half of the year. The Heritage Brand Wholesale
t experienced a 7% decrease due primarily to a reduction in dress furnishings sales to J.C. Penney.

ncrease of $1.190 billion as compared to 2010 net sales was due principally to the effect of the following items:
3.7 million and $267.6 million of first quarter net sales in our Tommy Hilfiger International and Tommy Hilfiger North America segme
acquisition of Tommy Hilfiger was not completed until the second quarter of 2010.
2.2 million and $116.6 million, attributable to second through fourth quarter growth in the Tommy Hilfiger International and Tommy H
ments, respectively. This increase was driven by low double-digit growth in the European wholesale division, combined with retail com
f 10% and 14% for our Tommy Hilfiger International and Tommy Hilfiger North America retail businesses, respectively. Also contribu
as a net benefit of approximately $55 million in our Tommy Hilfiger International segment related to foreign currency translation.
.1 million of net sales attributable to growth in our Other (Calvin Klein Apparel) segment, as our Calvin Klein retail business posted a 1
able store sales in 2011 and the wholesale business experienced low double-digit growth.
.0 million of sales attributable to growth in our Heritage Brand Wholesale Dress Furnishings segment.
9 million of sales attributable to growth in our Heritage Brand Retail segment, due principally to a 2% increase in retail comparable stor

5 million of net sales attributable to growth in our Calvin Klein Licensing segment.
1.2 million of sales attributable to our Heritage Brand Wholesale Sportswear segment, which was driven particularly by decreases in th
n, which we exited in 2012, and the Izod division.

g and Other Revenue

g and other revenue was $502.2 million in 2012 as compared to $480.6 million in 2011. Of the $21.6 million increase, $12.0 million was
Tommy Hilfiger business, due principally to strong performance in watches, footwear and eyewear and growth in Asia and Latin Americ
censing segment, global licensee royalty revenue increased 2%, including a negative impact of 1% related to foreign currency translatio
rowth in women's sportswear, dresses, footwear and handbags was partially offset by a decline in royalty revenue related to a reduction
ein bridge and accessories business attributable, in part, to our decision to terminate Warnaco's licenses and operate the business direct
nd women's underwear in Europe and the United States.

g and other revenue was $480.6 million in 2011 as compared to $417.1 million in 2010. Of this $63.5 million increase, $25.6 million wa
Tommy Hilfiger business, due principally to the addition of first quarter royalty, advertising and other revenue, combined with second th
ases due to growth in Central and South America and Asia, and strong performance in tailored apparel, fragrance and eyewear. Within t
ment, global licensee royalty revenue increased $28.1 million, or 11%, as compared to 2010 driven by growth across virtually all produ
ons, with jeanswear, underwear, fragrance, footwear, accessories and women's sportswear and dresses performing particularly well. Cal
er revenue increased $11.1 million to $108.6 million in 2011 as compared to 2010, driven principally by the launch in the first quarter o
g campaign supporting the introduction of the new ck one lifestyle brand for jeanswear, underwear and fragrance. Advertising and other
and spent and, therefore, is presented as both a revenue and an expense within our income statement, with minimal net impact on earnin

Acquisition on Future Revenue

ll be significantly impacted by the acquisition of Warnaco. We currently expect revenue in 2013 will be approximately $8.2 billion. Th
ion of approximately $200 million of revenue generated, in the aggregate, by us and Warnaco in 2012 through transactions between eac
) million of additional lost revenue from the absence of the 53rd week in 2013 and the revenue generated by Warnaco for the first ten da
he acquisition did not close until February 13, 2013. Our expectation for revenue from the acquired Warnaco business is approximately
atively flat as compared to Warnaco's 2012 revenue (excluding approximately $230 million of revenue related to the Chaps men's sport
Lauren Corporation reacquired the Chaps license effective contemporaneously with the Warnaco acquisition). Approximately $145 mill

enue generated between us and Warnaco referred to above relates to Calvin Klein licensing revenue generated from Warnaco, and, as su
and other revenue generated by our Calvin Klein licensing business will decrease in 2013 due to the acquisition. This will also have a s
profit percentage on total revenue, as more fully discussed below.

al Revenue

l revenue is calculated as total revenue less cost of goods sold. Included as cost of goods sold are costs associated with the production a
duct, including inbound freight costs, purchasing and receiving costs, inspection costs and other product procurement related charges. A
and other revenue is included in gross profit because there is no cost of goods sold associated with such revenue. As a result, our gross
o that of other entities.

shows our revenue mix between net sales and royalty, advertising and other revenue, as well as our gross profit as a percentage of total
2010:

	2012		2011		2010
enue:					
	91.7	%	91.8	%	91.0
g and other revenue	8.3	%	8.2	%	9.0
	100.0	%	100.0	%	100.0
of total revenue	53.8	%	51.9	%	52.2

l revenue in 2012 was $3.249 billion, or 53.8% of total revenue, compared to $3.056 billion, or 51.9% of total revenue, in 2011. Gross p
ue increased 190 basis points in 2012 as compared with 2011, due primarily to our mix of business, as we experienced faster growth in
my Hilfiger and Calvin Klein businesses while exiting the lower-margin Izod women's and Timberland wholesale sportswear businesse
y Hilfiger business experienced an increase in gross profit as a percentage of revenue resulting from higher average unit retail selling p

rcentage of total revenue decreased 30 basis points in 2011 as compared with 2010, due principally to (i) the negative impact of higher c
1, particularly in the second half of the year, and increased promotional selling during 2011 in our Izod and Timberland wholesale spor
negative impact of a change in revenue mix, as royalty, advertising and other revenue, which does not carry a cost of sales and has a gro
, decreased in 2011 as a percentage of total revenue; (iii) the positive impact of the absence in 2011 of $44.5 million of short-lived non-
on charges that were recorded during 2010 as a result of the Tommy Hilfiger acquisition; and (iv) the positive impact of owning Tomm
11, as Tommy Hilfiger's gross profit rates are higher than our other non-licensing businesses.

t that the gross profit percentage on total revenue in 2013 will decrease as compared with 2012 due to the Warnaco acquisition, as our r
er revenue, which does not carry a cost of sales and has a gross profit percentage of 100%, will decrease as a percentage of total revenue
ectly-operated business, which does carry a cost of sales. In addition, we expect the gross profit percentage in 2013 to decrease as a resu
n adjustments expected to be recorded in connection with the Warnaco acquisition.

d Administrative ("SG&A") Expenses

s were as follows:

	2012		2011		2010
	$ 2,594.3		$ 2,549.9		$ 2,071.
	42.9	%	43.3	%	44.7

2012 were $2.594 billion, or 42.9% of total revenue, as compared to $2.550 billion, or 43.3% of total revenue in 2011. The 40 basis poi
expenses as a percentage of total revenue was due primarily to the effect of (i) an 80 basis point decrease due to lower pension expense
ial losses; and (ii) a net 50 basis point decrease due to a reduction in acquisition, integration and restructuring costs; partially offset by (
due principally to faster growth in the higher-expense Tommy Hilfiger and Calvin Klein businesses.

2011 were $2.550 billion, or 43.3% of total revenue, as compared to $2.072 million, or 44.7% of total revenue in 2010. The 140 basis p
expenses as a percentage of total revenue was due primarily to the effect of (i) a net 170 basis point decrease due to a reduction in acqui
ted restructuring costs; and (ii) a 90 basis point decrease due principally to leveraging of expenses; offset, in part, by (iii) a 120 basis po
er pension expense resulting from larger actuarial losses.

t that our SG&A expenses as a percentage of total revenue in 2013 will decrease as compared to 2012 due principally to the addition of
which are lower-expense wholesale businesses. This decrease is expected to be offset, in part, by acquisition, integration and restructur
acquisition. Our SG&A expenses are expected to be significantly impacted by the amount of expense recorded for our pension plans du
g method discussed above. Pension expense recorded throughout the year is calculated using actuarial valuations that incorporate assun
financial market, economic and demographic conditions. Differences between estimated and actual results give rise to gains and losses
ly in pension expense, generally in the fourth quarter of the year, which can create volatility in our operating results.

nd Extinguishment Costs

otaling $16.2 million during 2011 in connection with the amendment and restatement of our senior secured credit facility. Please refer to
quidity and Capital Resources" below for a discussion of this transaction.

of $6.7 million in 2010 on the extinguishment of our 7 1/4% senior notes due 2011 and our 8 1/8% senior notes due 2013. Please refer to
quidity and Capital Resources" below for a discussion of the tender for, and redemption of, these notes.

t to incur costs in 2013 related to the termination of our previously outstanding term loans and the replacement of such term loans with
ties entered into in connection with the Warnaco acquisition. Please refer to the section entitled "Liquidity and Capital Resources" belo
ansaction.

6, 2010 €1.550 billion of foreign currency forward exchange contracts, which we entered into in connection with the Tommy Hilfiger a
xposure to changes in the exchange rate for the Euro, as a portion of the acquisition purchase price was payable in cash and denominate
ax loss of $140.5 million during 2010 related to these contracts.

Unconsolidated Affiliates

e of unconsolidated affiliates during 2012 was $5.4 million as compared to $1.4 million during 2011. These amounts relate to our share
res for the Tommy Hilfiger brand in China and India, both of which began operations under our partnership in the third quarter of 2011
operations in the fourth quarter of 2012. Our investments in these joint ventures are being accounted for under the equity method of ac
ection entitled "Investments in Unconsolidated Affiliates (China, India and Brazil Joint Ventures)" within "Liquidity and Capital Resou
ion of our investments in these joint ventures.

d Interest Income

creased to $118.7 million in 2012 from $129.4 million in 2011, principally as a result of payments we made on our term loans during th
et by interest expense incurred on our new $700.0 million of 4 1/2% senior notes due 2022, which were issued during the fourth quarter
e consideration for the Warnaco acquisition. Please refer to the section entitled "Financing Arrangements" within "Liquidity and Capita
discussion. Interest income of $1.5 million in 2012 was relatively flat to $1.3 million in 2011.

reased slightly to $129.4 million in 2011 from $128.6 million in 2010, principally as a result of the full year impact of our increased del
ny Hilfiger acquisition, mostly offset by the additional voluntary repayments of the debt. Interest income decreased to $1.3 million in 20
) due principally to a decrease in our average cash position during the year.

e for 2013 is currently expected to increase to approximately $200 million from $117.2 million in 2012, principally as a result of the ter
v senior secured credit facilities and the issuance of the $700.0 million of 4 1/2% senior notes due 2022 mentioned above, which were u
cquisition and to repay a portion of our and Warnaco's previously outstanding debt.

was as follows:

	2012		2011		2010
	$ 109.3		$ 87.4		$ 21.8
as a % of pre-tax income	20.1	%	24.1	%	28.6

te for 2012 was 20.1% compared with 24.1% in 2011. Our effective tax rate in 2012 was lower than the United States statutory tax rate
f the overall lower tax rates in international jurisdictions, combined with a benefit from the recognition of previously unrecognized net c
ts, partially offset by non-deductible acquisition expenses incurred in 2012 in connection with the Warnaco acquisition. The 2012 effect
2011 due to certain foreign earnings in 2011 being taxed in the United States, as well as additional tax synergies resulting from the Tor
, partially offset by non-deductible acquisition expenses incurred in 2012 in connection with the Warnaco acquisition.

te for 2011 was 24.1% compared with 28.6% in 2010. Our effective tax rate in 2011 was lower than the United States statutory tax rate
f the overall lower tax rates in international jurisdictions partially offset by foreign earnings taxed in the United States, combined with a
uing certain deferred tax liabilities in connection with a decrease in the statutory tax rate in Japan. The 2011 effective tax rate was lowe
art to significant non-deductible acquisition expenses and short-lived intangible asset amortization in 2010 in connection with the Tomn

pate that our 2013 effective tax rate will be between 25.5% to 26.5%. The 2013 effective tax rate is expected to increase as compared to
a result of the impact of our acquisition of Warnaco, as Warnaco has significant operations in jurisdictions that are generally taxed at ra
x rate. It is possible that our estimated rate could change from the mix of international and domestic pre-tax earnings, or from discrete e
c transactions, audits by tax authorities or the receipt of new information.

CAPITAL RESOURCES

y

9.0 million during 2012, including net proceeds from the $700 million senior notes offering undertaken in connection with the Warnaco
y offset by $300 million of term loan repayments. Cash flow in 2013 will be impacted by various factors in addition to those noted belo
tal Resources" section, including the Warnaco acquisition and the amount of debt repayments we make in 2013.

013, approximately $237 million of cash and cash equivalents was held by international subsidiaries whose undistributed earnings are c
sted. Our intent is to reinvest these funds in international operations. If management decides at a later date to repatriate these funds to th
required to provide taxes on these amounts based on applicable United States tax rates, net of foreign taxes already paid.

perating activities was $569.5 million in 2012, as compared to $490.7 million in 2011, due primarily to the net effect of (i) an increase i
ease in cash related to changes in working capital attributable to inventory and trade receivables; and (iii) a decrease in cash due to incre
defined benefit qualified pension plans.

onsolidated Affiliates (China, India and Brazil Joint Ventures)

venture in Brazil in 2012 in which we own a 40% economic interest. The joint venture holds an exclusive license for the Tommy Hilfige
effective on January 4, 2013. We made funding payments with respect to our 40% interest totaling $6.5 million during 2012.

venture in China in 2011 in which we own a 45% economic interest. The joint venture assumed direct control of the Tommy Hilfiger wh
on business in China from the prior licensee in 2011. We made funding payments with respect to our 45% interest totaling $17.1 million

0 million acquisition in 2011 from Ganesha Limited and Ganesha Brands Limited, both of which are affiliates of GVM International Li
economic interest in a company that was renamed Tommy Hilfiger Arvind Fashion Private Limited ("TH India"). TH India was GVM
ger trademarks for apparel, footwear and handbags in India. As a result of the transaction, TH India is now the direct licensee of the trad
ther than fragrance), operates a wholesale apparel, footwear and handbags business in connection with its license, and sublicenses the tr
oduct categories in the region. We made additional payments to TH India totaling $1.9 million and $1.6 million during 2012 and 2011,
tribute our 50% share of funding.

erlands Franchisee

the third quarter of 2012 from a former Tommy Hilfiger franchisee in the Netherlands 100% of the share capital of ten affiliated compa
ommy Hilfiger stores in the Netherlands. We paid $13.1 million as consideration for this transaction.

mmy Hilfiger Tailored Apparel License

eements during 2011 to reacquire from a licensee, prior to the expiration of the license, the rights to distribute Tommy Hilfiger brand ta
nd acquire an outlet store from the licensee. The transfer of the rights and store ownership became effective December 31, 2012. Under
de a payment of $9.6 million (based on the applicable exchange rate in effect on the payment date) to the licensee during the fourth quar
dditional payment of $24.8 million (based on the applicable exchange rate in effect on the payment date) to the licensee during the four

dia Perpetually Licensed Rights Reacquisition

011 the rights in India to the Tommy Hilfiger trademarks that had been subject to a perpetual license previously granted to GVM. We pa
hird quarter of 2011 as consideration for the transaction. In addition, we are required to make annual contingent purchase price payment
ual sales in excess of an agreed upon threshold of Tommy Hilfiger products in India for a period of five years (or, under certain circums
following the acquisition date. Such payments are subject to a $25.0 million aggregate maximum and are due within 60 days following
e first one-year period commenced on July 1, 2011. During the third quarter of 2012, we made a contingent purchase price payment of $
one-year period.

he transaction, we recorded an expense of $20.7 million in 2011 due to the settlement of an unfavorable contract as a result of a pre-exi
e licensee, as the license provided favorable terms to the licensee.

mmy Hilfiger Handbag License

agreement in 2010 to reacquire from a licensee, prior to the expiration of the license, the rights to distribute Tommy Hilfiger handbags c
he effective date of the transfer of the rights was December

tion with this transaction, we made a payment of $7.3 million, based on the applicable exchange rate in effect on the payment date, to th
second quarter of 2010.

quisition

acquisition of Tommy Hilfiger on May 6, 2010. We paid $2.486 billion in cash and issued 7.9 million shares of our common stock, valu
onsideration for the acquisition, for total consideration of approximately $3.0 billion. In addition, we entered into foreign currency forw
to purchase €1.550 billion to hedge against our exposure to changes in the exchange rate for the Euro, as a portion of the cash compone
denominated in Euros. We settled the foreign currency forward exchange contracts at a loss of $140.5 million on May 6, 2010 in conne
uisition.

portion and related costs of the Tommy Hilfiger acquisition with cash on hand and the net proceeds of the following activities: (i) the s
r common stock; (ii) the issuances of an aggregate of 8,000 shares of Series A convertible preferred stock for an aggregate gross purcha
the issuance of $600.0 million of 7 3/8% senior notes due 2020; and (iv) the borrowing of $1.9 billion of term loans under new senior s

s

tures in 2012 were $210.6 million compared to $169.8 million in 2011. This increase was due principally to new stores and retail store c
and Canada. We currently expect capital expenditures in 2013 to increase as compared to the prior year primarily due to capital expend
ns, as well as our investment in combining the infrastructure of the two companies.

ngent Purchase Price Payments

our acquisition of Calvin Klein, we are obligated to pay Mr. Calvin Klein contingent purchase price payments based on 1.15% of total w
l in the agreement governing this acquisition, as amended) of products bearing any of the Calvin Klein brands with respect to sales mad
A significant portion of the sales on which the payments to Mr. Klein are made are wholesale sales by us and our licensees and other pa
ngent purchase price payments totaled $51.0 million in 2012. We currently expect that such payments will be between $53 million and

ering

shares of our common stock on April 28, 2010 for net proceeds, after commissions, discounts and related fees and expenses of $364.5
fund a portion of the purchase price for the Tommy Hilfiger acquisition.

e Preferred Stock Issuance

e sold an aggregate of 8,000 shares of Series A convertible preferred stock, par value $100.00 per share, for an aggregate gross purchase
received net proceeds of $188.6 million in connection with this issuance, which were used to fund a portion of the purchase price for th
. The Series A convertible preferred stock had a liquidation preference of $25,000 per share and was convertible at a price of $47.74. Du
eries A convertible preferred stock converted all of the convertible preferred stock into 4.2 million shares of our common stock. Holders
e preferred stock were entitled to vote and participate in dividends with the holders of our common stock on an as-converted basis. Due
stock, there were no holders of our Series A convertible preferred stock as of February 3, 2013.

currently pays annual dividends totaling $0.15 per share. Our Series A convertible preferred stock participated in common stock divider
prior to its conversion during 2012. Dividends on common and preferred stock totaled $11.0 million during 2012.

t that cash dividends on our common stock in 2013 will be approximately $12 million based on our current dividend rate, the number o
outstanding as of February 3, 2013, the number of shares of stock issued in connection with the acquisition of Warnaco, and our estimat
2013 under our stock incentive plans.

nents

e was as follows:

	February 3, 2013	January 29, 2012
ngs	$ 10.8	$ 13.0
ong-term debt	88.0	70.0
tions	31.1	26.8
	2,211.6	1,832.9
y	3,252.6	2,715.4

$892.2 million and $233.2 million of cash and cash equivalents as of February 3, 2013 and January 29, 2012, respectively. $700.0 milli
s as of February 3, 2013 arose from senior notes that were issued to fund a portion of the consideration for the acquisition of Warnaco.

ings

ries has a Yen-denominated overdraft facility with a Japanese bank, which provides for borrowings of ¥1.000 billion ($10.8 million bas
ffect on February 3, 2013) and is utilized to fund working capital. Borrowings under the facility are unsecured and bear interest at the or
borrowing rate ("TIBOR") plus 0.15%. Such facility renews automatically unless we give notice of termination. The full amount of thi
ruary 3, 2013. The weighted average interest rate on the funds borrowed at February 3, 2013 was 0.33%. The maximum amount of borr
his facility during 2012 was approximately $12.5 million.

ations

for capital lease obligations totaled $10.8 million and $10.4 million in 2012 and 2011, respectively.

s Due 2022

012, we issued $700.0 million principal amount of 4 1/2% senior notes due December 15, 2022. Interest on the 4 1/2% notes is payable
rears on June 15 and December 15 of each year, beginning on June 15, 2013.

me or all of these notes at any time prior to December 15, 2017 by paying a "make whole" premium plus any accrued and unpaid interes
we may also redeem up to 35% of these notes prior to December 15, 2015 with the net cash proceeds of certain equity offerings without
ake whole" premium. In addition, we may redeem some or all of these notes on or after December 15, 2017 at specified redemption pric
interest.

s Due 2020

e issued $600.0 million principal amount of 7 3/8% senior notes due May 15, 2020. Interest on the 7 3/8% notes is payable semi-annual

me or all of these notes on or after May 15, 2015 at specified redemption prices plus any accrued and unpaid interest. We may redeem s
y time prior to May 15, 2015 by paying a "make whole" premium plus any accrued and unpaid interest. In addition, subject to certain co
o to 35% of these notes prior to May 15, 2013, by paying a set premium, with the net proceeds of certain equity offerings.

uarter of 2012, we received the requisite consents from holders of these notes to amend the indenture governing the notes. The amendm
nt of secured indebtedness that we are permitted to incur without equally and ratably securing the notes. Under the terms of the consent
l $5.7 million during the fourth quarter to the holders of the notes.

Due 2023

g $100.0 million of debentures due on November 15, 2023 with a yield to maturity of 7.80%. The debentures accrue interest at the rate
mi-annually. Pursuant to the indenture governing the debentures, we must maintain a certain level of stockholders' equity in order to pa
other restricted payments, as defined in the indenture governing the debentures.

emption of 2011 Notes and 2013 Notes

der offers on April 7, 2010 for (i) all of the $150.0 million outstanding principal amount of our notes due 2011; and (ii) all of the $150.0
al amount of our notes due 2013. The tender offers expired on May 4, 2010. On May 6, 2010, we accepted for purchase all of the notes
ndering holders and called for redemption all of the balance of our outstanding 7 1/4% senior notes due 2011 and all of the balance of o
senior notes due 2013. The redemption prices of the notes due 2011 and 2013 were 100.000% and 101.354%, respectively, of the outsta
amount of the applicable note, plus accrued and unpaid interest thereon to the redemption date. On May 6, 2010, we made an irrevocab
accrued and unpaid interest, to the trustee for the notes due 2011 and 2013. As a result, such indentures were satisfied and effectively d

dit Facilities

e entered into a senior secured credit facility, which we amended and restated on March 2, 2011 ("the amended facility"). The amended
denominated term loan A facility, a United States dollar-denominated term loan A facility, a Euro-denominated term loan B facility, a U
inated term loan B facility, a United States dollar-denominated revolving credit facility and two multi-currency (one United States dolla
d the other Euro, Japanese Yen and British Pound) revolving credit facilities. We made payments on our term loans of approximately $3
February 3, 2013, (a) we had an aggregate of approximately $900 million of term loan borrowings outstanding under our United States
term loan A and B facilities; (b) we had repaid all of our Euro-denominated term loan A and B facilities; and (c) the amended facility p
450 million of revolving credit (based on the applicable exchange rates on February 3, 2013), under which we had no revolving credit b
f letters of credit outstanding. The amended facility was terminated on February 13, 2013 and replaced with the senior secured credit fa
ection with the Warnaco acquisition, as discussed below.

on our term loans of approximately $450 million during 2011, including a voluntary prepayment of approximately $150 million in con
he amended facility in the first quarter of 2011. We paid $10.6 million of fees in cash in connection with the modification of our amenc
f 2011. We made additional payments on our term loans of approximately $300 million during 2012.

013, we were in compliance with all financial and non-financial covenants applicable at that time. Please see the section below entitled
iscussion of the material debt covenants to which we are subject under the terms of the new senior secured credit facility entered into in
of Warnaco.

013, our corporate credit was rated Ba2 by Moody's with a stable outlook and our issuer credit was rated BB+ by Standard & Poor's wi
gs were reaffirmed upon the acquisition of Warnaco. In assessing our credit strength, we believe that both Moody's and Standard & Poo
other things, the impact of the Warnaco acquisition and related financing, our capital structure and financial policies as well as our cons
istorical acquisition activity and other financial information, as well as industry and other qualitative factors.

on

acquisition of Warnaco on February 13, 2013. We paid $2.181 billion in cash and issued approximately 7.7 million shares of our commo
llion, as consideration for the acquistion. In

replacement stock awards related to employee stock-based compensation grants valued at approximately $40 million, which for accoun
ed in the total consideration of approximately $3.148 billion. The value of the replacement stock awards was determined based on the
nt of the vesting period that had lapsed as of the acquisition date.

portion and related costs of the acquisition and repaid a portion of our and Warnaco's previously outstanding debt with the net proceed
million of 4 1/2% senior notes due 2022, as discussed above; and (ii) $3.075 billion of term loans borrowed under new senior secured cr
ed below.

ured credit facilities ("the new facilities"), were entered into simultaneously with the closing of the Warnaco acquisition. The new facili
United States dollar-denominated Term Loan A, a $1.375 billion United States dollar-denominated Term Loan B and senior secured rev
n aggregate principal amount of $750.0 million (based on the applicable exchange rates on February 13, 2013), consisting of (a) a $475.
-denominated revolving credit facility, (b) a $25.0 million United States dollar-denominated revolving credit facility available in Unitec
dollars and (c) a €185.9 million Euro-denominated revolving credit facility available in Euro, Pounds Sterling, Japanese Yen and Swiss

, the full amounts of the term loans were drawn upon the acquisition's closing. The revolving credit facilities include amounts available
ruary 13, 2013, we had drawn no revolving credit borrowings and approximately $86.9 million of letters of credit. A portion of each of
dit facility and Canadian revolving credit facility is also available for the making of swingline loans. The issuance of such letters of cre
gline loan reduces the amount available under the applicable revolving credit facility. So long as certain conditions are satisfied, we ma
acilities or increase the commitments under the revolving credit facilities by an aggregate amount not to exceed the greater of (a) $750.0
on as long as the ratio of our senior secured net debt to consolidated adjusted earnings before interest, taxes, depreciation and amortizati
et forth in the documentation relating to the new facilities) would not exceed 3.00:1.00 after giving pro forma effect to the incurrence of
her case, an amount equal to the aggregate revolving commitments of any defaulting lender (to the extent the commitments with respec
ed). The lenders under the new facilities are not required to provide commitments with respect to such additional facilities or increased

f Term Loan A and Term Loan B contain a mandatory repayment schedule on a quarterly basis, such that the total annual repayments a

	Term Loan		
	A		B
ruary 13, 2013	$1,700,000,000		$1,375,000,000
to be repaid for the annual period ending March 31:			
	5	%	1
	5	%	1
	7.5	%	1
	10	%	1
	72.5	%	1
			1
			94

rowings under the new facilities are prepayable at any time without penalty (other than customary breakage costs). The terms of the nev
certain amounts outstanding thereunder with (a) net cash proceeds of the incurrence of certain indebtedness, (b) net cash proceeds of cer
sitions (including as a result of casualty or condemnation) that exceed certain thresholds, to the extent such proceeds are not reinvested
nvested in the business in accordance with customary reinvestment provisions and (c) a percentage of excess cash flow, which percenta
ge ratio during the relevant fiscal period.

ollar-denominated borrowings under the new facilities bear interest at a rate equal to an applicable margin plus, as determined at our op
mined by reference to the greater of (i) the prime rate, (ii) the United States federal funds rate plus 1/2 of 1.00% and (iii) a one-month a
lus 1.00% (provided

Term Loan B, in no event will the base rate be deemed to be less than 1.75%) or (b) an adjusted Eurocurrency rate, calculated in a mann
(provided that, in the case of Term Loan B, in no event will the adjusted Eurocurrency rate be deemed to be less than 0.75%).

nominated borrowings under the new revolving credit facility bear interest at a rate equal to an applicable margin plus, as determined at
n prime rate determined by reference to the greater of (i) the rate of interest per annum that Royal Bank of Canada establishes at its mai
the reference rate of interest in order to determine interest rates for loans in Canadian Dollars to its Canadian borrowers and (ii) the sun
per annum for Canadian Dollar bankers' acceptances having a term of one month that appears on the display referred to as "CDOR Pag
e Services as of 10:00 a.m. (Toronto time) on the date of determination, as reported by the administrative agent (and if such screen is no
essor or similar service as may be selected by the administrative agent), and (y) 0.75%, or (b) an adjusted Eurocurrency rate, calculated i
the new facility.

ler the new revolving credit facility in currencies other than United States dollars or Canadian dollars bear interest at a rate equal to an a
sted Eurocurrency rate, calculated in a manner set forth in the new facility.

e margins will be in the case of Term Loan A and the revolving credit facilities, 2.00% for adjusted Eurocurrency rate loans and 1.00%
able. The applicable margins in the case of Term Loan B are fixed at 2.50% for adjusted Eurocurrency rate loans and 1.50% for base ra
he date of delivery of the compliance certificate and financial statements with respect to our fiscal quarter ending May 5, 2013, the appl
ngs under Term Loan A and the revolving credit facilities will be adjusted based on our quarter end net leverage ratio.

ontain covenants that restrict our ability to finance future operations or capital needs, to take advantage of other business opportunities t
satisfy our obligations under our other outstanding debt. These covenants restrict our ability to, among other things:

additional debt or extend credit;
ments, including paying dividends or making distributions on, or redeeming or repurchasing, our capital stock or certain debt;
nd investments;

ons with affiliates;
ts restricting our subsidiaries' ability to pay dividends;
assets or engage in sale/leaseback transactions; and
on or merger, or sell, transfer, or lease all or substantially all of our assets.

equire us to comply with certain financial covenants, including minimum interest coverage and maximum net leverage, beginning with
ust 4, 2013. A breach of any of these operating or financial covenants would result in a default under the applicable facility. If an event
uing, the lenders could elect to declare all amounts then outstanding, together with accrued interest, to be immediately due and payable
eleration of our other debt. If we were unable to repay any such borrowings when due, the lenders could proceed against their collateral,
f our other indebtedness. We are also subject to similar covenants and restrictions in connection with our other long-term debt agreemen

ions

summarizes, as of February 3, 2013, our contractual cash obligations by future period:

	Payments Due by Period[1]				
	Total Obligations	2013	2014-2015	2016-2017	Thereafte
	$ 2,300.0	$ 88.0	$ 472.0	$ 340.0	$ 1,400.0
n long-term debt	810.6	114.0	210.1	171.9	314.6
ngs	10.8	10.8			
al leases[3]	1,836.3	318.0	518.9	400.5	598.9
commitments[4]	799.5	799.5			
al royalty payments[5]	78.2	17.4	25.4	18.2	17.2
emental defined benefit plans[6]	18.9	2.0	3.9	3.2	9.8
nts[7]	20.4	10.7	6.8	2.9	
bligations[8]	14.4	14.4			
sh obligations	$ 5,889.1	$ 1,374.8	$ 1,237.1	$ 936.7	$ 2,340.5

obligations have materially changed subsequent to the end of 2012 as a result of the Warnaco acquisition. Please refer to the discussion
nd Capital Resources" section for a description of new debt obligations that were incurred in connection with the financing of the acqui
013, we had outstanding $560.0 million under a senior secured term loan A facility and $340.0 million under a senior secured term loan
andatory payments through May 6, 2016 (according to the mandatory repayment schedules and prior to the termination and replacemen
ussed above), $600.0 million of 7 3/8% senior unsecured notes due May 15, 2020, $700.0 million of 4 1/2% senior unsecured notes due
022 and $100.0 million of 7 3/4% debentures due November 15, 2023. Interest on the senior secured term loans was payable quarterly a
secured notes and debentures is payable semi-annually.
ore, warehouse, showroom, office and equipment operating leases, as well as capital leases. Retail store operating leases generally prov
t operating costs in addition to rent. The obligation amounts listed include future minimum lease payments and exclude such direct ope
er to Note 14, "Leases," in the Notes to Consolidated Financial Statements included in Item 8 of this report for further information.
actual commitments for goods on order and not received or paid for as of February 3, 2013. Substantially all of these goods are expecte
related payments are expected to be made within six months of our year end. This amount does not include foreign currency exchange
e have entered into to manage our exposure to exchange rate changes with respect to certain of these purchases. Please refer to Note 8, "
ments," in the Notes to Consolidated Financial Statements included in Item 8 of this report for further information.
ontractual royalty payments arise under numerous license agreements we have with third parties, each of which has different royalty rat
nts typically require us to make minimum payments to the licensors of the licensed trademarks based on expected or required minimum
products, as well as additional royalty payments when our sales exceed such minimum sales. Certain of our license agreements require
percentage of net sales to the licensor for advertising and promotion of the licensed products, with no minimum amount required to be p
as any advertising spending requirements, are excluded from the minimum contractual royalty payments shown in the table. There is n
e will exceed the minimum payments under any of these license agreements. However, given our projected sales levels for products cov
s, we currently anticipate that future payments required under our license agreements on an aggregate basis will exceed the contractual r
le.
unded non-qualified supplemental defined benefit plan covering two current and 16 retired executives under which the participants will
mount during the 10 years following the attainment of age

ior to the termination of employment with us, the participant has been in such plan for at least 10 years and has attained age 55.
nent obligations for sponsorships. We have agreements relating to our sponsorship of the Barclay's Center, the 2014 Super Bowl Host C
essional sports teams and athletes and other similar sponsorships.
unts payable in connection with Tommy Hilfiger's acquisition of a licensee's business in Japan prior to our acquisition of Tommy Hilfig
ssumed as of the effective date of our acquisition of Tommy Hilfiger.

above table are contingent purchase price payments we are obligated to pay Mr. Calvin Klein based on 1.15% of total worldwide net sa
ment governing the Calvin Klein acquisition, of products bearing any of the Calvin Klein brands and are required to be made with respe
uary 12, 2018. A significant portion of the sales on which the payments to Mr. Klein are made are wholesale sales by us and our licensec
ailers. Such contingent purchase price payments totaled $51.0 million in 2012.

above table are contingent purchase price payments we are obligated to pay GVM based on a percentage of annual sales in excess of an
ommy Hilfiger products in India for a period of five years (or, under certain circumstances, a period of six years) following the acquisit
Such payments are subject to a $25.0 million aggregate maximum and are due within 60 days following each one-year period commenc
g the third quarter of 2012, we made a contingent purchase price payment of $0.2 million for the first one-year period.

above table are contributions to our defined benefit qualified pension plans, or payments to employees and retirees in connection with c
tive retirement, supplemental pension and postretirement health plans. Contractual cash obligations for these plans cannot be determine
mptions required to estimate our future benefit obligations, including return on assets, discount rate and future compensation increases. T
l with these plans are presented in Note 10, "Retirement and Benefit Plans," in the Notes to Consolidated Financial Statements included
ently estimate that we will make contributions of approximately $30 million to our pension plans in 2013. Our estimated pension contri
ted contributions for the Warnaco plans that we acquired on February 13, 2013. We will update this figure in future filings to reflect the
tions. Our actual contributions may differ from our planned contributions due to many factors, including changes in tax and other benef
ces between expected and actual pension asset performance or interest rates.

above table are $189.1 million of net potential cash obligations associated with unrecognized tax benefits due to the uncertainty regardi
s associated with such obligations. Please refer to Note 7, "Income Taxes," in the Notes to Consolidated Financial Statements included
er information related to unrecognized tax benefits.

above table are $12.5 million of asset retirement obligations related to leased office and retail store locations due to the uncertainty of ti
s associated with such obligations. Please refer to Note 20, "Other Comments," in the Notes to Consolidated Financial Statements inclu
rther information related to asset retirement obligations.

above table are obligations related to our non-exclusive buying agency agreement with Li & Fung due to uncertainty of the timing and
sociated with such obligations. Under the terms of the agreement, we are required to use Li & Fung for at least 54% of our global sourc
products. The buying agency agreement with Li & Fung is terminable by us upon 12 months' prior notice for any reason, and is termin
six months' prior notice in the event of a material breach by the other party and (ii) immediately upon the occurrence of certain bankru
elating to the other party.

Arrangements

off-balance sheet arrangements that have a material current effect, or that are reasonably likely to have a material future effect, on our
financial position, revenue, expenses, results of operations, liquidity, capital expenditures or capital resources.

INTEREST AND EXCHANGE RATE SENSITIVITY

ts held by us as of February 3, 2013 include cash equivalents, short and long-term debt, foreign currency forward exchange contracts ar
greement. Note 9, “Fair Value Measurements,” in the Notes to Consolidated Financial Statements included in Item 8 of this report outlin
al instruments as of February 3, 2013. Cash and cash equivalents held by us are affected by short-term interest rates. Due to the currentl
eiving on our cash equivalents, the potential for a significant decrease in short-term interest rates is low and, therefore, a further decreas
impact on our interest income. However, there is potential for a more significant increase in short-term interest rates, which could have
our interest income. Given our balance of cash and cash equivalents at February 3, 2013, the effect of a 10 basis point increase in short-
interest income would be approximately $0.9 million annually. We entered into new senior secured credit facilities on February 13, 20
inated our previously outstanding amended facility. Please refer to Note 21, “Subsequent Events (Unaudited),” in the Notes to Consolid
s included in Item 8 of this report for a further discussion of our new credit facility. Borrowings under our new senior secured credit fac
al to an applicable margin plus a variable rate. As such, our credit facilities expose us to market risk for changes in interest rates. As of
approximately 45% of our total debt was at a fixed rate, with the remainder at variable rates. Given our debt position at February 13, 20
point increase in interest rates on our interest expense would be approximately $1.2 million annually.

r business and the businesses acquired from Warnaco each have a substantial international component, which exposes us to significant
ordingly, the impact of a strengthening United States dollar, particularly against the Euro, the Brazilian Real, the Japanese Yen, the Kor
e Canadian dollar, the Mexican Peso, the Indian Rupee and the Chinese Yuan, will have a negative impact on our results of operations
siness and the businesses acquired from Warnaco purchase the majority of the products that they sell in United States dollars, which exp
sses to foreign exchange risk as the United States dollar fluctuates. As such, we currently use and plan to continue to use foreign curren
or other derivative instruments to mitigate the cash flow or market value risks associated with such United States dollar-denominated pu

d to market risk for changes in exchange rates for the United States dollar in connection with our licensing businesses, particularly our C
a substantial portion of our Calvin Klein licensing revenue was generated from Warnaco, this exposure has been substantially reduced.
nts require the licensee to report sales to us in the licensee’s local currency but to pay us in United States dollars based on the exchange
ontractual selling period. Thus, while we are not exposed to exchange rate gains and losses between the end of the selling period and the
are exposed to exchange rate changes during and up to the last day of the selling period. In addition, certain of our other foreign licens
us to exchange rate changes up to the date we collect payment or convert local currency payments into United States dollars. As a result
ning United States dollar, our foreign royalty revenue will be adversely impacted, and during times of a weakening United States dollar
nue will be favorably impacted.

e exposure to changes in foreign currency exchange rates on certain intercompany loans. We currently use and plan to continue to use fo
xchange contracts to mitigate this exposure.

ally follows a seasonal pattern. Our wholesale businesses tend to generate higher levels of sales in the first and third quarters, while our
enerate higher levels of sales in the fourth quarter. Royalty, advertising and other revenue tends to be earned somewhat evenly througho
hird quarter has the highest level of royalty revenue due to higher sales by licensees in advance of the holiday selling season. We expect
l generally continue.

NTING PRONOUNCEMENTS

unting Standards Board (“FASB”) issued in May 2011 guidance to clarify and revise the requirements for measuring fair value and for
air value measurements. We adopted this guidance prospectively beginning in 2012 and such adoption did not have a material impact or
of operations or financial position.

n September 2011 guidance that is intended to reduce the cost and complexity of the goodwill impairment test by providing an entity wi
s qualitatively whether it is necessary to perform the two-step impairment test that is currently in place. An entity would not be required
late the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying
ne effective for us in the first quarter of 2012. We adopted this guidance and performed such tests during the third quarter of 2012. The
pact on our consolidated results of operations or financial position.

n July 2012 guidance that is intended to reduce the cost and complexity of the impairment test for indefinite-lived intangible assets by pr
on to first assess qualitatively whether it is necessary to perform the impairment test that is currently in place. An entity would not be rec
late the fair value of an indefinite-lived intangible asset unless the entity determines that it is more likely than not that its fair value is le
e early adopted this guidance and performed such tests during the third quarter of 2012. The adoption did not have any impact on our
of operations or financial position.

n February 2013 guidance that requires an entity to provide information about significant amounts reclassified out of accumulated other
ome. For amounts that are required to be reclassified in their entirety to net income in the same reporting period, an entity must report th
heir corresponding effect on the respective line items of net income. Such information is required to be presented either on the face of th
or as a separate disclosure in the footnotes to the financial statements. For other amounts that are not required to be reclassified to net i
tity is required to cross-reference to other disclosures. This guidance becomes effective for us in the first quarter of 2013. The adoption
our consolidated results of operations or financial position.

UNTING POLICIES AND ESTIMATES

nancial statements are based on the selection and application of significant accounting policies, which require management to make sign
mptions. Our significant accounting policies are outlined in Note 1, "Summary of Significant Accounting Policies," in the Notes to Cons
s included in Item 8 of this report. We believe that the following are the more critical judgmental areas in the application of our accoun
ly affect our financial position and results of operations:

d returns—We have arrangements with many of our department and specialty store customers to support their sales of our products. We
ed on a review of the individual customer arrangements and the expected performance of our products in their stores, we believe will be
llowance obligations. We also establish accruals, which are based on historical data and authorized amounts, that we believe are necess
y returns. It is possible that the accrual estimates could vary from actual results, which would require adjustment to the allowance and r

tories are comprised principally of finished goods and are stated at the lower of cost or market. Cost for certain wholesale apparel inven
etermined using the first-in, first-out method. Cost for all other inventories is determined using the weighted average cost method. We re
nds, inventory agings and discontinued merchandise categories to determine adjustments which are estimated to be necessary to liquidat
es and reduce inventories to the lower of cost or market. We believe that all inventory writedowns required at February 3, 2013 have bee
conditions were to change, it is possible that the required level of inventory reserves would need to be adjusted.

—During 2012, 2011 and 2010, we determined that the long-lived assets in certain of our retail stores and other locations were not recov
recording impairment charges. In order to calculate the impairment charges, we estimated the undiscounted future cash flows and the r
The undiscounted future cash flows for each asset were estimated using current sales trends and other factors. If different assumptions h
trends, the recorded impairment charges could have been significantly higher or lower. Note 9, "Fair Value Measurements," in the Not
cial Statements included in Item 8 of this report includes a further discussion of the circumstances surrounding the impairments and the
to the impairment charges.

tful accounts—Accounts receivable, as presented on our Consolidated Balance Sheets, is net of an allowance for doubtful accounts. An
ts is determined through an analysis of the aging of accounts receivable and assessments of collectibility based on historic trends, the fi
tomers and an evaluation of economic conditions. Because we cannot predict future changes in economic conditions and in the financia

ture losses from uncollectible accounts may differ from our estimates and could impact our allowance for doubtful accounts.

erred income tax balances reflect the effects of temporary differences between the carrying amounts of assets and liabilities and their tax
l tax rates expected to be in effect when taxes are actually paid or recovered. FASB guidance on accounting for income taxes requires th
be evaluated for future realization and reduced by a valuation allowance to the extent we believe a portion will not be realized. We cons
ing the likelihood of future realization of our deferred tax assets, including our recent earnings experience and expectations of future tax
risdiction, the carryforward periods available to us for tax reporting purposes and other relevant factors. The actual realization of deferr
gnificantly from the amounts we have recorded.

course of business, there are many transactions and calculations for which the ultimate tax determination is uncertain. Accounting for i
-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by dete
ndicates it is more likely than not that the tax position will be fully sustained upon review by taxing authorities, including resolution of
processes, if any. The second step is to measure the tax benefit as the largest amount that is greater than 50 percent likely of being reali
For tax positions that are 50 percent or less likely of being sustained upon audit, we do not recognize any portion of that benefit in the f
sider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and whic
e actual outcomes. Our actual results could differ materially from our current estimates.

intangible assets—Goodwill and other indefinite-lived intangible assets are tested for impairment annually, at the beginning of the third
d between annual tests if an event occurs or circumstances change that would indicate the carrying amount may be impaired. Impairmen
e at a reporting unit level. A reporting unit is defined as an operating segment or one level below an operating segment, called a compon
ore components of an operating segment will be aggregated and deemed a single reporting unit if the components have similar economi

d new authoritative accounting guidance that allows us to first assess qualitative factors to determine whether it is necessary to perform
e impairment test for goodwill and indefinite-lived intangible assets. We would perform the quantitative test if our qualitative assessmen
re likely than not that the fair value of a reporting unit or intangible asset is less than its carrying amount. We may elect to bypass the qu
ceed directly to the quantitative test for any reporting unit or asset. Qualitative factors that we consider as part of our assessment include
most recent valuation to reporting unit carrying amounts, an increase in our market capitalization and its implied impact on reporting uni
market conditions, macroeconomic conditions, trends in product costs and financial performance of our businesses. If we perform the q
g units, we use a discounted cash flow method to calculate fair value. The discounted cash flow method is based on the present value of
ptions used in these cash flow projections are generally consistent with our internal forecasts. The estimated cash flows are discounted u
weighted average cost of capital. The weighted average cost of capital is based on a number of variables, including the equity-risk premi
e. Management believes the assumptions used for the impairment tests are consistent with those that would be utilized by a market parti
analyses and valuations. Any projected cash flows and estimates of weighted average cost of capital may be impacted by adverse chang
ic conditions and are subject to change based on the facts and circumstances that exist at the time of the valuation. No impairment of go
ets resulted from our impairment tests in 2012. If different assumptions for our goodwill and other intangible asset impairment tests had
y different outcomes could have resulted. Based upon the results of our annual goodwill impairment testing during 2012 and our future
ently do not believe that any of our reporting units are at significant risk for a future material goodwill impairment.

ncluded in the calculations of expense and liabilities for our pension plans are various assumptions, including return on assets, discount
n increases. Note 10, "Retirement and Benefit Plans," in the Notes to Consolidated Financial Statements included in Item 8 of this repor
assumptions used in performing certain calculations related to our pension plans. Actual results could differ from these assumptions, wh
to our balance sheet and could result in volatility in our future pension expense. Holding all other assumptions constant, a 1% increase
med rate of return on assets would decrease or increase, respectively, 2013 net benefit cost by approximately $4 million. Likewise, a 0.
e in the

ate would decrease or increase, respectively, 2013 net periodic pension expense by approximately $19 million.

uarter of 2012, we changed our method of accounting for actuarial gains and losses for our pension and other postretirement plans. Histo
arial gains and losses related to our pension and other postretirement obligations and pension plan assets as a component of other compr
ds in which they arose. As set forth in FASB guidance for pension and other postretirement plans, we amortized actuarial gains and loss
d a 10% corridor) in future periods over the average remaining service period of active employees or, if substantially all plan participan
verage remaining life expectancy of inactive participants, as a component of our net periodic benefit cost. We elected in the fourth quart
tely recognize actuarial gains and losses in our operating results in the year in which they occur. These gains and losses are measured a
nd of our fiscal year and, as such, will generally be recognized during the fourth quarter of each year. Additionally, we will no longer ca
plan assets using a permitted averaging technique for market-related value of plan assets but instead will use the fair value of plan assets
ng policy changes improve the transparency of our operational performance by recognizing in current period earnings the financial state
n assumptions on our pension and other postretirement obligations and changes in fair value of pension plan assets. The financial data fo
as been retrospectively adjusted to reflect the effect of these accounting changes. Please refer to Note 1, "Summary of Significant Accou
tes to Consolidated Financial Statements included in Item 8 of this report for a presentation of our operating results before and after the
hange.

nsation—Accounting for stock-based compensation requires measurement of compensation cost for all stock-based awards at fair value
ition of compensation over the service period for awards expected to vest. We use the Black-Scholes-Merton option pricing model to de
stock options. This model uses assumptions that include the risk-free interest rate, expected volatility, expected dividend yield and exp
fair value of restricted stock units and restricted stock are determined based on the quoted price of our common stock on the date of gran
y issuable performance shares is based on the quoted price of our common stock on the date of grant, reduced for the present value of a
to be paid on our common stock during the performance cycle, as the contingently issuable performance shares do not accrue dividends
ecord expense for contingently issuable performance shares based on our current expectations of the probable number of shares that will
e of our stock-based awards is recognized as expense over the service period, net of estimated forfeitures. The estimation of stock award
ires judgment, and to the extent actual results or updated estimates differ from our current estimates, such amounts will be recorded as a
ent in the period estimates are revised. We consider many factors when estimating expected forfeitures, including types of awards, emp
ience. Actual results and future estimates may differ substantially from our current estimates.

ve and Qualitative Disclosures About Market Risk

spect to Quantitative and Qualitative Disclosures About Market Risk appears under the heading "Market Risk—Interest and Exchange I
7.

atements and Supplementary Data

report for a listing of the consolidated financial statements and supplementary data included in this report.

and Disagreements with Accountants on Accounting and Financial Disclosure

nd Procedures

osure Controls and Procedures

period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, includ
ficer and Chief Operating & Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures
n, our Chief Executive Officer and Chief Operating & Financial Officer concluded that our disclosure controls and procedures were effe
d covered by this report. Disclosure controls and procedures are controls and procedures that

ure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934, as amended, is
zed and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such informat
mmunicated to our management, including our Chief Executive Officer and Chief Operating & Financial Officer, as appropriate to allo
required disclosure.

ort on Internal Control over Financial Reporting

rt on internal control over financial reporting and our independent registered public accounting firm's audit report on our assessment of
al reporting can be found on pages F-54 and F-55.

Control over Financial Reporting

any changes in our internal control over financial reporting during the fourth quarter of the fiscal year to which this report relates that h
or are reasonably likely to materially affect, our internal control over financial reporting.

rmation

Executive Officers and Corporate Governance

spect to Directors of the Registrant is incorporated herein by reference to the section entitled “Election of Directors” in our proxy staten
Stockholders to be held on June 20, 2013. Information with respect to compliance by our officers and directors with Section 16(a) of the
e Act is incorporated herein by reference to the section entitled “Section 16(a) Beneficial Ownership Reporting Compliance” in our prox
ting of Stockholders to be held on June 20, 2013. Information with respect to our executive officers is contained in the section entitled “
strant” in Part I, Item 1 of this report. Information with respect to the procedure by which security holders may recommend nominees to
th respect to our Audit Committee, our Audit Committee Financial Expert and our Code of Ethics is incorporated herein by reference to
ection of Directors” in our proxy statement for the Annual Meeting of Stockholders to be held on June 20, 2013.

Compensation

spect to Executive Compensation is incorporated herein by reference to the sections entitled “Executive Compensation,” “Compensatio
ation Discussion and Analysis” and “Compensation Committee Interlocks and Insider Participation” in our proxy statement for the Ann
held on June 20, 2013.

wnership of Certain Beneficial Owners and Management and Related Stockholder Matters

spect to the Security Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information is incorpor
sections entitled “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in
nnual Meeting of Stockholders to be held on June 20, 2013.

lationships and Related Transactions, and Director Independence

spect to Certain Relationships and Related Transactions and Director Independence is incorporated herein by reference to the sections e
Related Persons,” “Election of Directors” and “Director Compensation” in our proxy statement for the Annual Meeting of Stockholders

Accounting Fees and Services

spect to Principal Accounting Fees and Services is incorporated herein by reference to the section entitled “Ratification of the Appointn
oxy statement for the Annual Meeting of Stockholders to be held on June 20, 2013.

inancial Statement Schedules

See page F-1 for a listing of the consolidated financial statements included in Item 8 of this report.

See page F-1 for a listing of consolidated financial statement schedules submitted as part of this report.

The following exhibits are included in this report:

Stock Purchase Agreement, dated December 17, 2002, among Phillips-Van Heusen Corporation, Calvin Klein, Inc., Calvin Klein (Europe), Inc., Calvin Klein (Europe II) Corp., Calvin Klein Europe S.r.l., CK Service Corp., Calvin Klein, Barry Schwartz, Trust for the Benefit of the Issue of Calvin Klein, Trust for the Benefit of the Issue of Barry Schwartz, Stephanie Schwartz-Ferdman and Jonathan Schwartz (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on December 20, 2002). The registrant agrees to furnish supplementally a copy of any omitted schedules to the Commission upon request.

Purchase Agreement, dated as of March 15, 2010, by and among Tommy Hilfiger Corporation, Tommy Hilfiger B.V., Tommy Hilfiger Holding S.á.r.l, Stichting Administratiekantoor Elmira, Phillips-Van Heusen Corporation, Prince 2 B.V. and, solely for the purpose of certain sections thereof, Asian and Western Classics B.V. (incorporated by reference to Exhibit 2.1 to our Quarterly Report on Form 10-Q, filed June 10, 2010). The registrant agrees to furnish supplementally a copy of any omitted schedules to the Commission upon request.

Agreement and Plan of Merger, dated as of October 29, 2012, by and among The Warnaco Group, Inc., PVH Corp. and Wand Acquisition Corp. (incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K, filed on November 2, 2012).

Certificate of Incorporation (incorporated by reference to Exhibit 5 to our Annual Report on Form 10-K for the fiscal year ended January 29, 1977); Amendment to Certificate of Incorporation, filed June 27, 1984 (incorporated by reference to Exhibit 3B to our Annual Report on Form 10-K for the fiscal year ended February 3, 1985); Amendment to Certificate of Incorporation, filed June 2, 1987 (incorporated by reference to Exhibit 3(c) to our Annual Report on Form 10-K for the fiscal year ended January 31, 1988); Amendment to Certificate of Incorporation, filed June 1, 1993 (incorporated by reference to Exhibit 3.5 to our Annual Report on Form 10-K for the fiscal year ended January 30, 1994); Amendment to Certificate of Incorporation, filed June 20, 1996 (incorporated by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q for the period ended July 28, 1996); Certificate of Amendment of Certificate of Incorporation, filed June 29, 2006 (incorporated by reference to Exhibit 3.9 to our Quarterly Report on Form 10-Q for the period ended May 6, 2007); Certificate of Amendment of Certificate of Incorporation, filed June 23 2011 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed on June 29 2011).

Certificate of Designation of Series A Cumulative Participating Preferred Stock, filed June 10, 1986 (incorporated by reference to Exhibit A of the document filed as Exhibit 3 to our Quarterly Report on Form 10-Q for the period ended May 4, 1986).

Certificate of Designations, Preferences and Rights of Series B Convertible Preferred Stock of Phillips-Van Heusen Corporation (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed on February 26, 2003); Corrected Certificate of Designations, Preferences and Rights of Series B Convertible Preferred Stock of Phillips-Van Heusen Corporation, dated April 17, 2003 (incorporated by reference to Exhibit 3.9 to our Annual Report on Form 10-K for the fiscal year ended February 2, 2003).

Certificate Eliminating Reference to Series B Convertible Preferred Stock from Certificate of Incorporation of Phillips-Van Heusen Corporation, filed June 12, 2007 (incorporated by reference to Exhibit 3.10 to our Quarterly Report on Form 10-Q for the period ended May 6, 2007).

Certificate Eliminating Reference To Series A Cumulative Participating Preferred Stock From Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K, filed on September 28, 2007).

Certificate of Designations of Series A Convertible Preferred Stock of Phillips-Van Heusen Corporation (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed May 12, 2010).

By-Laws of Phillips-Van Heusen Corporation, as amended through February 2, 2012 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, filed on February 3, 2012).

Specimen of Common Stock certificate (incorporated by reference to Exhibit 4.1 to our Quarterly Report on Form 10-Q for the period ended July 31, 2011).

Indenture, dated as of November 1, 1993, between Phillips-Van Heusen Corporation and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.01 to our Registration Statement on Form S-3 (Reg. No. 33-50751) filed on October 26, 1993); First Supplemental Indenture, dated as of October 17, 2002 to Indenture dated as of November 1, 1993 between Phillips-Van Heusen Corporation and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.15 to our Quarterly Report on Form 10-Q for the period ended November 3, 2002); Second Supplemental Indenture, dated as of February 12, 2002 to Indenture, dated as of November 1, 1993, between Phillips-Van Heusen Corporation and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K, filed on February 26, 2003); Third Supplemental Indenture, dated as of May 6, 2010, between Phillips-Van Heusen Corporation and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee (incorporated by reference to Exhibit 4.16 to our Quarterly Report on Form 10-Q for the period ended August 1, 2010).

Securities Purchase Agreement, dated as of March 15, 2010, by and among Phillips-Van Heusen Corporation, LNK Partners, L.P. and LNK Partners (Parallel), L.P. (incorporated by reference to Exhibit 4.10 to our Quarterly Report on Form 10-Q for the period ended May 2, 2010).

Securities Purchase Agreement, dated as of March 15, 2010, by and between Phillips-Van Heusen Corporation and MSD Brand Investments, LLC (incorporated by reference to Exhibit 4.11 to our Quarterly Report on Form 10-Q for the period ended May 2, 2010).

Stockholders Agreement, dated as of May 6, 2010, by and among Phillips-Van Heusen Corporation, Tommy Hilfiger Holding S.a.r.l, Stichting Administratiekantoor Elmira, Apax Europe VI-A, L.P., Apax Europe VI-1, L.P. and Apax US VII, L.P. (incorporated by reference to Exhibit 4.11 to our Quarterly Report on Form 10-Q for the period ended August 1, 2010); Amendment to Stockholders Agreement, dated as of June 8, 2010 to Stockholders Agreement, dated as of May 6, 2010, by and among Phillips-Van Heusen Corporation, Tommy Hilfiger Holding S.a.r.l, Stichting Administratiekantoor Elmira, Apax Europe VI-A, L.P., Apax Europe VI-1, L.P. and Apax US VII, L.P. (incorporated by reference to Exhibit 4.12 to our Quarterly Report on Form 10-Q for the period ended August 1, 2010).

Stockholders Agreement, dated as of May 6, 2010, by and among Phillips-Van Heusen Corporation, LNK Partners, L.P. and LNK Partners (Parallel), L.P. (incorporated by reference to Exhibit 4.13 to our Quarterly Report on Form 10-Q for the period ended August 1, 2010).

Stockholder Agreement, dated as of May 6, 2010, by and between Phillips-Van Heusen Corporation and MSD Brand Investments, LLC. (incorporated by reference to Exhibit 4.14 to our Quarterly Report on Form 10-Q for the period ended August 1, 2010).

Indenture, dated as of May 6, 2010, between Phillips-Van Heusen Corporation and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.15 to our Quarterly Report on Form 10-Q for the period ended August 1, 2010).

First Supplemental Indenture, dated as of November 8, 2012, to Indenture dated as of May 6, 2010, between PVH Corp. (formally known as “Phillips-Van Heusen Corporation”) and U.S. Bank National Association, as Trustee.

Indenture, dated as of December 20, 2012, between PVH Corp. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K, filed on December 20, 2012).

Phillips-Van Heusen Corporation Capital Accumulation Plan (incorporated by reference to our Current Report on Form 8-K, filed on January 16, 1987); Phillips-Van Heusen Corporation Amendment to Capital Accumulation Plan (incorporated by reference to Exhibit 10(n) to our Annual Report on Form 10-K for the fiscal year ended February 2, 1987); Form of Agreement amending Phillips-Van Heusen Corporation Capital Accumulation Plan with respect to individual participants (incorporated by reference to Exhibit 10(1) to our Annual Report on Form 10-K for the fiscal year ended January 31, 1988); Form of Agreement amending Phillips-Van Heusen Corporation Capital Accumulation Plan with respect to individual participants (incorporated by reference to Exhibit 10.8 to our Quarterly Report on Form 10-Q for the period ended October 29, 1995).

Phillips-Van Heusen Corporation Supplemental Defined Benefit Plan, dated January 1, 1991, as amended and restated effective as of January 1, 2005 (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the period ended November 4, 2007).

Phillips-Van Heusen Corporation Supplemental Savings Plan, effective as of January 1, 1991 and amended and restated effective as o January 1, 2005 (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the period ended November 4, 2007).

Phillips-Van Heusen Corporation 1997 Stock Option Plan, effective as of April 29, 1997, as amended through September 21, 2006 (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the period ended October 29, 2006).

Phillips-Van Heusen Corporation 1997 Stock Option Plan option certificate (incorporated by reference to Exhibit 10.11 to our Annua Report on Form 10-K for the fiscal year ended January 30, 2005).

Phillips-Van Heusen Corporation 2000 Stock Option Plan, effective as of April 27, 2000, as amended through September 21, 2006 (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the period ended October 29, 2006).

Phillips-Van Heusen Corporation 2000 Stock Option Plan option certificate (incorporated by reference to Exhibit 10.15 to our Annua Report on Form 10-K for the fiscal year ended January 30, 2005).

Phillips-Van Heusen Corporation 2003 Stock Option Plan, effective as of May 1, 2003, as amended through September 21, 2006 (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the period ended October 29, 2006).

Phillips-Van Heusen Corporation 2003 Stock Option Plan option certificate (incorporated by reference to Exhibit 10.19 to our Annua Report on Form 10-K for the fiscal year ended January 30, 2005).

Second Amended and Restated Employment Agreement, dated as of December 23, 2008, between Phillips-Van Heusen Corporation and Emanuel Chirico (incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K for the fiscal year ended February 1, 2009); First Amendment to Second Amended and Restated Employment Agreement, dated as of January 29, 2010, between Phillips-Van Heusen Corporation and Emanuel Chirico (incorporated by reference to Exhibit 10.1 to our Quarterly Report o Form 10-Q for the period ended May 2, 2010); Second Amendment to Second Amended and Restated Employment Agreement, date as of May 27, 2010, between Phillips-Van Heusen Corporation and Emanuel Chirico (incorporated by reference to Exhibit 10.6 to ou Quarterly Report on Form 10-Q for the period ended August 1, 2010); Third Amendment to Second Amended and Restated Employment Agreement, dated January 28, 2011, between Phillips-Van Heusen Corporation and Emanuel Chirico (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed January 28, 2011).

Second Amended and Restated Employment Agreement, dated as of December 23, 2008, between Phillips-Van Heusen Corporation and Francis K. Duane (incorporated by reference to Exhibit 10.19 to our Annual Report on Form 10-K for the fiscal year ended February 1, 2009); First Amendment to Second Amended and Restated Employment Agreement, dated as of January 29, 2010, between Phillips-Van Heusen Corporation and Francis K. Duane (incorporated by reference to Exhibit 10.3 to our Quarterly Report o Form 10-Q for the period ended May 2, 2010); Second Amendment to Second Amended and Restated Employment Agreement, date January 28, 2011, between Phillips-Van Heusen Corporation and Francis K. Duane (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K, filed January 28, 2011).

Second Amended and Restated Employment Agreement, dated as of December 23, 2008, between Phillips-Van Heusen Corporation and P. Thomas Murry (incorporated by reference to Exhibit 10.28 to our Annual Report on Form 10-K for the fiscal year ended February 1, 2009); First Amendment to Second Amended and Restated Employment Agreement, dated as of January 29, 2010, between Calvin Klein, Inc. and Paul Thomas Murry (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the period ended May 2, 2010); Second Amendment to Second Amended and Restated Employment Agreement, dated January 28 2011, between Calvin Klein, Inc. and Paul Thomas Murry (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K, filed January 28, 2011).

Second Amended and Restated Employment Agreement, dated as of December 23, 2008, between Phillips-Van Heusen Corporation and Michael Shaffer (incorporated by reference to Exhibit 10.30 to our Annual Report on Form 10-K for the fiscal year ended February 1, 2009); First Amendment to Second Amended and Restated Employment Agreement, dated January 28, 2011, between Phillips-Van Heusen Corporation and Michael Shaffer (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed January 28, 2011).

Stock Purchase Agreement, dated as of December 20, 2005, by and among Warnaco, Inc., Fingen Apparel N.V., Fingen S.p.A., Euro Cormar S.p.A. and Calvin Klein, Inc. (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on December 22, 2005).

PVH Corp. Performance Incentive Bonus Plan, as amended and restated effective April 26, 2012 (incorporated by reference to Exhibi 10.1 to our Quarterly Report on Form 10-Q for the period ended April 29, 2012).

PVH Corp. Long-Term Incentive Plan, as amended and restated effective April 26, 2012 (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the period ended April 29, 2012).

PVH Corp. 2006 Stock Incentive Plan, as amended and restated effective April 26, 2012 (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on June 25, 2012).

Form of Stock Option Agreement for Directors under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed on June 16, 2006); Revised Form of Stock Option Agreement for Directors under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to our Quarterly Report on Form 10-Q for the period ended May 6, 2007).

Form of Stock Option Agreement for Associates under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on April 11, 2007); Revised Form of Stock Option Agreement for Associates under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to ou Quarterly Report on Form 10-Q for the period ended May 6, 2007).

Form of Restricted Stock Unit Agreement for Associates under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed on April 11, 2007); Revised Form of Restricted Stock Unit Agreement for Associates under the Phillips-Van Heusen Corporation 2006 Corporation Stock Incentive Plan (incorporate by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the period ended May 6, 2007); Revised Form of Restricted Stock Unit Award Agreement for Employees under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan, effective as of July 1, 2008 (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the period ended August 3, 2008); Revised Form of Restricted Stock Unit Award Agreement for Associates under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan, effective as of September 24, 2008 (incorporated by reference to Exhibit 10.39 to our Annual Report on Form 10-K fo the fiscal year ended February 1, 2009).

Restricted Stock Unit Award Agreement, dated July 1, 2008, between Phillips-Van Heusen Corporation and Allen Sirkin (incorporate by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed on July 3, 2008).

Form of Restricted Stock Unit Award Agreement for Special Grants to Allen Sirkin (incorporated by reference to Exhibit 10.38 to ou Annual Report on Form 10-K for the fiscal year ended February 1, 2009).

Form of Amendment to Outstanding Restricted Stock Unit Award Agreements with Associates under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan, dated November 19, 2008 (incorporated by reference to Exhibit 10.40 to our Annual Report on Form 10-K for the fiscal year ended February 1, 2009).

Form of Performance Share Award Agreement under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on May 8, 2007); Revised Form of Performance Share Award Agreement under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan, effective as of April 30, 2008 (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the period ended May 4, 2008); Revised Form of Performance Share Award Agreement under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan, effective as of December 16, 2008 (incorporated by reference to Exhibit 10.42 to our Annual Report on Form 10-K for the fiscal year ended February 1, 2009); Revised Form of Performance Share Award Agreement under the PVH Corp. 2006 Stock Incentive Plan, effective as of April 25, 2012 (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the period ended April 29, 2012).

Revised Form of Restricted Stock Unit Award Agreement for Directors under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan, effective as of July 1, 2008 (incorporated by reference to Exhibit 10.5 to our Quarterly Report on Form 10-Q for the period ended August 3, 2008); Revised Form of Restricted Stock Unit Award Agreement for Directors under the Phillips-Van Heuser Corporation 2006 Stock Incentive Plan, effective as of September 24, 2008 (incorporated by reference to Exhibit 10.45 to our Annual

Report on Form 10-K for the fiscal year ended February 1, 2009); Revised Form of Restricted Stock Unit Award Agreement for Directors under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan, effective as of June 24, 2010 (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the period ended August 1, 2010).

Form of Amendment to Outstanding Restricted Stock Unit Award Agreements with Directors under the Phillips-Van Heusen Corporation 2006 Stock Incentive Plan, dated November 19, 2008 (incorporated by reference to Exhibit 10.46 to our Annual Report on Form 10-K for the fiscal year ended February 1, 2009).

Form of Restricted Stock Unit Agreement between Phillips-Van Heusen and Emanuel Chirico (incorporated by reference to Exhibit 10.4 to our Current Report on Form 8-K, filed on July 1, 2009).

Credit and Guaranty Agreement, dated as of May 6, 2010, among Phillips-Van Heusen Corporation, Tommy Hilfiger B.V., certain subsidiaries of Phillips-Van Heusen Corporation, Barclays Bank PLC as Administrative Agent and Collateral Agent, Barclays Capital as Joint Lead Arranger and Joint Lead Bookrunner, Deutsche Bank Securities Inc. as Joint Lead Arranger, Joint Lead Bookrunner and Syndication Agent, Banc of America Securities LLC as Joint Lead Bookrunner and Co-Documentation Agent, Credit Suisse Securities (USA) LLC as Joint Lead Bookrunner and Co-Documentation Agent, and RBC Capital Markets as Joint Lead Bookrunner and Co-Documentation Agent (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q/A for the period ended August 1, 2010 filed on October 29, 2010); First Amendment to Credit and Guaranty Agreement, dated as of July 26, 2010 to Credit and Guaranty Agreement, dated as of May 6, 2010, among Phillips-Van Heusen Corporation, Tommy Hilfiger B.V., certain subsidiaries of Phillips-Van Heusen Corporation, Barclays Bank PLC as Administrative Agent and Collateral Agent, Barclays Capital as Joint Lead Arranger and Joint Lead Bookrunner, Deutsche Bank Securities Inc. as Joint Lead Arranger, Joint Lead Bookrunner and Syndication Agent, Banc of America Securities LLC as Joint Lead Bookrunner and Co-Documentation Agent, Credit Suisse Securities (USA) LLC as Joint Lead Bookrunner and Co-Documentation Agent, and RBC Capital Markets as Joint Lead Bookrunner and Co-Documentation Agent (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the period ended August 1, 2010). **

Amended and Restated Credit and Guaranty Agreement, dated as of March 2, 2011, among Phillips-Van Heusen Corporation, Tommy Hilfiger B.V., certain subsidiaries of Phillips-Van Heusen Corporation, the lenders party thereto, Barclays Bank PLC, as Administrative Agent and Collateral Agent, Deutsche Bank Securities Inc., as Syndication Agent, and Bank of America, N.A., Credit Suisse Securities (USA) LLC and Royal Bank of Canada, as Co-Documentation Agents (incorporated by reference to Exhibit 10.1 to Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended May 1, 2011, filed on February 2, 2012).***

Schedule of Non-Management Directors' Fees, effective June 21, 2012 (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended July 29, 2012).

Employment Agreement, dated as of May 6, 2010, between Tommy Hilfiger Group, B.V. and Fred Gehring (incorporated by reference to Exhibit 10.47 to our Annual Report on Form 10-K for the fiscal year ended January 30, 2011); Addendum to Employment Agreement, dated as of December 31, 2010, between Tommy Hilfiger Group, B.V. and Fred Gehring (incorporated by reference to Exhibit 10.48 to our Annual Report on Form 10-K for the fiscal year ended January 30, 2011).

Letter of Independent Registered Public Accounting Firm Regarding Change in Accounting Principle

PVH Corp. Subsidiaries.

Consent of Independent Registered Public Accounting Firm.

Certification of Emanuel Chirico, Chairman and Chief Executive Officer, pursuant to Section 302 of the Sarbanes – Oxley Act of 2002.

Certification of Michael Shaffer, Executive Vice President and Chief Operating & Financial Officer, pursuant to Section 302 of the Sarbanes – Oxley Act of 2002.

Certification of Emanuel Chirico, Chairman and Chief Executive Officer, pursuant to Section 906 of the Sarbanes – Oxley Act of 200
18 U.S.C. Section 1350.

Certification of Michael Shaffer, Executive Vice President and Chief Operating & Financial Officer, pursuant to Section 906 of the Sarbanes – Oxley Act of 2002, 18 U.S.C. Section 1350.

XBRL Instance Document

XBRL Taxonomy Extension Schema Document

XBRL Taxonomy Extension Calculation Linkbase Document

XBRL Taxonomy Extension Definition Linkbase Document

XBRL Taxonomy Extension Label Linkbase Document

XBRL Taxonomy Extension Presentation Linkbase Document

herewith.

ract or compensatory plan or arrangement required to be identified pursuant to Item 15(a)(3) of this report.

tial Information contained in this Exhibit was omitted, pursuant to the grant of confidential treatment under Rule 24b-2 of the Securitie
mended, by means of redacting portions of the text and replacing each of the redacted portions with an asterisk. A complete copy of thi
sly filed separately with the Secretary of the Securities and Exchange Commission without the redaction.

ntial Information contained in this exhibit was omitted, pursuant to a request for confidential treatment.

2.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability o
its shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 193

(3) above for a listing of the exhibits included as part of this report.

ent Schedules: See page F-1 for a listing of the consolidated financial statement schedules submitted as part of this report.

irements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its be
nto duly authorized.

3

PVH CORP.

By: /s/ EMANUEL CHIRICO
Emanuel Chirico
Chairman and Chief Executive Officer

irements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registran
n the dates indicated.

	Title	Date
RICO	Chairman and Chief Executive Officer (Principal Executive Officer)	April 3, 2013
FFER	Executive Vice President and Chief Operating & Financial Officer (Principal Financial Officer)	April 3, 2013
STEIN	Senior Vice President and Controller (Principal Accounting Officer)	April 3, 2013
G	Chief Executive Officer, Tommy Hilfiger and PVH International Operations and Director	April 3, 2013
VO	Director	April 3, 2013
EO	Director	April 3, 2013
LER	Director	April 3, 2013
JENKINS	Director	April 3, 2013
IN	Director	April 3, 2013
RINO	Director	April 3, 2013
USKEY	Director	April 3, 2013

LA	Director	April 3, 2013
IGUEZ	Director	April 3, 2013
	Director	April 3, 2013

irst Supplemental Indenture, dated as of November 8, 2012, to Indenture dated as of May 6, 2010, between PVH Corp. (formally nown as "Phillips-Van Heusen Corporation") and U.S. Bank National Association, as Trustee.

etter of Independent Registered Public Accounting Firm Regarding Change in Accounting Principle

VH Corp. Subsidiaries.

onsent of Independent Registered Public Accounting Firm.

ertification of Emanuel Chirico, Chairman and Chief Executive Officer, pursuant to Section 302 of the Sarbanes – Oxley Act of 2002.

ertification of Michael Shaffer, Executive Vice President and Chief Operating & Financial Officer, pursuant to Section 302 of the arbanes – Oxley Act of 2002.

ertification of Emanuel Chirico, Chairman and Chief Executive Officer, pursuant to Section 906 of the Sarbanes – Oxley Act of 2002, 8 U.S.C. Section 1350.

ertification of Michael Shaffer, Executive Vice President and Chief Operating & Financial Officer, pursuant to Section 906 of the arbanes – Oxley Act of 2002, 18 U.S.C. Section 1350.

BRL Instance Document

BRL Taxonomy Extension Schema Document

BRL Taxonomy Extension Calculation Linkbase Document

BRL Taxonomy Extension Definition Linkbase Document

BRL Taxonomy Extension Label Linkbase Document

BRL Taxonomy Extension Presentation Linkbase Document

15(a)(1) and 15(a)(2)

CIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

ving consolidated financial statements and supplementary data are included in Item 8 of this report:

dated Income Statements - As Adjusted—Years Ended February 3, 2013, January 29, 2012 and January 30, 2011	F-2
dated Statements of Comprehensive Income—Years Ended February 3, 2013, January 29, 2012 and January 30, 2011	F-3
dated Balance Sheets - As Adjusted—February 3, 2013 and January 29, 2012	F-4
dated Statements of Cash Flows - As Adjusted—Years Ended February 3, 2013, January 29, 2012 and January 30, 2011	F-5
dated Statements of Changes in Stockholders' Equity - As Adjusted—Years Ended February 3, 2013, January 29, 2012 and 30, 2011	F-6
Consolidated Financial Statements	F-7
l Quarterly Financial Data - Unaudited	F-52
ment's Report on Internal Control Over Financial Reporting	F-54
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ving consolidated financial statement schedule is included herein:

e II - Valuation and Qualifying Accounts	F-59

for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under
napplicable and therefore have been omitted.

INCOME STATEMENTS - AS ADJUSTED
pt per share data)

	2012	2011	2010
	$ 5,540,821	$ 5,410,028	$ 4,219
	370,019	356,035	306,70
er revenue	132,159	124,561	110,40
	6,042,999	5,890,624	4,636,8
	2,793,769	2,834,735	2,214,8
	3,249,230	3,055,889	2,421,9
administrative expenses	2,594,315	2,549,850	2,071,7
nd extinguishment costs	—	16,233	6,650
	—	—	140,49
f unconsolidated affiliates, net	5,447	1,367	—
est and taxes	660,362	491,173	203,03
	118,747	129,355	128,56
	1,497	1,267	1,739
s	543,112	363,085	76,208
	109,272	87,388	21,831
	$ 433,840	$ 275,697	$ 54,37
er common share	$ 5.98	$ 3.86	$ 0.83
per common share	$ 5.87	$ 3.78	$ 0.81

dated financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

	2012		2011		2010
	$ 433,840		$ 275,697		$ 54,37
ve income (loss):					
anslation adjustments, net of tax expense (benefit) of $469, $(1,070) and $(149)	86,492		(82,062	)	147,57
or service credit related to pension and postretirement plans, net of tax (benefit) of $(310)	(542	)	(535	)	(578
realized (loss) gain on effective hedges, net of tax expense (benefit) of $2,681,	(19,903	)	18,611		(11,899
gn operations, net of tax expense of $318	—		—		523
ome	$ 499,887		$ 211,711		$ 189,9

dated financial statements.

BALANCE SHEETS - AS ADJUSTED
pt share and per share data)

	February 3, 2013	January 2012
valents	$ 892,209	$ 233,1
net of allowances for doubtful accounts of $16,114 and $15,744	418,251	467,62
	23,073	13,337
	878,415	809,00
	157,802	111,22
ferred taxes of $38,310 and $53,645	67,256	104,83
s	2,437,006	1,739,2
Equipment, net	561,335	458,89
	1,958,887	1,822,4
	2,327,809	2,306,8
ights	86,000	86,000
et	167,196	165,52
ding deferred taxes of $61,465 and $11,989	243,316	173,38
	$ 7,781,549	$ 6,752
STOCKHOLDERS' EQUITY		
	$ 377,231	$ 366,1
	646,130	556,36
	40,239	38,376
ngs	10,847	13,040
ong-term debt	88,000	69,951
ities	1,162,447	1,043,8
	2,211,642	1,832,9
cluding deferred taxes of $589,796 and $507,023	1,154,891	1,160,1
y:		
value $100 per share; 150,000 total shares authorized	—	—
e preferred stock, par value $100 per share; 8,000 total shares authorized; 0 and 8,000 shares issued and otal liquidation preference of $0 and $200,000)	—	188,59
value $1 per share; 240,000,000 shares authorized; 73,324,491 and 68,297,773 shares issued	73,324	68,298
apital – common stock	1,623,693	1,377,9
	1,445,673	1,022,8
comprehensive income	139,882	73,835
49,531 shares of common stock held in treasury, at cost	(30,003)	(16,01
Equity	3,252,569	2,715,4
l Stockholders' Equity	$ 7,781,549	$ 6,752

dated financial statements.

STATEMENTS OF CASH FLOWS - AS ADJUSTED

	2012	2011	2010
IVITIES			
	$ 433,840	$ 275,697	$ 54,37
oncile to net cash provided by operating activities:			
nortization	140,356	132,010	147,13
unconsolidated affiliates, net	(5,447)	(1,367)	—
	49,987	14,883	(13,430
nsation expense	33,599	40,938	33,281
-lived assets	7,475	7,686	13,900
tirement and benefit plans	28,142	76,120	4,534
ll	—	—	4,157
nd extinguishment costs	—	16,233	6,650
or settlement of unfavorable contract	—	20,709	—
t of derivative instruments related to the acquisition of Tommy Hilfiger	—	—	140,49
g assets and liabilities:			
net	55,694	(40,840)	(114,76
	(57,518)	(111,248)	(141,65
ccrued expenses and deferred revenue	86,593	48,224	233,65
	(44,275)	(37,065)	(17,659
ontributions	(105,000)	(20,020)	(25,600
	(53,909)	68,761	34,105
by operating activities	569,537	490,721	359,17
VITIES[(1)]			
ns, net of cash acquired	(37,856)	(34,641)	(2,493,
nsolidated affiliates	(8,364)	(48,700)	—
y, plant and equipment	(210,554)	(169,841)	(100,99
e price payments	(51,159)	(50,679)	(43,655
t of derivative instruments related to the acquisition of Tommy Hilfiger	—	—	(140,49
investing activities	(307,933)	(303,861)	(2,778,
IVITIES[(1)]			
revolving credit facilities	—	—	—
proceeds from short-term borrowings	(2,193)	8,172	4,868
t facilities	(299,598)	(450,725)	(250,00
odification costs	—	(10,634)	—
fees	(5,749)	—	—
settlement of awards under stock plans	13,271	24,457	23,939
from awards under stock plans	14,889	11,593	9,333
	(10,985)	(10,874)	(10,015
ury shares	(13,984)	(5,270)	(2,481
lease obligations	(10,836)	(10,380)	(6,944
common stock offering	—	—	364,52
preferred stock issuance	—	—	188,59
ssuance of long-term debt	700,000	—	584,35
credit facilities	—	—	1,823,9

debt	—	—		(303,64
(used) by financing activities	384,815	(443,661	)	2,426,5
rate changes on cash and cash equivalents	12,593	(8,720	)	10,404
in cash and cash equivalents	659,012	(265,521	)	17,836
valents at beginning of year	233,197	498,718		480,88
valents at end of year	$ 892,209	$ 233,197		$ 498,7

nformation on noncash investing and financing transactions.
dated financial statements.

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY - AS ADJUSTED
pt share and per share data)

	Preferred Stock	Common Stock Shares	$1 par Value	Additional Paid In Capital-Common Stock	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock	Sto Equ
		57,139,230	$ 57,139	$ 596,344	$ 713,633	$ 2,201	$ (200,764)	$ 1,
					54,377			54,3
or service credit nd postretirement nefit) of $(310)						(578)		(578
anslation tax (benefit) of						147,574		147
gn operation, net of						523		523
realized loss on t of tax (benefit) of						(11,899)		(11,
e income								189
ring, including the easury shares		500,000	500	162,573			201,456	364
d stock		350,861	351	(351)				—
n stock in connection of Tommy Hilfiger		7,872,980	7,873	467,734				475
referred shares	$ 188,595							188
, net of withholding shares		320,000	320	8,640			(8,960)	—
ls under stock plans		1,051,496	1,052	22,887				23,9
wards under stock				10,539				10,5
nsation expense				33,281				33,2
					(10,015)			(10,
68 treasury shares							(2,481)	(2,4
	188,595	67,234,567	67,235	1,301,647	757,995	137,821	(10,749)	2,44
					275,697			275
or service credit nd postretirement nefit) of $(344)						(535)		(53
anslation tax (benefit) of						(82,062)		(82,
realized gain on t of tax (benefit) of						18,611		18,6
e income								211

ls under stock plans		1,063,206	1,063	23,394				24,4
wards under stock				11,943				11,9
nsation expense				40,938				40,9
					(10,874)			(10,
38 treasury shares							(5,270)	(5,2
	188,595	68,297,773	68,298	1,377,922	1,022,818	73,835	(16,019)	2,71
					433,840			433
or service credit nd postretirement nefit) of $(338)						(542)		(542
anslation tax expense of $469						86,492		86,4
realized (loss) on t of tax expense of						(19,903)		(19,
e income								499
ls under stock plans		837,360	837	12,434				13,2
wards under stock				15,332				15,3
nsation expense				33,599				33,5
ertible preferred	(188,595)	4,189,358	4,189	184,406				—
					(10,985)			(10,
065 treasury shares							(13,984)	(13,
	$ —	73,324,491	$ 73,324	$ 1,623,693	$ 1,445,673	$ 139,882	$ (30,003)	$ 3,

dated financial statements.

OLIDATED FINANCIAL STATEMENTS
e amounts in thousands, except per share data)

OF SIGNIFICANT ACCOUNTING POLICIES

ness — PVH Corp. and its subsidiaries (collectively, the "Company") together constitute a global apparel company whose brand portfol
nationally recognized brand names, including Calvin Klein, Tommy Hilfiger, Van Heusen, IZOD, Bass, ARROW and Eagle, which are
e, Kenneth Cole New York, Kenneth Cole Reaction, Sean John, JOE Joseph Abboud, MICHAEL Michael Kors, Michael Kors Collectio
gnature Collection, DKNY, Elie Tahari, Nautica, Ted Baker, J. Garcia, Claiborne, Robert Graham, U.S. POLO ASSN., Ike Behar, Axc
Varvatos, which are licensed, as well as various other licensed and private label brands. The Company designs and markets branded dr
ar and, to a lesser extent, footwear and other related products and licenses its owned brands over a broad range of products.

lidation — The consolidated financial statements include the accounts of the Company. Intercompany accounts and transactions have b
lidation. Investments in entities that the Company does not control but has the ability to exercise significant influence over are accounte
f accounting. The Company's Consolidated Income Statements include its proportionate share of the net income or loss of these entities

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires managem
mptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ fro

Company uses a 52-53 week fiscal year ending on the Sunday closest to February 1. References to a year are to the Company's fiscal ye
erwise. Results for 2012, 2011 and 2010 represent the 53 weeks ended February 3, 2013, 52 weeks ended January 29, 2012 and 52 wee
espectively.

ivalents — The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equ
s of cash and cash equivalents at February 3, 2013 consisted principally of bank deposits and investments in money market funds.

e — Accounts receivable, as presented on the Company's Consolidated Balance Sheets, is net of allowances. An allowance for doubtfu
an analysis of the aging of accounts receivable and assessments of collectibility based on historic trends, the financial condition of the C
valuation of economic conditions. The Company writes off uncollectible trade receivables once collection efforts have been exhausted a
balance is not recoverable. Costs associated with allowable customer markdowns and operational chargebacks, net of the expected reco
for allowances included in accounts receivable. These provisions result from seasonal negotiations, as well as historic deduction trends
, and the evaluation of current market conditions.

Intangible Assets — The Company assesses the recoverability of goodwill annually, at the beginning of the third quarter of each fiscal
s if an event occurs or circumstances change that would indicate the carrying amount may be impaired. Impairment testing for goodwill
el. Under Financial Accounting Standards Board ("FASB") guidance for goodwill and other intangible assets, a reporting unit is defined
r one level below the operating segment, called a component. However, two or more components of an operating segment will be aggr
orting unit if the components have similar economic characteristics. In 2012, the Company adopted new authoritative accounting guida
ess qualitative factors to determine whether it is necessary to perform the more detailed two-step quantitative goodwill impairment test.
the quantitative test if its qualitative assessment determined it is more likely than not that a reporting unit's fair value is less than its car
any may elect to bypass the qualitative assessment and proceed directly to the quantitative test for any reporting unit. When performing
impairment loss is recognized if the carrying amount of the reporting unit's net assets exceeds the estimated fair value of the reporting u
reporting unit goodwill is determined to exceed the implied fair value of that goodwill. The estimated fair value of a reporting unit is ca
cash flow model.

ngible assets not subject to amortization are tested for impairment annually, at the beginning of the third quarter of each fiscal year, and
ent occurs or circumstances change that would indicate that

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e amounts in thousands, except per share data)

t may be impaired. In 2012, the Company also adopted new authoritative accounting guidance that allows it to first assess qualitative fac
t is necessary to perform a more detailed quantitative impairment test for its indefinite-lived intangible assets. The Company performs t
s qualitative assessment determined it was more likely than not that the assets are impaired. The Company may elect to bypass the qual
ceed directly to the quantitative test. When performing the quantitative test, an impairment loss is recognized if the carrying amount of t
ue of the asset, which is determined using the estimated discounted cash flows associated with the asset's use. Intangible assets with fin
r estimated useful lives and are tested for impairment along with other long-lived assets as described below.

ormed its required annual impairment tests for goodwill and other indefinite-lived intangible assets at the beginning of the third quarters
impairment of goodwill or other intangible assets resulted from any of these tests.

— The Company reviews for and records impairment losses on long-lived assets (excluding goodwill and other indefinite-lived intangib
ASB guidance for the impairment or disposal of long-lived assets. The Company records impairment losses when events and circumstanc
ets might be impaired and the undiscounted cash flows estimated to be generated by the related assets are less than the carrying amount
ote 9, "Fair Value Measurements" for a further discussion.

ntories are comprised principally of finished goods and are stated at the lower of cost or market. Cost for certain wholesale apparel inve
etermined using the first-in, first-out method. Cost for all other inventories is determined using the weighted average cost method.

onsignment by third parties totaled $9,417 at February 3, 2013 and $9,959 at January 29, 2012.

Equipment — Property, plant and equipment is stated at cost less accumulated depreciation. Depreciation is generally provided over the
elated assets on a straight-line basis. The range of useful lives is principally as follows: Buildings and building improvements: 15-40 ye
e and equipment: 2-10 years; furniture and fixtures: 3-10 years; and fixtures located in third party customer locations ("shop-in-shops")
ears. Leasehold improvements are depreciated using the straight-line method over the lesser of the term of the related lease or the estima
certain circumstances, contractual renewal options are considered when determining the term of the related lease. Major additions and b
repairs and maintenance are charged to operations in the period incurred. Depreciation expense totaled $122,424, $112,495 and $98,61
pectively.

pany leases retail locations, warehouses, showrooms, office space and equipment. Assets held under capital leases are included in prope
are amortized over the lesser of the term of the related lease or the estimated useful life of the asset. The Company accounts for rent exp
le operating leases with scheduled rent increases and rent holidays on a straight-line basis over the lease term. The Company determines
n of a lease by assuming the exercise of those renewal options that are reasonably assured because of the significant economic penalty th
hose options. The excess of straight-line rent expense over scheduled payments is recorded as a deferred liability. In addition, the Compa
ontributions from landlords primarily as an incentive for the Company to lease retail store space from the landlords. Such amounts are a
nt expense over the life of the related lease.

on — Revenue from the Company's wholesale operations is recognized at the time title to the goods passes and the risk of loss is transfe
s by the Company's retail stores, revenue is recognized when goods are sold to consumers. Allowances for estimated returns and discou
s are recorded. Royalty revenue for licensees whose sales exceed contractual sales minimums, including licensee contributions toward a
licensed products are sold as reported by the Company's licensees. For licensees whose sales do not exceed contractual sales minimum
ed ratably based on contractual requirements for the timing of minimum payments.

gift cards to customers in its retail stores. The Company does not charge administrative fees on gift cards, nor do they expire. Upon the
ustomer, a liability is established for the cash value of the gift

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e amounts in thousands, except per share data)

s relieved and revenue is recognized when the gift card is redeemed by the customer or if the Company determines that the likelihood of
d is remote (also known as "gift card breakage") and that it does not have a legal obligation to remit the value of such unredeemed gift c
rd breakage was immaterial in each of the last three years.

The Company uses certain sales incentive programs related to certain of the Company's retail operations, such as a customer loyalty pro
s. The Company's loyalty program is structured such that customers receive gift cards for future use after specified levels of spending ar
me period. Costs associated with the Company's loyalty program are recorded ratably as a cost of goods sold based on enrolled custome
ociated with coupons are recorded as a reduction of revenue at the time of coupon redemption.

and Selling, General and Administrative Expenses — Costs associated with the production and procurement of product are included in
g shipping and handling costs such as inbound freight costs, purchasing and receiving costs, inspection costs and other product procure
other expenses, excluding interest and income taxes, are included in selling, general and administrative expenses, including warehousin
s, as the predominant expenses associated therewith are general and administrative in nature, including rent, utilities and payroll.

ing Fees — Shipping and handling fees billed to customers are included in net sales.

ertising costs are expensed as incurred and are included in selling, general and administrative expenses. Costs associated with cooperati
s, under which the Company shares the cost of a customer's advertising expenditures, are treated as a reduction of revenue. Advertising
370,153 and $302,829 in 2012, 2011 and 2010, respectively. Prepaid advertising expenses recorded in prepaid expenses and other assets
t February 3, 2013 and January 29, 2012, respectively.

Company accounts for sales taxes and other related taxes on a net basis, excluding such taxes from revenue and cost of goods sold.

eferred tax assets and liabilities are recognized for temporary differences between the tax bases of assets and liabilities and their reporte
ancial statements. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the periods in which thos
es are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in result
riod that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts
realized.

t is required in assessing the timing and amount of deductible and taxable items, evaluating tax positions and in determining the income
pany recognizes income tax benefits only when it is more likely than not that the tax position will be fully sustained upon review by tax
g resolution of related appeals or litigation processes, if any. If the recognition threshold is met, the Company measures the tax benefit
is greater than 50 percent likely to be realized upon ultimate settlement. For tax positions that are 50 percent or less likely of being susta
does not recognize any portion of that benefit in the financial statements. When the outcome of these tax matters changes, the change in
on for income taxes in the period that such a determination is made. The Company recognizes interest and penalties related to unrecogni
pany's income tax provision.

ranslation and Transactions — The consolidated financial statements of the Company are prepared in United States dollars. If the functi
n subsidiary is not the United States dollar, assets and liabilities are translated to United States dollars at the exchange rates in effect at t
heet date and revenue and expenses are translated to United States dollars at the average exchange rate for the applicable period. Any a
translation are recorded in stockholders' equity as a component of accumulated other comprehensive income ("AOCI"). Transaction ga
tions denominated in a currency other than the functional currency of a particular entity are included in selling, general and administrat
d a loss of $1,911, $5,729 and $4,786 in 2012, 2011 and 2010, respectively.

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ts — The Company has exposure to changes in foreign currency exchange rates related to certain anticipated cash flows associated wit
ory purchases. In addition, the Company has exposure to changes in foreign currency exchange rates on certain intercompany loans. To
ures, the Company uses foreign currency forward exchange contracts. The Company also has exposure to interest rate volatility related
loan facilities. The Company entered into an interest rate swap agreement and an interest rate cap agreement to hedge against this expo
eement expired on September 6, 2012. The Company does not use derivative financial instruments for speculative or trading purposes.
he foreign currency forward exchange contracts and interest rate contracts (collectively referred to as "cash flow hedges") at fair value i
ce Sheets. The fair value of the foreign currency forward exchange contracts is measured as the total amount of currency to be purchase
fference between (i) the forward rate as of the period end date and (ii) the settlement rate specified in each contract. The fair values of t
sed on observable interest rate yield curves and represent the expected discounted cash flows underlying the financial instruments. Cha
hedges that are designated as effective hedging instruments are deferred in equity as a component of AOCI. Any ineffectiveness in such
ely recognized in earnings. Changes in the fair value of hedges that are not designated as effective hedging instruments are immediately
ngs. The Company had exposure to changes in foreign currency exchange rates in connection with the Company's acquisition of Tomm
iliated companies (collectively, "Tommy Hilfiger"), for which the Company entered into foreign currency forward exchange contracts
0. Cash flows from the Company's derivative instruments are classified in the Consolidated Statements of Cash Flows in the same cate

sification of Early Settlements of Long-Term Obligations — The Company classifies obligations settled after the balance sheet date but
ncial statements based on the contractual payment terms of the underlying agreements.

ng for Pension and Other Postretirement Plans — During the fourth quarter of 2012, the Company changed its method of accounting fo
its pension and other postretirement plans. Historically, the Company recognized actuarial gains and losses for its pension and other
gations and pension plan assets as a component of other comprehensive income in the periods in which they arose. As set forth in FASB
er postretirement plans, the Company amortized actuarial gains and losses (to the extent they exceeded a 10% corridor) in future period
service period of active employees or, if substantially all plan participants were inactive, over the average remaining life expectancy of i
mponent of its net periodic benefit cost. The Company elected in the fourth quarter of 2012 to begin to immediately recognize actuarial
ng results in the year in which they occur. These gains and losses are measured at least annually as of the end of the Company's fiscal y
be recognized during the fourth quarter of each year. Additionally, the Company will no longer calculate expected return on plan asset
technique for market-related value of plan assets but instead will use the fair value of plan assets. The Company believes the accounti
e transparency of the Company's operational performance by recognizing in current period earnings the financial statement effects of c
Company's pension and other postretirement obligations and changes in fair value of pension plan assets. The financial data for all pri
retrospectively adjusted to reflect the effect of these accounting changes. The cumulative effect of the changes on retained earnings as o
was a reduction of $82,649, with an offset to AOCI. Please see Note 10, "Retirement and Benefit Plans" for a further discussion of the C
ostretirement plans.

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e amounts in thousands, except per share data)

presents the Company's results under its historical method and as adjusted to reflect the effect of these accounting changes:

	2012 Recognized Under Previous Method	Adjustments	Recognized Under New Method	2011 As Originally Reported in Form 10-K in 2011	Adjustments	As Retrospectively Adjusted	2010 As Originally Reported in Form 10-K in 2010	Adjustments	As Retro Adjus
nformation:									
nses	$ 2,584,257	$ 10,058	$ 2,594,315	$ 2,481,370	$ 68,480	$ 2,549,850	$ 2,071,416	$ 365	$ 2,07
est and	670,420	(10,058)	660,362	559,653	(68,480)	491,173	203,395	(365)	203,0
	113,136	(3,864)	109,272	113,684	(26,296)	87,388	22,768	(937)	21,83
	440,034	(6,194)	433,840	317,881	(42,184)	275,697	53,805	572	54,37
er common	6.07	(0.09)	5.98	4.46	(0.60)	3.86	0.82	0.01	0.83
per	5.96	(0.09)	5.87	4.36	(0.58)	3.78	0.80	0.01	0.81

	2012 Recognized Under Previous Method	Adjustments	Recognized Under New Method	2011 As Originally Reported in Form 10-K in 2011	Adjustments	As Retrosp Adjusted
mation:						
	$ 1,576,128	$ (130,455)	$ 1,445,673	$ 1,147,079	$ (124,261)	$ 1,022,81
	9,427	130,455	139,882	(50,426)	124,261	73,835

ensation — The Company recognizes all share-based payments to employees, including grants of employee stock options, as compensat ements based on their grant date fair values. Please see Note 12, "Stock-Based Compensation" for a further discussion.

counting Standards — The FASB issued in May 2011 guidance to clarify and revise the requirements for measuring fair value and for d air value measurements. The Company adopted this guidance prospectively beginning in 2012 and such adoption did not have a materia consolidated results of operations or financial position.

n September 2011 guidance that is intended to reduce the cost and complexity of the goodwill impairment test by providing an entity wi s qualitatively whether it is necessary to perform the two-step impairment test that is currently in place. An entity would not be required late the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying ne effective for the Company in the first quarter of 2012. The Company adopted this guidance and performed such tests during the third did not have any impact on the Company's consolidated results of operations or financial position.

n July 2012 guidance that is intended to reduce the cost and complexity of the impairment test for indefinite-lived intangible assets by pr on to first assess qualitatively whether it is necessary to perform the impairment test that is currently in place. An entity would not be rec late the fair value of an indefinite-lived intangible asset unless the entity determines that it is more likely than not that its fair value is le ne Company early adopted this guidance and performed such tests during the third quarter of 2012. The adoption did not have any impa dated results of operations or financial position.

n February 2013 guidance that requires an entity to provide information about significant amounts reclassified out of accumulated other
ome. For amounts that are required to be reclassified in their entirety to net income in the same reporting period, an entity must report th
heir corresponding effect on the respective line items of net income. Such information is required to be presented either on the face of th
or as a separate disclosure in the footnotes to the financial statements. For other amounts that are not required to be reclassified to

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e amounts in thousands, except per share data)

entirety, an entity is required to cross-reference to other disclosures. This guidance becomes effective for the Company in the first quart
ot have any impact on the Company's consolidated results of operations or financial position.

- Certain reclassifications have been made to the consolidated financial statements and the notes thereto for the prior year periods to pre
sis consistent with the current year. Additionally, see "Change in Accounting for Pension and Other Postretirement Plans" above for a d
ng for the Company's pension and other postretirement plans and resulting changes in the Company's previously reported amounts.

NS

naco

ired all of the outstanding equity interests of The Warnaco Group, Inc. ("Warnaco") subsequent to the close of the fiscal year ended Feb
o Note 21, "Subsequent Events (Unaudited)," for a further discussion.

erlands Franchisee

the Company acquired from a former Tommy Hilfiger franchisee in the Netherlands 100% of the share capital of ten affiliated compan
Hilfiger stores in the Netherlands. The Company paid $13,104 as consideration for this transaction, which was accounted for as a busin

mmy Hilfiger Tailored Apparel License

ny entered into agreements to reacquire from a licensee, prior to the expiration of the license, the rights to distribute Tommy Hilfiger br
Europe and acquire an outlet store from the licensee. The transfer of the rights and store ownership was effective December 31, 2012. U
mpany made a payment of $9,641, based on the applicable exchange rate in effect on the payment date, to the licensee during the fourth
nal payment of $24,752, based on the applicable exchange rate in effect on the payment date, to the licensee during the fourth quarter o
vas accounted for as a business combination.

rpetually Licensed Rights for Tommy Hilfiger in India

arter of 2011, the Company reacquired the rights in India to the Tommy Hilfiger trademarks that had been subject to a perpetual license
ernational Limited ("GVM"). The transaction was accounted for as a business combination. The Company paid $25,000 during the thir
on for this transaction. In addition, the Company is required to make annual contingent purchase price payments based on a percentage
agreed upon threshold of Tommy Hilfiger products in India for a period of five years (or, under certain circumstances, a period of six y
sition date. Such payments are subject to a $25,000 aggregate maximum and are due within 60 days following each one-year period. Th
nmenced on July 1, 2011. During the third quarter of 2012, the Company made a contingent purchase price payment of $185 for the firs

the transaction, the Company recorded an expense of $20,709 during the third quarter of 2011 due to the settlement of an unfavorable co
ng relationship with the licensee, as the license provided favorable terms to the licensee. Such expense was included within selling, ger
nses.

my Hilfiger

ired on May 6, 2010 all of the outstanding equity interests of Tommy Hilfiger. The results of Tommy Hilfiger's operations have been in
solidated financial statements since that date. Tommy Hilfiger designs, sources and markets men's, women's and children's sportswear
ear and other products worldwide and licenses its brands worldwide over a broad range of products. This transaction was accounted for a
on.

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e amounts in thousands, except per share data)

cquisition Consideration

e fair value of the consideration paid, based on applicable exchange rates in effect on the closing date, consisted of the following:

	$ 2,485,776
73 shares, par value $1.00 per share)	475,607
he acquisition consideration	$ 2,961,383

e 7,873 common shares issued was equal to the aggregate value of the shares at the closing market price of the Company's common sto
or to the closing. The value is not the same as the value of the shares as determined pursuant to the acquisition agreement, due to the flu
the Company's common stock between the date of the acquisition agreement and the date of the acquisition closing.

ed the cash portion and related costs of the Tommy Hilfiger acquisition with cash on hand and the net proceeds of the following activiti
10 of 5,750 shares of the Company's common stock; (ii) the issuances of an aggregate of 8 shares of Series A convertible preferred sto
o 4,189 shares of the Company's common stock, for an aggregate gross purchase price of $200,000; (iii) the issuance of $600,000 of 7
(iv) the borrowing of approximately $1,900,000 of term loans under new credit facilities.

red certain pre-tax costs directly associated with the acquisition during 2010, totaling approximately $72,000, which are included withi
strative expenses in its financial statements. The Company also recorded a loss of $140,490 during 2010 associated with hedges against
exchange rates relating to the purchase price. During 2010 the Company incurred costs totaling $29,251 associated with the issuance o
red shares related to the acquisition, which were deducted from the recognized proceeds of issuance within stockholders' equity. During
incurred costs totaling $71,533 associated with the issuance of debt related to the acquisition.

f the Transaction

presents the Company's pro forma consolidated results of operations for the year ended January 30, 2011 as if the acquisition and the r
ns had occurred on February 1, 2010 (the first day of its fiscal year ended January 30, 2011) instead of on May 6, 2010. The pro forma
lying the Company's accounting policies and reflect: (i) the impact on depreciation and amortization based on what would have been c
lue adjustments to Tommy Hilfiger's property, plant and equipment and the intangible assets recorded in connection with the acquisitio
xpense and interest income resulting from changes to the Company's capital structure in connection with the acquisition; (iii) the impac
from acquisition date adjustments to the fair value of inventory; and (iv) the tax effects of the above adjustments. The pro forma result
nergies or other effects of the integration of Tommy Hilfiger. Accordingly, such pro forma amounts are not indicative of the results that
d had the acquisition been completed on February 1, 2010, nor are they indicative of the future operating results of the combined comp

Pro Forma Year Ended 1/30/11
$ 5,282,732
292,843

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

cquisition Consideration

sets acquired and liabilities assumed in connection with the acquisition was as follows:

	Amounts Recognized As of Acquisition Date (Final)
	$ 120,477
	288,891
	23,646
	81,352
equipment	238,026
	1,271,829
	1,635,417
	172,069
	110,705
	91,436
	209,873
	679,720

mmy Hilfiger Handbag License

he Company entered into an agreement to reacquire from a licensee, prior to the expiration of the license, the rights to distribute Tommy
f the United States. The effective date of the transfer of the rights was December 31, 2010. In connection with this transaction, the Comp
9, based on the applicable exchange rate in effect on the payment date, to the former licensee during the second quarter of 2010. This tra
s a business combination.

PLANT AND EQUIPMENT

equipment, at cost, was as follows:

	2012		2011
	$ 1,057		$ 1,028
ing improvements	73,003		70,692
e and equipment	297,714		245,61
es	271,690		216,33
	101,338		78,034
ments	437,023		360,35
gress	2,873		23,686
equipment, gross	1,184,698		995,74
depreciation	(623,363	)	(536,8
equipment, net	$ 561,335		$ 458,8

gress at February 3, 2013 and January 29, 2012 represents costs incurred for machinery, software and equipment, furniture and fixtures
ents not yet placed in use, principally related to the construction of warehouse and distribution centers and retail stores. Interest costs ca

rogress were immaterial during 2012, 2011 and 2010.

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

AND OTHER INTANGIBLE ASSETS

carrying amount of goodwill, by segment, were as follows:

	Heritage Brand Wholesale Dress Furnishings	Heritage Brand Wholesale Sportswear	Calvin Klein Licensing	Tommy Hilfiger North America	Tommy Hilfiger International	Total
ry 30, 2011						
	$ 70,589	$ 84,553	$ 304,924	$ 198,501	$ 1,161,920	$ 1,820
rment losses	—	—	—	—	—	—
	70,589	84,553	304,924	198,501	1,161,920	1,820,4
e price payments	—	—	51,309	—	—	51,309
n	—	—	(198)	—	(49,123)	(49,321
ry 29, 2012						
	70,589	84,553	356,035	198,501	1,112,797	1,822,4
rment losses	—	—	—	—	—	—
	70,589	84,553	356,035	198,501	1,112,797	1,822,4
e price payments	—	—	51,715	—	—	51,715
uisition of see	—	—	—	—	11,036	11,036
quisition of lored apparel	—	—	—	—	23,735	23,735
n	—	—	875	—	49,051	49,926
ary 3, 2013						
	70,589	84,553	408,625	198,501	1,196,619	1,958,8
rment losses	—	—	—	—	—	—
	$ 70,589	$ 84,553	$ 408,625	$ 198,501	$ 1,196,619	$ 1,958

quired to make contingent purchase price payments to Mr. Calvin Klein in connection with the Company's acquisition in 2003 of all of t
ck of Calvin Klein, Inc. and certain affiliated companies (collectively, "Calvin Klein"). Such payments are based on 1.15% of total worl
the acquisition agreement (as amended), of products bearing any of the Calvin Klein brands and are required to be made with respect to
uary 12, 2018. A significant portion of the sales on which the payments to Mr. Klein are made are wholesale sales by the Company and
partners to retailers.

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

angible assets consisted of the following:

	February 3, 2013			January 29, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
bject to amortization:						
hips[(1)]	$ 190,383	$ (41,158)	$ 149,225	$ 178,946	$ (29,328)	$ 149,6
mpete	2,220	(2,220)	—	2,218	(1,962)	256
	32,287	(32,287)	—	32,287	(32,287)	—
	8,565	(3,636)	4,929	5,937	(2,822)	3,115
ets subject to amortization	233,455	(79,301)	154,154	219,388	(66,399)	152,98
t subject to amortization:						
	2,327,809	—	2,327,809	2,306,857	—	2,306,8
ghts	86,000	—	86,000	86,000	—	86,000
al license rights	13,042	—	13,042	12,532	—	12,532
ets not subject to	2,426,851	—	2,426,851	2,405,389	—	2,405,3
ets	$ 2,660,306	$ (79,301)	$ 2,581,005	$ 2,624,777	$ (66,399)	$ 2,558

y relates to customer relationships of $6,566 and license rights of $2,522 recorded in connection with the reacquisition of the Tommy H
nse, effective December 31, 2012. These customer relationships are amortized over 10 years and license rights are amortized over 15 m
ed acquisition.

se related to the Company's amortizable intangible assets was $12,902 and $14,153 for 2012 and 2011, respectively.

se, a portion of which is subject to exchange rate fluctuation, for the next five years related to the Company's intangible assets as of Fe
be as follows:

Amount
$ 15,364
13,603
13,251
13,251
13,251

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

TS IN UNCONSOLIDATED AFFILIATES

ny formed a joint venture, Tommy Hilfiger do Brasil S.A., in Brazil, in which the Company owns a 40% economic interest. The joint v
icense for the Tommy Hilfiger brand in Brazil that became effective on January 4, 2013. The Company made funding payments with re
g $6,464 during 2012. This investment is being accounted for under the equity method of accounting.

ny formed a joint venture, TH Asia Ltd., in China, in which the Company owns a 45% economic interest. The joint venture assumed di
ny Hilfiger wholesale and retail distribution business in China from the prior licensee on August 1, 2011. The Company made funding p
5% interest totaling $17,100 during 2011. This investment is being accounted for under the equity method of accounting.

ny completed a $30,000 acquisition from Ganesha Limited and Ganesha Brands Limited, both of which are affiliates of GVM, of a 50%
a company that has since been renamed Tommy Hilfiger Arvind Fashion Private Limited ("TH India"). TH India was GVM's sublicer
demarks for apparel, footwear and handbags in India. As a result of the transaction, TH India is now the direct licensee of the trademark
an fragrance), operates a wholesale apparel, footwear and handbags business in connection with its license, and sublicenses the tradema
t categories. The Company made additional payments totaling $1,900 and $1,600 to TH India during 2012 and 2011, respectively, to co
share of funding. This investment is being accounted for under the equity method of accounting.

oncurrent assets in the Company's Consolidated Balance Sheets as of February 3, 2013 and January 29, 2012 is $62,021 and $46,966, re
estments in unconsolidated affiliates.

ings

y's subsidiaries has a Yen-denominated overdraft facility with a Japanese bank, which provides for borrowings of ¥1,000,000 (approxin
xchange rates in effect on February 3, 2013) and is utilized to fund working capital. Borrowings under the facility are unsecured and bea
panese inter-bank borrowing rate ("TIBOR") plus 0.15%. Such facility renews automatically unless the Company gives notice of termin
facility was borrowed as of February 3, 2013. The weighted average interest rate on the funds borrowed at February 3, 2013 was 0.33%.

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

nts of the Company's long-term debt were as follows:

	2012	2011
loan A facility - United States dollar-denominated	$ 560,000	$ 616,000
loan A facility - Euro-denominated	—	109,470
loan B facility - United States dollar-denominated	340,000	397,000
loan B facility - Euro-denominated	—	80,785
cured notes	700,000	—
cured notes	600,000	600,000
	99,642	99,621
	2,299,642	1,902,876
on of long-term debt	88,000	69,951
	$ 2,211,642	$ 1,832,92

9, "Fair Value Measurements," for the fair value of the Company's long-term debt as of February 3, 2013 and January 29, 2012.

013, the Company's mandatory long-term debt repayments for the next five years were as follows:

Amount
$ 88,000
144,000
328,000
340,000
—

013, after taking into account the interest rate swap agreement discussed below, approximately 85% of the Company's total debt was a
nder at variable rates.

dit Facilities

e Company entered into a senior secured credit facility, which it amended and restated on March 2, 2011 ("the amended facility"). The
a Euro-denominated term loan A facility, a United States dollar-denominated term loan A facility, a Euro-denominated term loan B fac
-denominated term loan B facility, a United States dollar-denominated revolving credit facility and two multi-currency (one United Sta
r, and the other Euro, Japanese Yen and British Pound) revolving credit facilities. On February 13, 2013, in connection with the Warnac
npany entered into a new senior secured credit facility, which replaced the credit facility in place on February 3, 2013. Please refer to N
s (Unaudited)," for a further discussion. The following discussion is of the credit facility in place as of February 3, 2013.

e payments on its term loans of $450,725 during 2011, including a voluntary prepayment of $149,275 in connection with the closing of
the first quarter of 2011. The Company made payments on its term loans totaling $299,598 during 2012.

y provided for initial borrowings of up to an aggregate of approximately $1,970,000 (based on applicable exchange rates on March 2, 2
aggregate of approximately $1,520,000 of term loan facilities; and (ii) approximately $450,000 under revolving credit facilities. As of F

icable exchange rates on such date, the amended facility provided for approximately $450,000 of revolving credit, under which the Cor

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e amounts in thousands, except per share data)

rowings and $42,436 of letters of credit outstanding. The maximum amount of revolving credit borrowings outstanding during the year
as $130,000. The Company had $900,000 outstanding under its United States dollar-denominated term loan A and B facilities as of Feb
y had no borrowings outstanding under its Euro-denominated term loan A and B facilities as of February 3, 2013. Borrowed amounts re
ies are not subject to reborrowing.

term loan A facilities and the revolving loan facilities was in January 2016. The maturity of the term loan B facilities was in May 2016.
o pay cash dividends and make other restricted payments is limited, in each case, over specified amounts as defined in the agreement go
y. The terms of each of the term loan A and B facilities contain a mandatory repayment schedule on a quarterly basis. The outstanding b
facility are prepayable without penalty (other than customary breakage costs). The terms of the amended facility require the Company t
standing thereunder with (a) net cash proceeds of the incurrence of certain indebtedness, (b) net cash proceeds of certain asset sales or o
ing as a result of casualty or condemnation) that exceed certain thresholds, to the extent such proceeds are not reinvested in the business
stomary reinvestment provisions and (c) a percentage of excess cash flow, which percentage is based upon the Company's leverage ratio
d.

ollar-denominated borrowings under the amended facility bear interest at a rate equal to an applicable margin plus, as determined at the
either (a) a base rate determined as the highest of (i) the prime rate, (ii) the United States federal funds rate plus 1/2 of 1% and (iii) a on
ncy rate plus 1% (provided that, in the case of the term loan B facility, in no event will the base rate be less than 1.75%) or (b) an adjuste
calculated in a manner set forth in the amended facility (provided that, in the case of the term loan B facility, in no event will the adjuste
e less than 0.75%).

nominated borrowings under the amended facility bear interest at a rate equal to an applicable margin plus, as determined at the Compan
n prime rate determined by reference to the greater of (i) the average of the rates of interest per annum equal to the per annum rate of in
nd commonly known in Canada as the "prime rate" or which Royal Bank of Canada establishes at its main office in Toronto, Ontario as
erest in order to determine interest rates for loans in Canadian dollars to its Canadian borrowers and (ii) the sum of (x) the average of th
n dollar bankers' acceptances having a term of one month that appears on the Reuters Screen CDOR Page as of 10:00 a.m. (Toronto tim
on, as reported by the administrative agent (and if such screen is not available, any successor or similar service as may be selected by the
t), and (y) 1%, or (b) an adjusted Eurocurrency rate, calculated in a manner set forth in the amended facility.

der the amended facility in currencies other than United States dollars or Canadian dollars bear interest at a rate equal to an applicable m
rrency rate, calculated in a manner set forth in the amended facility (provided that, in the case of the term loan B facility, in no event wil
ncy rate be deemed to be less than 0.75%).

gins at February 3, 2013 were (a) in the case of the United States dollar-denominated term loan A facility, 2.25% for adjusted Eurocurre
r base rate loans, as applicable, (b) in the case of the United States dollar-denominated term loan B facility, 2.75% for adjusted Eurocurr
r base rate loans, as applicable, (c) in the case of the Euro-denominated term loan A facility, 2.50%, (d) in the case of the Euro-denomin
% and (e) in the case of the revolving credit facilities, (x) for borrowings denominated in United States dollars, 2.25% for adjusted Euro
% for base rate loans, as applicable, (y) for borrowings denominated in Canadian dollars, 2.25% for adjusted Eurocurrency rate loans an
rate loans, as applicable, and (z) for borrowings denominated in other currencies, 2.50%.

quarter of 2011, the Company entered into an interest rate swap agreement for a three-year term commencing on June 6, 2011. The agre
the intended effect of converting an initial notional amount of $632,000 of the Company's variable rate debt obligation under its United
senior secured term loan A facility to fixed rate debt. According to a pre-set schedule during the term of the swap agreement, the initial
d to $540,908 as of February 3, 2013 and will continue to be reduced such that based on the Company's projections for future debt repa
ding debt under the facility is expected to always equal or exceed the then-outstanding notional amount of the swap. Under the terms of

nen-outstanding

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e Company's exposure to fluctuations in the three-month London inter-bank borrowing rate ("LIBOR") is eliminated, and it will pay a f
rrent applicable margin.

he second quarter of 2011, the Company entered into an interest rate cap agreement for a 15-month term commencing on June 6, 2011.
gned with the intended effect of capping the interest rate on an initial notional amount of €165,895 of the Company's variable rate debt
minated senior secured term loan A and B facilities. Such cap agreement expired September 6, 2012.

s Due 2022

012, the Company issued $700,000 principal amount of 4 1/2% senior notes due December 15, 2022 in connection with the Warnaco ac
% notes is payable semi-annually in arrears on June 15 and December 15 of each year, beginning on June 15, 2013.

redeem some or all of these notes at any time prior to December 15, 2017 by paying a "make whole" premium plus any accrued and un
onditions, the Company may also redeem up to 35% of these notes prior to December 15, 2015 with the net cash proceeds of certain equ
aving to pay a penalty or "make whole" premium. In addition, the Company may redeem some or all of these notes on or after Decembe
n prices plus any accrued and unpaid interest. The Company's ability to pay cash dividends and make other restricted payments is limit
amounts as defined in the indenture governing the notes.

s Due 2020

e Company issued $600,000 principal amount of 7 3/8% senior notes due May 15, 2020. Interest on the 7 3/8% notes is payable semi-an
nd November 15 of each year.

redeem some or all of these notes on or after May 15, 2015 at specified redemption prices plus any accrued and unpaid interest. The Co
r all of these notes at any time prior to May 15, 2015 by paying a "make whole" premium plus any accrued and unpaid interest. In addi
s, the Company may also redeem up to 35% of these notes prior to May 15, 2013, by paying a set premium, with the net proceeds of cer
pany's ability to pay cash dividends and make other restricted payments is limited, in each case, over specified amounts as defined in th
.

uarter of 2012, the Company received the requisite consents from holders of these notes to amend the indenture governing the notes. Th
es the amount of secured indebtedness that the Company is permitted to incur without equally and ratably securing the notes. Under the
ion, the Company paid $5,749 during the fourth quarter to the holders of the notes.

Due 2023

utstanding $100,000 of debentures due on November 15, 2023 with a yield to maturity of 7.80%. The debentures accrue interest at the r
able semi-annually. Pursuant to the indenture governing the debentures, the Company must maintain a certain level of stockholders' equ
ds and make other restricted payments, as defined in the indenture governing the debentures.

emption of 2011 Notes and 2013 Notes

menced tender offers on April 7, 2010 for (i) all of the $150,000 outstanding principal amount of its notes due 2011; and (ii) all of the $
al amount of its notes due 2013. The tender offers expired on May 4, 2010. On May 6, 2010, the Company accepted for purchase all of t
ment to tendering holders and called for redemption all of the balance of its outstanding 7 1/4% senior notes due 2011 and all of the bal

senior notes due 2013. The redemption prices of the notes due 2011 and 2013 were 100.000% and 101.354%, respectively, of the outsta
amount of each applicable note, plus accrued and unpaid interest thereon to the redemption date. On May 6, 2010, the Company made a
t, including accrued and unpaid

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ee for the notes due 2011 and 2013. As a result, such notes were satisfied and effectively discharged as of May 6, 2010.

the Company's assets have been pledged as collateral to secure the Company's obligations under its senior secured credit facilities, the
3 and contingent purchase price payments to Mr. Calvin Klein as discussed in Note 4, "Goodwill and Other Intangible Assets."

96,687, $111,433 and $110,018 in 2012, 2011 and 2010, respectively.

XES

oreign components of income before provision for income taxes were as follows:

	2012	2011	2010
	$ 229,080	$ 127,393	$ 27,80
	314,032	235,692	48,405
	$ 543,112	$ 363,085	$ 76,20

5,502, $71,873 and $40,169 in 2012, 2011 and 2010.

efit) for income taxes attributable to income consisted of the following:

	2012	2011	2010
	$ 33,277	$ 36,552	$ 19,79
	35,766	17,880	(11,295
	4,716	9,128	2,759
	6,305	(2,802)	496
	21,292	26,825	12,712
	7,916	(195)	(2,631
	$ 109,272	$ 87,388	$ 21,83

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e amounts in thousands, except per share data)

vision for income taxes for the years 2012, 2011 and 2010 was different from the amount computed by applying the statutory United St
the underlying income as follows:

	2012		2011		2010
x rate	35.0	%	35.0	%	35.0
me taxes, net of federal income tax benefit	1.2	%	0.8	%	6.5
nal jurisdictions, including foreign tax credits	(14.3	)%	(10.9	)%	(27.4
t-lived intangible asset and inventory valuation amortization	—	%	—	%	24.6
essional fees in connection with acquisitions	1.0	%	—	%	3.4
enefits	0.7	%	(0.3	)%	(4.2
nized tax credits	(1.0	)%	—	%	—
ational income tax rates	—	%	(1.4	)%	(6.9
n allowance	(1.6	)%	(1.6	)%	3.4
	(0.9	)%	2.5	%	(5.8
	20.1	%	24.1	%	28.6

nal jurisdictions, including foreign tax credits, reflected in the above table for 2012, 2011 and 2010 include not only those taxes at statu
t also taxes at special rates levied on income from certain jurisdictional activities. The Company expects to benefit from these special ra

deferred income tax assets and liabilities were as follows:

	2012		2011
ssets			
dit carryforwards	$ 95,665		$ 93,311
ensation and benefits	102,105		116,448
	13,765		19,606
able	12,751		14,820
es	22,844		18,239
	8,022		19,836
	255,152		282,260
ances	(9,945	)	(18,932
l tax assets, net of valuation allowances	$ 245,207		$ 263,32
iabilities			
	$ (712,496	)	$ (701,39
nd equipment	(22,732	)	(3,326
l tax liabilities	$ (735,228	)	$ (704,71
liability	$ (490,021	)	$ (441,38

the Company had domestic net operating loss carryforwards of approximately $2,123, tax effected state tax loss carryforwards of appro
urrent apportionment percentages would equate to approximately $366,299 of income (which is subject to change based upon future
entages), foreign net operating loss carryforwards of $237,985 and federal, state and local credit carryforwards of $31,187. The carryfor
etween 2013 and 2032. The valuation allowance decrease relates primarily to tax attributes (e.g., state, local and foreign net operating lo
which the Company currently believes it is more likely than not that a portion of these losses will be realized.

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not provide for deferred taxes on the excess of financial reporting over tax basis on its investments in all of its foreign subsidiaries that
nt in duration. The earnings that are permanently reinvested were $376,757 as of February 3, 2013. It is not practicable to estimate the a
yable if these earnings were repatriated due to the complexities associated with the hypothetical calculation.

enefit activity for each of the last two years was as follows:

	2012		2011
g of year	$ 184,004		$ 178,6
prior year tax positions	3,775		1,502
prior year tax positions	(2,747	)	(758
current year tax positions	22,114		18,164
limitations	(10,939	)	(11,896
urrency translation	1,757		(1,642
ear	$ 197,964		$ 184,0

f unrecognized tax benefits as of February 3, 2013, if recognized, would reduce the future effective tax rate under current accounting pr

es related to unrecognized tax benefits are recorded in the Company's income tax provision. Interest and penalties recognized in the Co
ne Statements totaled an expense of $3,420 and $2,969 for 2012 and 2011, respectively. Interest and penalties accrued in the Company's
ce Sheets as of February 3, 2013 and January 29, 2012 totaled $13,997 and $10,577, respectively. The Company records its liabilities fo
enefits principally in accrued expenses and other liabilities on the Company's Consolidated Balance Sheets based on the anticipated tim
ities.

income tax returns in the United States and in various foreign, state and local jurisdictions. With few exceptions, examinations have bee
thorities or the statute of limitations has expired for United States federal, foreign, state and local income tax returns filed by the Comp
It is reasonably possible that a reduction of uncertain tax positions in a range of $11,000 to $30,000 may occur within 12 months of Fe

E FINANCIAL INSTRUMENTS

xposure to changes in foreign currency exchange rates related to certain anticipated cash flows associated with certain international inv
on, the Company has exposure to changes in foreign currency exchange rates on certain intercompany loans. To help manage these expo
lly uses foreign currency forward exchange contracts.

has exposure to interest rate volatility related to its senior secured term loan facilities. The Company has entered into an interest rate sw
against this exposure. The Company had also entered into an interest rate cap agreement, which expired on September 6, 2012. Please s
r discussion of the Company's senior secured term loan facilities and these agreements.

ed into foreign currency forward exchange contracts with respect to €1,550,000 during 2010 in connection with the acquisition of Tomm
exposure to changes in the exchange rate for the Euro, as a portion of the acquisition purchase price was payable in cash and denominat
currency forward exchange contracts were not designated as hedging instruments. The Company settled the foreign currency forward e
f $140,490 on May 6, 2010 in connection with the Company's completion of the Tommy Hilfiger acquisition. Such loss is reflected in c
solidated Income Statements.

rds the foreign currency forward exchange contracts and interest rate contracts at fair value in its Consolidated Balance Sheets. Changes
currency forward exchange contracts associated with certain international inventory purchases and the interest rate contracts (collective
dges") that are

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

e hedging instruments are deferred in equity as a component of AOCI. The cash flows from such hedges are presented in the same categ
nents of Cash Flows as the items being hedged. Any ineffectiveness in such cash flow hedges is immediately recognized in earnings anc
uded from effectiveness testing. In addition, changes in the fair value of foreign currency forward exchange contracts that are not design
struments are immediately recognized in earnings, including the changes in fair value of all of the foreign exchange contracts related to
, which are not of a long-term investment nature. Any gains and losses that are immediately recognized in earnings on such contracts re
are largely offset by the remeasurement of the underlying intercompany loan balances. The Company does not use derivative financial
ing or speculative purposes.

summarizes the fair value and presentation in the Consolidated Balance Sheets for the Company's derivative financial instruments:

	Asset Derivatives (Classified in Other Current Assets and Other Assets)		Liability Derivatives (Classified i Expenses and Other Liabilities)	
	2012	2011	2012	2011
d as cash flow hedges:				
rward exchange contracts (inventory purchases)	$ 4,693	$ 13,581	$ 13,460	$ 1,590
ts	—	211	5,058	7,907
gnated as cash flow hedges	4,693	13,792	18,518	9,497
acts:				
rward exchange contracts (inventory purchases)	—	—	—	1,265
contracts	—	—	—	1,265
	$ 4,693	$ 13,792	$ 18,518	$ 10,762

, the notional amount outstanding of foreign currency forward exchange contracts for inventory purchases was approximately $340,000
ncipally between February 2013 and January 2014. At February 3, 2013, there were no foreign currency forward exchange contracts out
any loans.

summarizes the effect of the Company's hedges designated as cash flow hedging instruments:

	Loss Recognized in Other Comprehensive Income (Effective Portion)		Gain (Loss) Reclassified from AOCI into Income (Expense) (Effective Portion)		
			Location	Amount	
	2012	2011		2012	2011
rward exchange contracts s)	$ (7,535)	$ (6,033)	Cost of goods sold	$ 12,536	$ (29,729)
ts	(1,683)	(11,333)	Interest expense	(4,532)	(3,426)
	$ (9,218)	$ (17,366)		$ 8,004	$ (33,155)

ctive portion of hedges designated as cash flow hedging instruments during 2012 or 2011.

on foreign currency forward exchange contracts at February 3, 2013 of $11,818 is estimated to be reclassified in the next 12 months in
e Statements to costs of goods sold as the underlying inventory is purchased and sold. In addition, a net loss in AOCI for interest rate co
$3,576 is estimated to be reclassified to interest expense within the next 12 months.

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

summarizes the effect of the Company's foreign currency forward exchange contracts that were not designated as cash flow hedges:

	Gain Recognized in Income		
	Location	Amount	
		2012	2011
rward exchange contracts (inventory	Selling, general and administrative expenses	$ 1,211	$ 1,223
rward exchange contracts (intercompany	Selling, general and administrative expenses	157	—

no derivative financial instruments with credit risk related contingent features underlying the related contracts as of February 3, 2013.

MEASUREMENTS

fair value measurements defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly
market participants at the measurement date. It also establishes a three level hierarchy that prioritizes the inputs used to measure fair va
ierarchy are defined as follows:

unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measureme

le inputs other than quoted prices included in Level 1, including quoted prices for similar assets or liabilities in active markets, quoted p
abilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability and inputs derived principally fr
ervable market data.

able inputs reflecting the Company's own assumptions about the inputs that market participants would use in pricing the asset or liabilit
available.

the fair value hierarchy described above, the following table shows the fair value of the Company's financial assets and liabilities that a
fair value on a recurring basis:

	2012				2011			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Tota
rward exchange	N/A	$ 4,693	N/A	$ 4,693	N/A	$ 13,581	N/A	$ 13
ts	N/A	N/A	N/A	N/A	N/A	211	N/A	211
	N/A	$ 4,693	N/A	$ 4,693	N/A	$ 13,792	N/A	$ 13
rward exchange	N/A	$ 13,460	N/A	$ 13,460	N/A	$ 2,855	N/A	$ 2,
ts	N/A	5,058	N/A	5,058	N/A	7,907	N/A	7,90
e price payments ion of the perpetual	N/A	N/A	$ 7,003	7,003	N/A	N/A	$ 9,559	9,55

y Hilfiger trademarks							
N/A	$ 18,518	$ 7,003	$ 25,521	N/A	$ 10,762	$ 9,559	$ 20

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

e foreign currency forward exchange contracts is measured as the total amount of currency to be purchased, multiplied by the difference
as of the period end and (ii) the settlement rate specified in each contract. The fair values of the interest rate contracts are based on obse
urves and represent the expected discounted cash flows underlying the financial instruments.

ement governing the reacquisition of the rights in India to the Tommy Hilfiger trademarks, the Company is required to make annual co
nents based on a percentage of annual sales in excess of an agreed upon threshold of Tommy Hilfiger products in India for a period of f
rcumstances, a period of six years) following the acquisition date. Such payments are subject to a $25,000 aggregate maximum and are
ach one-year period. The first one-year period commenced on July 1, 2011. During 2012, the Company made a contingent purchase pri
r the first one-year period. The Company is required to remeasure this liability at fair value on a recurring basis and classifies this as a L
air value of such contingent purchase price payments was determined using the discounted cash flow method, based on net sales projec
r apparel and accessories businesses in India, and was discounted using rates of return that account for the relative risks of the estimated
ng the initial recognition of the liability for the contingent purchase price payments and payments made to reduce the liability, changes
within selling, general and administrative expenses.

presents the change in the Level 3 contingent purchase price payment liability during 2012:

ry 29, 2012	$ 9,559
	(185)
ed in earnings	(2,371)
ary 3, 2013	$ 7,003

ion with respect to assumptions used to value the contingent purchase price payment liability is as follows:

s	Amount	
l e	45.0	%
	20.0	%

oint increase or decrease in the discount rate would change the liability by approximately $1,000.

oint increase or decrease in the compounded annual net sales growth rate would change the liability by approximately $1,000.

fers between any levels of the fair value hierarchy for any of the Company’s fair value measurements.

shows the fair value of the Company’s non-financial assets and liabilities that were required to be remeasured at fair value on a nonrecu
rty, plant and equipment and other long-lived assets) during 2012 and 2011, and the total impairments recorded as a result of the remea

Fair Value Measurement Using			Fair Value As Of Impairment Date	Total Impairments
Level 1	Level 2	Level 3		
N/A	N/A	$ 2,229	$ 2,229	$ 7,475
N/A	N/A	$ 79	$ 79	$ 7,686

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

ith a carrying amount of $259 were written down to a fair value of zero during 2012 in connection with the exit of a facility as part of th
ion of Tommy Hilfiger. Such assets were deemed to have no future use or economic benefit based on the Company's analysis using ma
ions, and therefore no expected future cash flows. The impairment charge was included in selling, general and administrative expenses i
not allocated to any reportable segment.

ith a carrying amount of $9,445 were written down to a fair value of $2,229 during 2012 in connection with the financial performance i
etail stores. Fair value was determined based on the estimated discounted future cash flows associated with the assets using current sales
ssumptions. The impairment charge of $7,216 was included in selling, general and administrative expenses, of which $671 was recorde
ail segment, $281 was recorded in the Tommy Hilfiger North America segment and $6,264 was recorded in the Tommy Hilfiger Interna

ith a carrying amount of $1,151 were written down to a fair value of zero during 2011 as a result of management's decision to permane
of one of its software systems. The Company ceased use of the software during the third quarter of 2011. Such assets were deemed to h
mic benefit based on the Company's analysis using market participant assumptions, and therefore no expected future cash flows. The im
d in selling, general and administrative expenses in corporate expenses not allocated to any reportable segment.

ith a carrying amount of $1,062 were written down to a fair value of zero during 2011 in connection with the Company's negotiated ear
cense to market sportswear under the Timberland brand. Such assets were deemed to have no future use or economic benefit based on th
s using market participant assumptions, and therefore no expected future cash flows. The impairment charge was included in selling, ger
nses in the Heritage Brand Wholesale Sportswear segment.

ith a carrying amount of $5,552 were written down to a fair value of $79 during 2011 in connection with the financial performance in c
il stores. Fair value was determined based on the estimated discounted future cash flows associated with the assets using current sales tr
ssumptions. The impairment charge was included in selling, general and administrative expenses, of which $430 was recorded in the H
nt, $568 was recorded in the Calvin Klein Licensing segment, $313 was recorded in the Other (Calvin Klein Apparel) segment, $2,175
my Hilfiger North America segment and $1,987 was recorded in the Tommy Hilfiger International segment.

ts and the fair values of the Company's cash and cash equivalents, short-term borrowings and long-term debt were as follows:

	2012		2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
valents	$ 892,209	$ 892,209	$ 233,197	$ 233,1
ngs	10,847	10,847	13,040	13,040
cluding portion classified as current)	2,299,642	2,398,200	1,902,876	1,978,4

ash and cash equivalents and short-term borrowings approximate their carrying values due to the short-term nature of these instruments.
the fair value of its long-term debt using quoted market prices as of the last business day of the applicable year. The Company classifie
long-term debt as a Level 1 measurement.

NT AND BENEFIT PLANS

ive noncontributory defined benefit pension plans covering substantially all employees resident in the United States who meet certain ag
s. For those vested (after five years of service), the plans provide

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

on retirement based on career compensation and years of credited service. The Company refers to these five plans as its "pension plans

ompany's acquisition of Tommy Hilfiger, the Company also has for certain members of Tommy Hilfiger's domestic senior managemen
tive retirement plan, which is an unfunded non-qualified supplemental defined benefit pension plan. Such plan is frozen and, as a result
accrue additional benefits. In addition, the Company has a capital accumulation program, which is an unfunded non-qualified supplem
covering two current and 16 retired executives. Under the individual participants' agreements, the participants in this plan will receive
unt during the 10 years following the attainment of age 65, provided that prior to the termination of employment with the Company, the
in the plan for at least 10 years and has attained age 55. The Company also has for certain employees resident in the United States who
ice requirements an unfunded non-qualified supplemental defined benefit pension plan, which provides benefits for compensation in ex
ervice earnings limits and requires payments to vested employees upon, or shortly after, employment termination or retirement. The Co
plans as its "SERP Plans."

provides certain postretirement health care and life insurance benefits to certain retirees resident in the United States. Retirees contribut
hich is unfunded. During 2002, the postretirement plan was amended to eliminate benefits for active participants who, as of January 1, 2
and 10 years of service.

uarter of 2012, the Company changed its method of accounting for actuarial gains and losses for its pension and other postretirement pl
mpany recognized actuarial gains and losses for its pension and other postretirement obligations and pension plan assets as a componen
me in the periods in which they arose. As set forth in FASB guidance for pension and other postretirement plans, the Company amortiz
osses (to the extent they exceeded a 10% corridor) in future periods over the average remaining service period of active employees or, i
n participants were inactive, over the average remaining life expectancy of inactive participants, as a component of its net periodic bene
ed in the fourth quarter of 2012 to begin to immediately recognize actuarial gains and losses in its operating results in the year in which
and losses are measured at least annually as of the end of the Company's fiscal year and, as such, will generally be recognized during th
. Additionally, the Company will no longer calculate expected return on plan assets using a permitted averaging technique for market-r
but instead will use the fair value of plan assets. The Company believes the accounting policy changes improve the transparency of the
ance by recognizing in current period earnings the financial statement effects of changes in assumptions on the Company's pension and
gations and changes in fair value of pension plan assets. The financial data for all prior periods presented has been retrospectively adjust
these accounting changes.

he changes in the projected benefit obligation (pension plans and SERP Plans) and the accumulated benefit obligation (postretirement p
years were as follows:

	Pension Plans		SERP Plans		Postretirement Plan	
	2012	2011	2012	2011	2012	2011
g of year	$ 359,727	$ 289,942	$ 71,717	$ 59,734	$ 18,247	$ 17,78
	15,315	11,160	3,579	3,069	—	—
	17,974	17,391	3,366	3,602	798	1,018
	(14,456)	(12,696)	(2,674)	(4,984)	—	—
et of retiree contributions	—	—	—	—	(1,959)	(1,800
	—	—	(6,977)	—	—	—
	—	—	—	—	56	107
)	27,835	53,930	5,850	10,296	(1,106)	1,141
ear	$ 406,395	$ 359,727	$ 74,861	$ 71,717	$ 16,036	$ 18,24

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e amounts in thousands, except per share data)

he fair value of the assets held by the Company's pension plans and the plans' funded status for each of the last two years were as follov

	2012		2011
ssets at beginning of year	$ 268,505		$ 251,8
f plan expenses	24,973		9,371
	(14,456	)	(12,696
ons	105,000		20,020
ssets at end of year	$ 384,022		$ 268,5
d of year	$ (22,373	)	$ (91,2

d in the Company's Consolidated Balance Sheets were as follows:

	Pension Plans				SERP Plans				Postretirement Plan		
	2012		2011		2012		2011		2012		2011
	$ —		$ —		$ (7,021	)	$ (7,259	)	$ (1,965	)	$ (2,02
es	(22,373	)	(91,222	)	(67,840	)	(64,458	)	(14,071	)	(16,219
zed on balance sheet	$ (22,373	)	$ (91,222	)	$ (74,861	)	$ (71,717	)	$ (16,036	)	$ (18,2

AOCI that, as of the end of each applicable fiscal year, had not yet been recognized as components of net benefit cost were as follows:

	Pension Plans				SERP Plans		Postretirement Plan	
	2012		2011		2012	2011	2012	2011
credit	$ (16	)	$ (21	)	$ 272	$ 340	$ 2,255	$ 3,072

AOCI as of February 3, 2013 expected to be recognized as components of net benefit cost in 2013 were as follows:

	Pension Plans		SERP Plans	Postretirement Plan
credit	$ (6	)	$ 68	$ 817

sets are invested with the objective of being able to meet current and future benefit payment needs, while controlling pension expense v
ions. Plan assets are diversified among United States equities, international equities, fixed income investments and cash. The strategic t
ajority of the plans as of February 3, 2013 was approximately 45% United States equities, 15% international equities and 40% fixed inc
securities primarily include investments in large-cap and mid-cap companies located in the United States and abroad. Fixed income sec
onds of companies from diversified industries, municipal bonds, collective funds and United States Treasury bonds. Actual investment a
Company's target investment allocations due to prevailing market conditions.

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the fair value hierarchy described in Note 9, "Fair Value Measurements," the following tables show the fair value of the Company's tota
major category as of February 3, 2012 and January 29, 2012:

	Total	Fair Value Measurements at February 3, 2013[9] Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservab Inputs (Level 3)
es[1]	$ 65,101	$ 65,101	$ —	$ —
es[1]	1,266	1,266	—	—
al fund[2]	16,373	16,373	—	—
fund[3]	42,183	42,183	—	—
commingled fund[4]	46,976	—	46,976	—
ities:				
ies[5]	19,356	—	19,356	—
[5]	86,982	—	86,982	—
ent commingled funds[6]	99,297	—	99,297	—
fund[7]	4,784	4,784	—	—
	$ 382,318	$ 129,707	$ 252,611	$ —
bilities[8]	1,704			
	$ 384,022			

	Total	Fair Value Measurements at January 29, 2012[9] Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservab Inputs (Level 3)
es[1]	$ 56,016	$ 56,016	$ —	$ —
es[1]	1,285	1,285	—	—
al fund[2]	13,297	13,297	—	—
fund[3]	37,564	37,564	—	—
commingled fund[4]	41,288	—	41,288	—
ities:				
ies[5]	17,922	—	17,922	—
[5]	55,551	—	55,551	—
ent commingled funds[6]	39,379	—	39,379	—
fund[7]	4,194	4,194	—	—
	$ 266,496	$ 112,356	$ 154,140	$ —
bilities[8]	2,009			

$ 268,505

he closing price in the active market in which the individual securities are traded.

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t asset value of the fund, as determined by the closing price in the active market in which the individual fund is traded. This fund invests
and international equities seeking long-term growth of principal and income.
osing price in the active market in which this fund is traded. This fund invests in U.S. large cap equities that track the Russell 1000 Inde
t asset value of the fund, as determined by a pricing vendor or the fund family. The Company has the ability to redeem these investment
n the near term and therefore classifies these investments within Level 2. This fund invests primarily in equities outside the U.S. seekin
l appreciation.
evaluation pricing that uses a discounted cash flow method. Inputs include actual and comparable trade data, market benchmarks, broke
nd/or other applicable data.
t asset value of the fund, as determined by a pricing vendor or the fund family. The Company has the ability to redeem these investment
n the near term and therefore classifies these investments within Level 2. This fund invests in high-grade, short-term, money market ins
t asset value of the fund, as determined by the closing price in the active market in which the individual fund is traded. This fund invests
and fixed income securities seeking a high total return.
cludes other pension assets and liabilities such as pending trades and accrued income.
ses third-party pricing services to determine the fair values of the financial instruments held by the pension plans. The Company obtains
f the pricing services' valuation methodologies and related inputs and validates a sample of prices provided by the pricing services by re
r pricing sources and analyzing pricing data in certain instances. The Company has not adjusted any prices received from the third-party

ves that there are no significant concentrations of risk within its plan assets at February 3, 2013.

Company's pension plans had projected benefit obligations in excess of plan assets and certain of the Company's pension plans had accu
n excess of plan assets. In 2011, all of the Company's pension plans had projected and accumulated benefit obligations in excess of pla
as follows:

	2012	2011
th projected benefit obligations in excess of plan assets	5	5
l benefit obligation	$ 406,395	$ 359,7
e of related plan assets	$ 384,022	$ 268,5
th accumulated benefit obligations in excess of plan assets	3	5
ated benefit obligation	$ 33,730	$ 337,2
e of related plan assets	$ 30,583	$ 268,5

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net benefit cost and other pre-tax amounts recognized in other comprehensive income (loss) in each of the last three years were as follo

ecognized in Selling, General and Administrative Expenses

	Pension Plans			SERP Plans			Postretirement Plan		
	2012	2011	2010	2012	2011	2010	2012	2011	20
ing plan	$ 15,729	$ 11,550	$ 7,740	$ 3,579	$ 3,069	$ 1,866	$ —	$ —	$ -
	17,974	17,391	16,339	3,366	3,602	3,127	798	1,018	1,(
)	23,398	64,683	5,872	5,850	10,296	2,631	(1,106)	1,141	(3
plan assets	(20,950)	(20,514)	(16,568)	—	—	—	—	—	—
or service	6	6	6	(68)	(68)	(68)	(817)	(817)	(8
	$ 36,157	$ 73,116	$ 13,389	$ 12,727	$ 16,899	$ 7,556	$ (1,125)	$ 1,342	$ (

lan Assets and Benefit Obligations Recognized in Other Comprehensive Income (Loss)

	Pension Plans			SERP Plans			Postretirement Plan		
	2012	2011	2010	2012	2011	2010	2012	2011	20
	$ 1	$ —	$ 9	$ —	$ —	$ —	$ —	$ —	$ -
or service	(6)	(6)	(6)	68	68	68	817	817	81
gnized in e income	$ (5)	$ (6)	$ 3	$ 68	$ 68	$ 68	$ 817	$ 817	$ 8

pany expects to make contributions of approximately $30,000 to its pension plans in 2013. The estimated pension contributions do not i
tions for the pension plans that the Company acquired in connection with the Warnaco acquisition. The Company's actual contributions
butions due to many factors, including changes in tax and other benefit laws, or significant differences between expected and actual per
rest rates. The expected benefit payments associated with the Company's pension plans and SERP Plans, and expected benefit payment
s, associated with the Company's postretirement plan are as follows:

Pension Plans	SERP Plans	Postretirement Plan Excluding Medicare Subsidy Receipts	Expected Medicare Subsidy Receipts
14,779	7,021	1,965	76
15,424	5,746	1,858	73
16,297	5,547	1,755	68
16,985	5,865	1,621	63
17,781	5,736	1,523	58
105,569	45,721	6,150	216

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care cost trend rate assumed for 2013 is 6.31% and is assumed to decrease by approximately 0.15% per year through 2022. Thereafter, the assumed health care cost trend rate increased or decreased by 1%, the aggregate effect on the service and interest cost components fit cost for 2012 and on the accumulated postretirement benefit obligation at February 3, 2013 would be as follows:

	1% Increase	1% Decr
nd interest cost	$ 52	$ (46
accumulated postretirement benefit obligation	$ 1,110	$ (990

d average rate assumptions used in determining the projected and accumulated benefit obligations at the end of each year and benefit co e as follows:

	2012		2011		2010
	4.67	%	5.06	%	6.09
compensation levels (applies to pension plans only)	4.34	%	4.31	%	4.30
eturn on assets (applies to pension plans only)	7.25	%	7.75	%	8.25

ected weighted average long-term rate of return on assets assumption, the Company considered the historical level of the risk premium a es in which the portfolio is invested and the expectations for future returns of each asset class. The expected return for each asset class w he target asset allocation to develop the expected long-term rate of return on assets assumption for the portfolio.

avings and retirement plans and a supplemental savings plan for the benefit of its eligible employees who elect to participate. The Comp f employee contributions to the plans. The Company also has a defined contribution plan for certain employees associated with certain l nmy Hilfiger acquisition, whereby the Company pays a percentage of the contribution for the employee. The Company's contributions t , $12,664 and $9,898 in 2012, 2011 and 2010, respectively.

DERS' EQUITY

e Preferred Stock Issuance

e Company completed the sale of an aggregate of 8 shares of Series A convertible preferred stock, par value $100.00 per share, for an a e of $200,000 and for net proceeds of $188,595 after related fees and expenses. The Series A convertible preferred stock had a liquidatio 00 per share and was convertible at a price of $47.74. During 2012, the holders of the Series A convertible preferred stock converted su d stock into 4,189 shares of the Company's common stock. Holders of the Series A convertible preferred stock were entitled to vote and e holders of the Company's common stock on an as-converted basis. Due to the conversion of such stock, there were no holders of the e preferred stock as of February 3, 2013.

ering

5,750 shares of its common stock on April 28, 2010 for net proceeds after commissions, discounts and related fees and expenses totalin ere used to fund a portion of the purchase price and fees relating to the acquisition of Tommy Hilfiger. Of the 5,750 shares, a total of 5,2 treasury and 500 shares were newly issued.

uance

e Company issued 7,873 shares of its common stock, par value $1.00 per share, as part of the consideration paid to the former shareholc
connection with the acquisition.

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idends

2, 2011 and 2010, the Company paid four $0.0375 per share cash dividends on its common stock.

d to Mr. Calvin Klein a nine-year warrant to purchase 320 shares of the Company's common stock at $28.00 per share in connection wi
ion of Calvin Klein in 2003. Such warrant was exercised and the underlying shares were issued during 2010.

ED COMPENSATION

s stock-based awards under its 2006 Stock Incentive Plan (the "2006 Plan"). The 2006 Plan replaced the Company's 1997, 2000 and 20
997, 2000 and 2003 Stock Option Plans terminated upon the 2006 Plan's initial stockholder approval in June 2006, other than with resp
under the terminated plans, which continue to be governed by the respective plan under which they were granted. Shares issued as a res
nsation transactions generally have been funded with the issuance of new shares of the Company's common stock.

grant the following types of incentive awards under the 2006 Plan: (i) non-qualified stock options ("NQs"); (ii) incentive stock options
ights; (iv) restricted stock; (v) restricted stock units ("RSUs"); (vi) performance shares; and (vii) other stock-based awards. Each award
is subject to an award agreement that incorporates, as applicable, the exercise price, the term of the award, the periods of restriction, th
he award pertains, applicable performance period(s) and performance measure(s), and such other terms and conditions as the plan comm

, 2013, the Company has granted under the 2006 Plan: (i) service-based NQs and RSUs; (ii) contingently issuable performance shares;
ded to satisfy the performance-based condition for deductibility under Section 162(m) of the Internal Revenue Code. According to the t
oses of determining the number of shares available for grant, each share underlying a stock option award reduces the number available b
e underlying an RSU or performance share award reduces the number available by three shares for awards made before April 29, 2009 a
ade on or after April 29, 2009. The per share exercise price of options granted under the 2006 Plan cannot be less than the closing price
he date of grant (the business day prior to the date of grant for awards granted prior to September 21, 2006).

ntly has service-based NQs and ISOs outstanding under its 1997, 2000 and 2003 Stock Option Plans. Such options were granted with a
osing price of the Company's common stock on the business day immediately preceding the date of grant.

2, 2011 and 2010 included $33,599, $40,938 and $33,281, respectively, of pre-tax expense related to stock-based compensation.

utstanding are generally cumulatively exercisable in four equal annual installments commencing one year after the date of grant. The ve
is also generally accelerated upon retirement (as defined in the applicable plan). Options are generally granted with a 10-year term.

nates the fair value of stock options granted at the date of grant using the Black-Scholes-Merton model. The estimated fair value of the o
ures, is expensed on a straight-line basis over the options' vesting periods. At February 3, 2013, there was $10,377 of unrecognized pre-
nse, net of estimated forfeitures, related to non-vested stock options, which is expected to be recognized over a weighted average period

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marizes the assumptions used to estimate the fair value of service-based stock options granted in each year:

	2012		2011		2010
isk-free interest rate	1.20	%	2.62	%	2.63
xpected option term (in years)	6.25		6.25		6.25
xpected volatility	45.16	%	44.35	%	42.60
vidends per share	$ 0.15		$ 0.15		$ 0.15
stimated fair value per option	$ 40.59		$ 29.81		$ 26.67

st rate is based on United States Treasury yields in effect at the date of grant for periods corresponding to the expected option term. The
nts the weighted average period of time that options granted are expected to be outstanding, based on vesting schedules and the contract
ed volatility is based on the historical volatility of the Company's common stock over a period of time corresponding to the expected op
are based on the Company's common stock cash dividend rate at the date of grant.

ontinued to utilize the simplified method to estimate the expected term for its "plain vanilla" stock options granted due to a lack of relev
ting, in part, from changes in the pool of employees receiving option grants. The Company will continue to evaluate the appropriateness
od.

option activity for the year was as follows:

	Options	Weighted Average Price Per Option	Weighted Average Remaining Contractual Life (Years)	Aggreg Intrinsi
ary 29, 2012	2,189	$ 37.77	5.7	$ 85,20
	187	91.88		
	411	31.90		
	7	41.92		
uary 3, 2013	1,958	$ 44.17	5.4	$ 141,1
uary 3, 2013	1,287	$ 37.50	4.2	$ 101,3

date fair value of service-based options granted during 2012, 2011 and 2010 was $7,607, $5,819 and $4,528, respectively.

date fair value of service-based options that vested during 2012, 2011 and 2010 was $5,517, $4,707 and $4,259, respectively.

sic value of service-based options exercised was $27,760, $34,364 and $32,389 in 2012, 2011 and 2010, respectively.

nployees generally vest in three annual installments of 25%, 25% and 50% commencing two years after the date of grant. Service-based
loyee directors vest in four equal annual installments commencing one year after the date of grant for awards granted prior to 2010 and
ate of grant for awards granted during or after 2010. The underlying RSU award agreements (excluding agreements for non-employee d
g or after 2010) generally provide for accelerated vesting upon the award recipient's retirement (as defined in the 2006 Plan). The fair va
is equal to the closing price of the Company's common stock on the date of grant and is expensed, net of estimated forfeitures, on a str
s' vesting periods.

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e year was as follows:

	RSUs	Weight Averag Grant I Fair Va
ary 29, 2012	820	$ 48.28
	192	89.43
	330	43.35
	22	62.01
uary 3, 2013	660	$ 62.24

date fair value of RSUs granted during 2012, 2011 and 2010 was $17,128, $17,325 and $11,210, respectively. The aggregate grant date
ing 2012, 2011 and 2010 was $14,318, $8,874 and $4,021, respectively.

3, there was $19,437 of unrecognized pre-tax compensation expense, net of estimated forfeitures, related to non-vested RSUs, which is e
a weighted average period of 1.7 years.

ed restricted stock to certain of Tommy Hilfiger's management employees in connection with the Tommy Hilfiger acquisition. The rest
he 2006 Plan but its grant was approved by the Company's Board of Directors. The shares of restricted stock were registered in the nam
were held in a third-party escrow account until they vested, at which time the stock was delivered to the applicable employee. All such
of February 3, 2013.

stricted stock was equal to the closing price of the Company's common stock on May 6, 2010 and was expensed, net of forfeitures, on a
ver the restricted stock's vesting period.

ivity for the year was as follows:

	Restricted Stock	Weight Averag Grant I Fair Va
ary 29, 2012	333	$ 60.41
	—	—
	333	60.41
	—	—
uary 3, 2013	—	$ —

was granted during 2012 or 2011. The aggregate grant date fair value of restricted stock granted on May 6, 2010 was $21,196. The aggr
stricted stock vested during 2012, 2011 and 2010 was $20,116, $1,020 and $60, respectively.

3, there was no unrecognized pre-tax compensation expense related to non-vested restricted stock.

ed contingently issuable performance share awards to certain of the Company's senior executives during 2012 subject to a performance
vice period of one year beyond the performance period. The Company granted contingently issuable performance share awards to certai

xecutives during 2011 subject to a performance period of two years. The Company granted contingently issuable performance share aw
enior executives (other than senior executives of Tommy Hilfiger) on May 6, 2010 subject to a performance period of three years. The C
y issuable performance share awards to all then-executive officers of the Company during the first quarter of 2010 subject to a performa
olders of the awards granted

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ter of 2011 that were subject to a performance period of two years earned an aggregate of 82 shares as a result of the Company's perfor
ar period. For the awards granted in 2012, the remaining awards granted in 2011 and the awards granted in 2010, the final number of sh
y, is contingent upon the Company's achievement of goals for each of the performance periods based on both earnings per share growth
wards granted in the first quarter of 2012 and earnings per share growth for the awards granted in 2010 and the third quarter of 2011 duri
nce cycle. The Company records expense for the contingently issuable performance shares ratably over each applicable vesting period
ompany's current expectations of the probable number of shares that will ultimately be issued. The fair value of the contingently issuab
is equal to the closing price of the Company's common stock on the date of grant, reduced for the present value of any dividends expec
ny's common stock during the performance cycle, as these contingently issuable performance shares do not accrue dividends prior to the
erformance cycle.

activity for the year was as follows:

	Performance Shares	Weighted Grant Da Fair Valu
ary 29, 2012	590	$ 53.96
	96	88.52
	82	71.26
	10	55.67
uary 3, 2013	594	$ 57.08

date fair value of performance shares granted during 2012, 2011 and 2010 was $8,440, $6,644 and $32,203, respectively. The aggregat
rformance shares vested during 2012, 2011 and 2010 was $5,877, $6,043 and $1,202, respectively.

3, based on the Company's current estimate of the most likely number of shares that will ultimately be issued, there was $6,308 of unrec
on expense related to non-vested performance shares, which is expected to be recognized over a weighted average period of 1.5 years.

ves a tax deduction for certain transactions associated with its stock plan awards. The actual income tax benefits realized from these tra
415 and $14,077 in 2012, 2011 and 2010, respectively. Of those amounts, $14,889, $11,593 and $9,333, respectively, were reported as e
benefits arise when the actual tax benefit resulting from a stock plan award transaction exceeds the tax benefit associated with the gran
stock award.

available for grant at February 3, 2013 amounted to 6,381 shares.

TS OF AOCI

sets forth the detail of AOCI, net of related taxes:

	2012	2011
anslation adjustments	$ 153,648	$ 66,447
adjustment	1,552	2,094
ain on derivative financial instruments	(15,318)	5,294
	$ 139,882	$ 73,835

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s retail locations, warehouses, showrooms, office space and equipment. The leases, excluding equipment leases, generally provide for th
ate taxes and certain other occupancy expenses. Retail location leases generally are renewable and provide for the payment of percentag
ales and other costs associated with the leased property.

3, minimum annual rental commitments under non-cancelable leases were as follows:

	Capital Leases	Operating Leases	Total
	$ 8,813	$ 309,153	$ 317,9
	7,607	266,842	274,44
	5,637	238,794	244,43
	2,781	211,344	214,12
	1,849	184,498	186,34
	8,310	590,638	598,94
se payments	$ 34,997	$ 1,801,269	$ 1,836
senting interest	(3,937)		
minimum capital lease payments	$ 31,060		

ail location leases represent $1,350,870 of the total minimum lease payments. The Company's administrative offices and showrooms lo
ork represent $94,227 of the total minimum lease payments. The Company's corporate, finance and retail administrative offices located
ersey represent $46,164 of the total minimum lease payments. The Company's Calvin Klein administrative offices and showrooms repr
minimum lease payments. The Company's Tommy Hilfiger administrative offices and showrooms, most of which are located in Amste
w York, New York represent $85,781 and $73,477, respectively, of the total minimum lease payments.

3, aggregate future minimum rentals to be received under non-cancelable capital and operating subleases were $0 and $24,314, respectiv

s follows:

	2012	2011	2010
	$ 318,659	$ 290,936	$ 239,4
er	127,581	95,352	49,069
al income	(3,366)	(3,441)	(2,925
	$ 442,874	$ 382,847	$ 285,5

ue of assets under capital leases, which are classified within property, plant and equipment in the Company's Consolidated Balance She
3 and $40,270 as of February 3, 2013 and January 29, 2012, respectively. Accumulated amortization related to assets under capital leas
4 and $10,570 as of February 3, 2013 and January 29, 2012, respectively. The Company includes amortization of assets under capital le
nortization expense. The Company incurred $0 during each of the years ended February 3, 2013 and January 29, 2012 in percentage ren

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XIT COSTS

egration and Exit Costs

the Tommy Hilfiger acquisition and the related integration, the Company incurred certain costs related to severance and termination ber
pairments, inventory liquidations and lease/contract terminations, including costs associated with the exit of certain Tommy Hilfiger pro
cted costs related to this acquisition and integration were incurred by the end of 2012. Such costs were as follows:

	Total Expected to be Incurred	Incurred During 2010	Incurred During 2011	Incurred During 2012	Cumulat Incurred
ion benefits and other costs	$ 33,528	$ 19,793	$ 12,415	$ 1,320	$ 33,528
pairments	11,276	11,017	—	259	11,276
n costs	10,210	2,583	7,627	—	10,210
ination and related costs	39,173	3,165	24,462	11,546	39,173
	$ 94,187	$ 36,558	$ 44,504	$ 13,125	$ 94,187

everance, termination benefits, asset impairments and lease/contract termination and other costs incurred in 2012, $379 relate to selling
expenses of the Tommy Hilfiger North America segment, $10,405 relate to selling, general and administrative expenses of the Tommy I
nt and $2,341 relate to corporate expenses not allocated to any reportable segment. $33,385 of the charges for severance, termination be
nation and other costs for 2011 relate principally to selling, general and administrative expenses of the Tommy Hilfiger North America
92 of the charges for severance, termination benefits, lease/contract termination and other costs for 2011 relate principally to corporate
reportable segment. The charges for severance, termination benefits and other costs for 2010 were principally included in selling, gener
nses of the Tommy Hilfiger North America segment and the lease/contract termination and related costs for 2010 were principally inclu
administrative expenses of the Tommy Hilfiger International segment. Inventory liquidation costs for 2011 and 2010 were included in
ommy Hilfiger North America segment (see Note 18, "Segment Data").

Fair Value Measurements," for a further discussion of the long-lived asset impairments reflected in the above table.

ance and termination benefits and lease/contract termination costs recorded in connection with the acquisition and integration of Tomm
orded in accrued expenses in the Company's Consolidated Balance Sheets and were as follows:

	Liability at 1/29/12	Costs Incurred During 2012	Costs Paid During 2012	Liability at 2/3/13
ion benefits and other costs	$ 4,305	$ 1,320	$ 4,862	$ 763
ination and related costs	4,492	11,546	14,025	2,013
	$ 8,797	$ 12,866	$ 18,887	$ 2,776

it from Timberland and Izod Women's Businesses

tiated during the second quarter of 2011 an early termination of its license to market sportswear under the Timberland brand. The termi
cond quarter of 2012. In connection with this termination, the Company incurred certain costs related to severance and termination bene
pairments, contract termination and other costs. All expected costs related to this termination were incurred during 2011.

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unced in the fourth quarter of 2011 that it would be exiting the Izod women's wholesale sportswear business during 2012. The exit was
of 2012. In connection with this exit, the Company incurred certain costs related to severance and termination benefits. All expected cos
urred during 2011.

d with both of these activities were as follows:

	Incurred During 2011
ion benefits and other costs	$ 2,027
pairments	1,062
n and related costs	5,029
	$ 8,118

d in 2011 relate to selling, general and administrative expenses of the Heritage Brand Wholesale Sportswear segment (see Note 18, "Se

Fair Value Measurements," for a further discussion of the long-lived asset impairments reflected in the above table.

ance and termination benefits and contract termination costs recorded in connection with the Company's early termination of the licens
e Timberland brand and exit from the Izod women's wholesale sportswear business were principally recorded in accrued expenses in th
dated Balance Sheets and were as follows:

	Liability at 1/29/12	Costs Paid During 2012	Liability at 2/3/13
ion benefits and other costs	$ 1,310	$ 1,310	$ —
n and related costs	5,029	5,029	—
	$ 6,339	$ 6,339	$ —

n Heusen Exit Costs

the Company's exit from its United Kingdom and Ireland Van Heusen dresswear and accessories business during the fourth quarter of 2
ease termination, severance, termination benefits and other costs and a loss on the liquidation of a foreign operation and disposed of pre
All expected costs related to this transaction were incurred during 2010. Such costs were as follows:

	Incurred During 2010
ion benefits and other costs	$ 759
osts	795
of foreign operation	841
ll	4,157
	$ 6,552

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

erance, termination benefits and other costs, the loss on the liquidation of a foreign operation, lease termination costs and the disposal o
ded in selling, general and administrative expenses of the Heritage Brand Wholesale Dress Furnishings segment (see Note 18, "Segmen

ad been paid by the end of 2011.

E PER COMMON SHARE

es the two-class method of calculating basic net income per common share, as holders of the Company's Series A convertible preferred
lends with holders of the Company's common stock prior to the conversion in 2012 of such convertible preferred stock into common st
ted to holders of the Series A convertible preferred stock.

puted its basic and diluted net income per common share as follows:

	2012		2011		2010
	$ 433,840		$ 275,697		$ 54,37
dends paid to holders of Series A convertible preferred stock	(366	)	(628	)	(471
e to Series A convertible preferred stock	(12,179	)	(15,557	)	(2,098
e to common stockholders for basic net income per common share	421,295		259,512		51,808
dends paid to holders of Series A convertible preferred stock	366		628		471
e to Series A convertible preferred stock	12,179		15,557		2,098
e to common stockholders for diluted net income per common share	$ 433,840		$ 275,697		$ 54,37
ommon shares outstanding for basic net income per common share	70,392		67,158		62,744
mpact of dilutive securities	1,397		1,576		1,455
mpact of dilutive warrant	—		—		72
mpact of assumed convertible preferred stock conversion	2,087		4,189		3,107
ted net income per common share	73,876		72,923		67,378
r common share	$ 5.98		$ 3.86		$ 0.83
per common share	$ 5.87		$ 3.78		$ 0.81

securities excluded from the calculation of diluted net income per common share were as follows:

	2012	2011	2010
otentially dilutive securities	305	345	287

le shares that have not met the necessary conditions as of the end of a reporting period are not included in the calculation of diluted net
for that period. The Company had contingently issuable awards outstanding that did not meet the performance conditions as of February
nd January 30, 2011 and, therefore, were excluded from the calculation of diluted net income per common share for each applicable yea
of potentially dilutive shares that could be issued upon vesting for such awards was 100, 590 and 611 as of

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

anuary 29, 2012 and January 30, 2011, respectively. These amounts were also excluded from the computation of weighted average antic

NVESTING AND FINANCING TRANSACTIONS

onsolidated Statement of Cash Flows for 2012 were capital expenditures related to property, plant and equipment of $4,184, which will
e Company paid $5,786 in cash during 2012 related to property, plant and equipment that was acquired in 2011. This amount is omitted
ment of Cash Flows for 2011. The Company paid $3,720 in cash during 2011 related to property, plant and equipment that was acquired
tted from the Consolidated Statement of Cash Flows for 2010.

ases of property, plant and equipment in the Consolidated Statement of Cash Flows for 2012, 2011 and 2010 are $18,203, $11,562 and
ets acquired through capital leases.

rded increases to goodwill of $51,715, $51,309 and $45,335 during 2012, 2011 and 2010, respectively, related to liabilities incurred for
ments to Mr. Calvin Klein. Such amounts are not due or paid in cash until 45 days subsequent to the Company's applicable quarter end.
nd 2010, the Company paid $50,974, $50,679 and $43,655, respectively, in cash related to contingent purchase price payments to Mr. C
orded as additions to goodwill during the periods the liabilities were incurred.

olders of the Company's Series A convertible preferred stock converted an aggregate of 8 shares of such convertible preferred stock into
any's common stock, resulting in a decrease in Series A convertible preferred stock of $188,595, an increase in common stock of $4,189
al paid in capital of $184,406. Please see Note 11, "Stockholders' Equity."

rter of 2011, the Company recorded a loss of $12,876 to write off previously capitalized debt issuance costs in connection with the ame
ts senior secured credit facility.

arter of 2011, the Company reacquired the rights in India to the Tommy Hilfiger trademarks that had been subject to a perpetual license.
d to make annual contingent purchase price payments based on a percentage of annual sales over a certain threshold of Tommy Hilfiger
 of five years (or, under certain circumstances, a period of six years) following the acquisition date. Such payments are subject to a $25
n and are due within 60 days following each one-year period. The first one-year period commenced on July 1, 2011. The fair value of su
 price payments, which was recorded as a liability as of the acquisition date, was estimated to be $9,559 as of the acquisition date and r
uary 3, 2013.

quarter of 2010, the Company issued 7,873 shares of its common stock valued at $475,607 in connection with the acquisition of Tommy

quarter of 2010, the Company recorded a loss of $3,005 to write-off previously capitalized debt issuance costs in connection with the
ts 7 1/4% senior notes due 2011 and its 8 1/8% senior notes due 2013.

d to Mr. Calvin Klein a nine-year warrant to purchase 320 shares of the Company's common stock at $28.00 per share in connection wi
ion of Calvin Klein in 2003. Such warrant was exercised and the underlying shares were issued during 2010. The exercise price for thes
h the Company's withholding of 140 shares, which had a total fair market value that approximated the exercise price, from the shares th
n issuable.

ATA

ages its operations through its operating divisions, which are aggregated into seven reportable segments: (i) Heritage Brand Wholesale
ritage Brand Wholesale Sportswear; (iii) Heritage Brand Retail; (iv) Calvin Klein Licensing; (v) Tommy Hilfiger North America; (vi) T
al; and (vii) Other (Calvin Klein Apparel).

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

olesale Dress Furnishings segment - This segment consists of the Company's heritage brand wholesale dress furnishings division. This
marily from marketing both dress shirts and neckwear in North America under the brand names Van Heusen, ARROW, IZOD, Kenneth
e Reaction, Sean John, Donald J. Trump Signature Collection, JOE Joseph Abboud, DKNY and MICHAEL Michael Kors, as well as dr
nes Geoffrey Beene and Chaps. The Company markets these dress shirt and neckwear brands, as well as certain other owned and licens
label brands, primarily to department, mid-tier department and specialty stores.

olesale Sportswear segment - The Company aggregates the results of its heritage brand wholesale sportswear divisions into the Heritage
ear segment. This segment derives revenue primarily from marketing in North America men's sportswear under the brand names Van H
to department, mid-tier department and specialty stores. This segment also derived revenue through the second quarter of 2012 from m
nder the brand name Timberland and through the third quarter of 2012 from marketing women's sportswear under the brand name IZOI

ail segment - The Company aggregates the results of its three heritage brand retail divisions into the Heritage Brand Retail segment. Thi
ncipally from operating retail stores, primarily in outlet centers in North America, which sell apparel, footwear, accessories and related p
nes Van Heusen, IZOD, Bass and G.H. Bass & Co.

sing segment - The Company aggregates the results of its Calvin Klein licensing and advertising division into the Calvin Klein Licensin
es revenue principally from licensing and similar arrangements worldwide relating to the use by third parties of the brand names Calvin
n Klein and Calvin Klein for a broad array of products and retail services. This segment also derives revenue from the Company's Calv
e business and from selling Calvin Klein Collection branded high-end collection apparel and accessories through the Company's own f
tion retail store located in New York City, both of which the Company operates directly in support of the global licensing business.

rth America segment - The Company aggregates the results of its Tommy Hilfiger wholesale and retail divisions in North America into
rth America segment. This segment derives revenue principally from (i) marketing Tommy Hilfiger branded apparel and related produc
America, primarily to department stores; and (ii) operating retail stores and an e-commerce website in and for North America, which se
parel, accessories and related products.

ernational segment - The Company aggregates the results of its Tommy Hilfiger wholesale and retail divisions that operate outside of N
portionate share of the net income or loss of its investments in unconsolidated affiliates into the Tommy Hilfiger International segment.
enue principally from (i) marketing Tommy Hilfiger branded apparel and related products at wholesale principally in Europe, primarily
cialty stores and franchise operators of Tommy Hilfiger stores, and through distributors and licensees; and (ii) operating retail stores in
erating an international e-commerce site, which sell Tommy Hilfiger branded apparel, accessories and related products.

Apparel) segment - The Company aggregates the results of its Calvin Klein apparel divisions into the Other (Calvin Klein Apparel) seg
es revenue principally in North America from the Company's marketing at wholesale of apparel and related products under the brand na
department, mid-tier department and specialty stores, and at retail through the Company's e-commerce website and Calvin Klein retail s
located in outlet centers.

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

s present summarized information by segment:

	2012	2011	2010
Brand Wholesale Dress Furnishings			
	$ 523,795	$ 564,898	$ 523,9
	5,576	6,158	5,815
er revenue	2,875	2,169	2,689
	532,246	573,225	532,40
Brand Wholesale Sportswear			
	467,986	537,284	568,44
	9,901	10,008	10,731
er revenue	1,997	1,687	1,764
	479,884	548,979	580,94
Brand Retail			
	657,556	646,769	638,90
	4,771	4,822	5,023
er revenue	1,186	772	842
	663,513	652,363	644,76
Klein Licensing			
	34,971	45,796	38,326
	277,369	273,002	244,89
er revenue	113,064	108,588	97,530
	425,404	427,386	380,74
Hilfiger North America			
	1,399,323	1,273,829	889,63
	22,364	16,850	11,558
er revenue	8,073	7,016	3,257
	1,429,760	1,297,695	904,44
Hilfiger International			
	1,732,228	1,703,582	1,007,7
	50,038	45,195	28,690
er revenue	4,964	4,329	4,319
	1,787,230	1,753,106	1,040,7
alvin Klein Apparel)			
	724,962	637,870	552,75
	724,962	637,870	552,75
	5,540,821	5,410,028	4,219,7

	370,019	356,035	306,70
er revenue	132,159	124,561	110,40
	$ 6,042,999	$ 5,890,624	$ 4,636

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

	2012		2011	(11)	2010
est and taxes – Heritage Brand Wholesale Dress Furnishings	$ 66,204		$ 78,400		$ 66,181
est and taxes – Heritage Brand Wholesale Sportswear	34,883		11,327	(5)	57,726
est and taxes – Heritage Brand Retail	13,498		28,731		44,610
est and taxes – Calvin Klein Licensing	194,747		189,105		174,488
est and taxes – Tommy Hilfiger North America	200,121	(3)	81,142	(6)	37,554
est and taxes – Tommy Hilfiger International	220,812	(3)	200,697	(6) (7)	51,653
est and taxes – Other (Calvin Klein Apparel)	89,921		88,700		72,728
and taxes – Corporate(2)	(159,824)	(3) (4)	(186,929)	(6) (8)	(301,910
est and taxes	$ 660,362		$ 491,173		$ 203,030

ounted for 8.7%, 9.4% and 10.1% of the Company's revenue in 2012, 2011 and 2010, respectively. This revenue is reported in the Heri
Furnishings, Heritage Brand Wholesale Sportswear, Other (Calvin Klein Apparel) and Tommy Hilfiger North America segments.

te expenses not allocated to any reportable segments. Corporate expenses represent overhead operating expenses and include expenses
ement, corporate finance, information technology related to corporate infrastructure and actuarial gains and losses from the Company's
irement plans. Actuarial losses from the Company's pension and other postretirement plans totaled $28,142, $76,120 and $4,534 in 201
tively.

fore interest and taxes for 2012 includes costs of $20,525 associated with the Company's integration of Tommy Hilfiger and the related
ch costs were included in the Company's segments as follows: $379 in Tommy Hilfiger North America; $15,441 in Tommy Hilfiger In
rporate expenses not allocated to any reportable segments.

re interest and taxes for 2012 includes costs of $42,579 associated with the Company's acquisition of Warnaco, which closed on Februa

nterest and taxes for 2011 includes costs of $8,118 related to the Company's negotiated early termination of its license to market sportsw
brand and its exit of the Izod women's wholesale sportswear business.

fore interest and taxes for 2011 includes costs of $69,522 associated with the Company's integration of Tommy Hilfiger and the related
ch costs were included in the Company's segments as follows: $44,704 in Tommy Hilfiger North America; $5,419 in Tommy Hilfiger
d $19,399 in corporate expenses not allocated to any reportable segments.

nterest and taxes for 2011 includes a one-time expense of $20,709 recorded in connection with the Company's reacquisition of the rights
trademarks in India that had been subject to a perpetual license. Please refer to Note 2, "Acquisitions," for a further discussion.

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

rest and taxes for 2011 includes costs of $16,233 associated with the Company's modification of its senior secured credit facility. Please
for a further discussion.

fore interest and taxes for 2010 includes costs of $6,552 associated with the Company's exit from its United Kingdom and Ireland Van
and accessories business.

(loss) before interest and taxes for 2010 includes costs of $338,317 associated with the Company's acquisition and integration of Tomm
ng transaction, restructuring, exit and debt extinguishment costs, short-lived non-cash valuation amortization charges and the effects of
Euro to United States dollar exchange rates related to the purchase price. Such costs were included in the Company's segments as follo
5 in Tommy Hilfiger North America; $62,844 in Tommy Hilfiger International; and $223,527 in corporate expenses not allocated to any
ble segments.

arter of 2012, the Company changed its method of accounting for its pension and other postretirement plans to (i) calculate expected ret
g the fair value of plan assets; and (ii) immediately recognize actuarial gains and losses in its operating results in the year in which they
1, "Summary of Significant Accounting Policies." All periods presented have been retrospectively adjusted to reflect the effect of these

ctions consist of transfers of inventory principally between the Heritage Brand Wholesale Dress Furnishings segment and the Heritage
Other (Calvin Klein Apparel) segment. These transfers are recorded at cost plus a standard markup percentage. Such markup percentag
ly in the Heritage Brand Retail segment and Other (Calvin Klein Apparel) segment.

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

	2012	2011	2010
olesale Dress Furnishings	$ 315,656	$ 312,800	$ 296,2
olesale Sportswear	310,394	301,935	297,78
ail	128,805	118,256	98,496
sing	1,153,607	1,102,980	1,014,2
rth America	1,112,342	1,152,019	1,168,5
ernational	3,281,916	3,097,140	3,205,3
Apparel)	197,418	140,186	144,49
	1,281,411	527,045	559,10
	$ 7,781,549	$ 6,752,361	$ 6,784
mortization			
olesale Dress Furnishings	$ 4,866	$ 5,672	$ 6,003
olesale Sportswear	2,203	3,233	5,084
ail	10,705	9,592	9,905
sing	3,507	3,203	2,785
rth America	26,364	28,093	31,527
ernational	72,632	63,447	72,339
Apparel)	15,263	13,539	13,563
	4,816	5,231	5,931
	$ 140,356	$ 132,010	$ 147,1
Expenditures(1)			
olesale Dress Furnishings	$ 2,854	$ 4,676	$ 3,768
olesale Sportswear	2,204	3,923	3,285
ail	28,131	18,602	9,411
sing	4,935	6,632	3,096
rth America	47,027	29,974	22,172
ernational	88,348	82,604	42,949
Apparel)	30,799	17,883	13,109
	4,654	7,613	6,014
	$ 208,952	$ 171,907	$ 103,8

ures in 2012 include $4,184 of accruals that will not be paid until 2013. Capital expenditures in 2011 include $5,786 of accruals that we
al expenditures in 2010 include $3,720 of accruals that were not paid until 2011.

equipment, net based on the location where such assets are held, was as follows:

	2012	2011	2010
	$ 321,247	$ 263,008	$ 234,6
	41,850	38,912	39,033
	171,647	137,010	116,87
	26,591	19,961	13,993
	$ 561,335	$ 458,891	$ 404,5

OLIDATED FINANCIAL STATEMENTS - (Continued)
e amounts in thousands, except per share data)

location of origin, was as follows:

2012	2011	2010
$ 3,662,150	$ 3,558,540	$ 3,114
329,674	302,103	237,38
1,643,875	1,588,926	974,38
407,300	441,055	310,66
$ 6,042,999	$ 5,890,624	$ 4,636

ES

anteed to a landlord the payment of rent and related costs by the tenant currently occupying space previously leased by the Company. Th
guaranteed as of February 3, 2013 is approximately $3,800, which is subject to exchange rate fluctuation. The Company has the right to
mately $2,400 as of February 3, 2013, which is subject to exchange rate fluctuation. The guarantee expires on May 19, 2016.

ertain other guarantees whereby it guaranteed the payment of amounts on behalf of certain other parties, none of which are material ind

IMENTS

expenses on the Company's Consolidated Balance Sheets are certain incentive compensation accruals of $57,006 and $60,070 as of Fe
9, 2012, respectively, and certain wholesale sales allowance accruals of $50,981 and $51,976 as of February 3, 2013 and January 29, 20

et retirement obligations are included in other liabilities on the Company's Consolidated Balance Sheets and relate to the Company's ob
e leasehold improvements from leased office or retail store locations at the end of a lease term in order to restore a facility to a conditio
ent. The Company records the fair value of the liability for asset retirement obligations in the period in which it is legally or contractuall
ation of the asset retirement liability, an asset retirement cost is capitalized by increasing the carrying amount of the asset by the same a
ods subsequent to initial measurement, the asset retirement cost is recognized as expense through depreciation over the asset's useful lif
e asset retirement obligations are recognized for the passage of time and revisions to either the timing or the amount of estimated cash f
s recognized for the impacts of increasing the discounted fair value to its estimated settlement value.

presents the activity related to the Company's asset retirement obligations for each of the last two years:

	2012		2011
g of year	$ 11,709		$ 9,385
	2,585		3,252
ayments)	(1,160	)	(879
	294		133
ted cash flows	273		(474
n adjustment	(1,198	)	292
ear	$ 12,503		$ 11,70

party to certain litigation which, in management's judgment, based in part on the opinions of legal counsel, will not have a material adve
financial position.

EVENTS (UNAUDITED)

n

completed its acquisition of Warnaco on February 13, 2013. Warnaco designs, sources, markets, licenses and distributes a broad line of
and swimwear products worldwide. Warnaco's products are sold under the Calvin Klein, Speedo, Chaps, Warner's and Olga brand nan
reacquired the Chaps license effective contemporaneously with the Warnaco acquisition.

consolidated the Company's direct global control of the Calvin Klein brand image and commercial decisions for the two largest Calvi
–jeanswear and underwear. In addition, the Company believes the acquisition takes advantage of its and Warnaco's complementary geo
's operations in Asia and Latin America will enhance the Company's opportunities in these high-growth regions, and the Company will
s expertise and infrastructure in North America and Europe to enhance the growth and profitability of Warnaco's Calvin Klein jeanswe
es in these regions. With a diversified brand portfolio and strong operations in every major consumer market around the world, the Com
s will be better balanced across geographies, channels of distribution, product categories and price points, and it will have the opportuni
wth and enhanced profitability.

acquired Warnaco for total consideration of approximately $3,147,850 as of the acquisition date. $2,181,127 was paid in cash and 7,679
mon stock, par value $1.00 per share, were issued. In addition, the Company issued replacement stock awards related to employee stoc
s valued at approximately $40,000, which for accounting purposes are included in the total consideration. The value of the replacement
ins subject to finalization, was determined based on the proportionate amount of the vesting period that had lapsed as of the acquisition
during 2012 certain pre-tax costs associated with the acquisition, totaling $42,579, which are included within selling, general and admin
solidated Income Statement. The Company expects to incur approximately $175,000 to $200,000 of additional pre-tax charges over the
y $125,000 of which is expected to be incurred in 2013.

funded the cash portion and related costs of the Warnaco acquisition and repaid a portion of its and Warnaco's previously outstanding d
(i) the issuance of $700,000 of 4 1/2% senior notes due 2022; and (ii) the borrowing of $3,075,000 of term loans under a new senior sec
ly described below.

f the Transaction

table presents the Company's pro forma consolidated results of operations for the years ended February 3, 2013 and January 29, 2012 a
related financing transactions had occurred on January 31, 2011 (the first day of its fiscal year ended January 29, 2012) instead of on Fe
a results were calculated applying the Company's accounting policies and reflect (i) the impact on revenue, cost of goods sold and sellin
expenses resulting from the elimination of intercompany transactions; (ii) the impact on amortization expense based on what would hav
e fair value adjustments to Warnaco's intangible assets recorded in connection with the acquisition; (iii) the impact on interest expense
Company's capital structure in connection with the acquisition; (iv) the impact on cost of goods sold resulting from acquisition date ad
nventory; (v) the impact on selling, general and administrative expenses resulting from the elimination of transaction costs related to the
e included in the Company's results of operations for the year ended February 3, 2013; and (vi) the tax effects of the above adjustments
include any anticipated cost synergies or other effects of the planned integration of Warnaco. Accordingly, such pro forma amounts are
ults that actually would have occurred had the acquisition been completed on January 31, 2011, nor are they indicative of the future ope
ned company.

	Pro Forma Year Ended	
	2/3/13	1/29/12
	$ 8,291,972	$ 8,194,842
	498,342	307,245

deration Transferred

ted time since the date of the acquisition, the initial disclosure for this business combination is incomplete as of the date of this filing. A
the Company to make certain business combination disclosures at this time. The Company is unable to present the acquisition date fair
ated to assets acquired and liabilities assumed. The Company will provide this information in its Quarterly Report on Form 10-Q for the
.

d Credit Facility

y with and related to the closing of the Warnaco acquisition, the Company entered into new senior secured credit facilities ("the new fac
were used to fund a portion of the acquisition of Warnaco and to repay a portion of the Company's and Warnaco's previously outstandin
st of a $1,700,000 United States dollar-denominated Term Loan A, a $1,375,000 United States dollar-denominated Term Loan B and se
redit facilities in an aggregate principal amount of $750,000 (based on the applicable exchange rates on February 13, 2013), consisting o
ates dollar-denominated revolving credit facility, (b) a $25,000 United States dollar-denominated revolving credit facility available in U
nadian dollars and (c) a €185,850 Euro-denominated revolving credit facility available in Euro, Pounds Sterling, Japanese Yen and Swi

y 13, 2013, the full amounts of the term loans were drawn. The revolving credit facilities include amounts available for letters of credit.
the Company had drawn no revolving credit borrowings and approximately $86,900 of letters of credit. A portion of each of the United
ility and Canadian revolving credit facility is also available for the making of swingline loans. The issuance of such letters of credit and
gline loan reduces the amount available under the applicable revolving credit facility. So long as certain conditions are satisfied, the Co
re term loan facilities or increase the commitments under the revolving credit facilities by an aggregate amount not to exceed the greater
,250,000 as long as the ratio of the Company's senior secured net debt to consolidated adjusted earnings before interest, taxes, deprecia
h case calculated as set forth in the documentation relating to the new facilities) would not exceed 3.00:1.00 after giving pro forma effe
ncrease, plus, in either case, an amount equal to the aggregate revolving commitments of any defaulting lender (to the extent the commi
have been terminated). The lenders under the new facilities are not required to provide commitments with respect to such additional fac
ents.

ach of Term Loan A and Term Loan B contain a mandatory repayment schedule on a quarterly basis, such that the total annual repayme

	Term Loan			
	A		B	
ruary 13, 2013	$ 1,700,000		$ 1,375,000	
to be repaid for the annual period ending March				
	5	%	1	%
	5	%	1	%
	7.5	%	1	%
	10	%	1	%
	72.5	%	1	%
			1	%
			94	%

g borrowings under the new facilities are prepayable at any time without penalty (other than customary breakage costs). The terms of th
Company to repay certain amounts outstanding thereunder with (a) net cash proceeds of the incurrence of certain indebtedness, (b) net
asset sales or other dispositions (including as a result of casualty or condemnation) that exceed certain thresholds, to the extent such pro
mmitted to be reinvested in the business in accordance with customary reinvestment provisions and (c) a percentage of excess cash flow
upon the Company's net leverage ratio during the relevant fiscal period.

ates dollar-denominated borrowings under the new facilities bear interest at a rate equal to an applicable margin plus, as determined at th
either (a) a base rate determined by reference to the greater of (i) the prime rate, (ii) the United States federal funds rate plus 1/2 of 1.00
ed Eurocurrency rate plus 1.00% (provided that, in the case of Term Loan B, in no event will the base rate be deemed to be less than 1.7
rrency rate, calculated in a manner set forth in the new facilities (provided that, in the case of Term Loan B, in no event will the adjusted
e deemed to be less than 0.75%).

r-denominated borrowings under the new revolving credit facility bear interest at a rate equal to an applicable margin plus, as determine
either (a) a Canadian prime rate determined by reference to the greater of (i) the rate of interest per annum that Royal Bank of Canada e
Toronto, Ontario as the reference rate of interest in order to determine interest rates for loans in Canadian Dollars to its Canadian borro
he average of the rates per annum for Canadian Dollar bankers' acceptances having a term of one month that appears on the display refe
euters Monitor Money Rate Services as of 10:00 a.m. (Toronto time) on the date of determination, as reported by the administrative age
vailable, any successor or similar service as may be selected by the administrative agent), and (y) 0.75%, or (b) an adjusted Eurocurrenc
ner set forth in the new facility.

s under the new revolving credit facility in currencies other than United States dollars or Canadian dollars bear interest at a rate equal to
lus an adjusted Eurocurrency rate, calculated in a manner set forth in the new facility.

licable margins will be in the case of Term Loan A and the revolving credit facilities, 2.00% for adjusted Eurocurrency rate loans and 1
pplicable. The applicable margins in the case of Term Loan B are fixed at 2.50% for adjusted Eurocurrency rate loans and 1.50% for ba
After the date of delivery of the compliance certificate and financial statements with respect to the Company's fiscal quarter ending Ma
in for borrowings under Term Loan A and the revolving credit facilities will be adjusted based on the Company's quarter end net levera

ties contain covenants that restrict the Company's ability to finance future operations or capital needs, to take advantage of other busine
ay be in its interest or to satisfy its obligations under its other outstanding debt. These covenants restrict the Company's ability to, amon

dditional debt or extend credit;
ments, including paying dividends or making distributions on, or redeeming or repurchasing, the Company's capital stock or certain deb
nd investments;

ons with affiliates;
ts restricting the Company's subsidiaries' ability to pay dividends;
Company's assets or engage in sale/leaseback transactions; and
on or merger, or sell, transfer, or lease all or substantially all of the Company's assets.

ties require the Company to comply with certain financial covenants, including minimum interest coverage and maximum net leverage,
er ending August 4, 2013. A breach of any of these operating or financial covenants would result in a default under the applicable facilit
urs and is continuing, the lenders could elect to declare all amounts then outstanding, together with accrued interest, to be immediately
d result in acceleration of the Company's other debt. If the Company was unable to repay any such borrowings when due, the lenders c
r collateral, which also secures some of the Company's other indebtedness.

d Credit Facility

3, 2013, the Company terminated its previously outstanding amended facility and repaid all outstanding borrowings thereunder.

RTERLY FINANCIAL DATA - UNAUDITED
pt per share data)

sets forth selected quarterly financial data (unaudited) for the corresponding thirteen week periods (except the fourth quarter of 2012, w
eeks) of the fiscal years presented:

Quarter		2nd Quarter		3rd Quarter		4th Quarter	
2[1],[12]	2011[6],[7],[12]	2012[1],[12]	2011[6],[8],[12]	2012[1],[2],[3],[12]	2011[6],[8],[9],[12]	2012[1],[2],[3],[4],[5]	2011[6],[8],
,427,406	$ 1,369,184	$ 1,336,623	$ 1,334,444	$ 1,642,770	$ 1,654,160	$ 1,636,200	$ 1,532,83
5,829	728,579	742,661	724,132	869,084	828,968	880,656	774,210
476	58,928	89,918	67,827	167,698	113,418	80,748	35,524
3	0.83	1.24	0.95	2.31	1.59	1.11	0.50
0	0.81	1.22	0.93	2.27	1.55	1.09	0.48
81	71.81	93.06	75.86	99.05	74.84	121.26	78.37
44	55.10	72.47	60.95	74.91	51.15	105.01	62.81

, third and fourth quarters of 2012 include pre-tax costs of $3,316, $4,541, $6,561 and $6,107, respectively, associated with the Compan
ommy Hilfiger and related restructuring.
urth quarters of 2012 include pre-tax costs of $6,412 and $36,167 associated with the Company's acquisition of Warnaco, which closed
13.
urth quarters of 2012 include tax benefits of $4,500 and $9,451, respectively, resulting from the recognition of previously unrecognized
sets and tax credits.
er of 2012 includes a pre-tax actuarial loss of $28,142 on pension and other postretirement plans immediately recognized in earnings.
er of 2012 includes pre-tax interest expense of $3,656 related to the issuance of $700,000 of senior notes that were used to fund a portio
or the acquisition of Warnaco.
, third and fourth quarters of 2011 include pre-tax costs of $30,459, $11,226, $9,264 and $18,573, respectively, associated with the Com
ommy Hilfiger and related restructuring.
of 2011 includes pre-tax costs of $16,233 associated with the Company's modification of its senior secured credit facility.
d and fourth quarters of 2011 include pre-tax costs of $6,650, $502 and $966, respectively, associated with the Company's negotiated ea
s license to market sportswear under the Timberland brand and its exit of the Izod women's wholesale sportswear business.
r of 2011 includes an expense of $20,709 recorded in connection with the Company's reacquisition of the rights to the Tommy Hilfiger
been subject to a perpetual license.
ter of 2011 includes a pre-tax actuarial loss of $76,120 on pension and other postretirement plans immediately recognized in earnings.
ter of 2011 includes a tax benefit of $5,352 resulting from the revaluation of certain deferred tax liabilities in connection with a decreas

d and third quarters of 2012, as well as the first, second, third and fourth quarters of 2011, include amounts that have been adjusted from
ere previously reported in the Company's 2012 and 2011 Quarterly Reports on Form 10-Q and 2011 Annual Report on Form 10-K. In th
, the Company retrospectively changed its method of accounting for defined benefit pension plans to (i) calculate expected return on

e fair value of plan assets; and (ii) immediately recognize actuarial gains and losses in its operating results in the year in which they occ
"Summary of Significant Accounting Policies." All periods presented have been adjusted to reflect the effect of these accounting change
amounts previously reported in the Company's 2012 and 2011 Quarterly Reports on Form 10-Q and 2011 Annual Report on Form 10-K
amounts as retrospectively adjusted:

	First Quarter 2012			Second Quarter 2012			Third Quarter 2012		
	As Originally Reported in Form 10-Q in 2012	Adjustments	As Retrospectively Adjusted	As Originally Reported in Form 10-Q in 2012	Adjustments	As Retrospectively Adjusted	As Originally Reported in Form 10-Q in 2012	Adjustments	As Retro Adju
	$ 93,114	$ 2,362	$ 95,476	$ 87,702	$ 2,216	$ 89,918	$ 165,409	$ 2,289	$ 167
er	1.29	0.04	1.33	1.21	0.03	1.24	2.28	0.03	2.31
	1.27	0.03	1.30	1.19	0.03	1.22	2.24	0.03	2.27

Quarter 2011			Second Quarter 2011			Third Quarter 2011			Fourth Quarter 2011		
nally rted rm in	Adjustments	As Retrospectively Adjusted	As Originally Reported in Form 10-Q in 2011	Adjustments	As Retrospectively Adjusted	As Originally Reported in Form 10-Q in 2011	Adjustments	As Retrospectively Adjusted	As Originally Reported in Form 10-K in 2011	Adjustments	As Ret Adj
67	$ 1,261	$ 58,928	$ 66,729	$ 1,098	$ 67,827	$ 112,239	$ 1,179	$ 113,418	$ 81,246	$ (45,722)	$ 3
	0.02	0.83	0.94	0.01	0.95	1.57	0.02	1.59	1.13	(0.63)	0.5
	0.02	0.81	0.92	0.01	0.93	1.54	0.01	1.55	1.11	(0.63)	0.4

S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

f the Company is responsible for the preparation and integrity of the consolidated financial statements appearing in this Annual Report c
ated financial statements were prepared in conformity with accounting principles generally accepted in the United States and, according
ed on management's best judgments and estimates.

f the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a
Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding
al reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accept
Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records
ccurately and fairly reflect the underlying transactions, including the acquisition and disposition of assets; (ii) provide reasonable assura
ts are safeguarded and transactions are executed in accordance with management's authorization and are recorded as necessary to perm
ompany's consolidated financial statements in accordance with accounting principles generally accepted in the United States; and (iii) p
e regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a ma
idated financial statements.

ent limitations, internal control over financial reporting may not prevent or detect misstatements and even when determined to be effect
able assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to f
to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or p

ee of the Company's Board of Directors, composed solely of directors who are independent in accordance with New York Stock Excha
rities Exchange Act of 1934, the Company's Corporate Governance Guidelines and its charter, meets periodically with the Company's i
any's internal auditors and management to discuss internal control over financial reporting, auditing and financial reporting matters. Bot
s and the Company's internal auditors periodically meet alone with the Audit Committee and have free access to the Committee.

ed the effectiveness of the Company's internal control over financial reporting as of February 3, 2013. In making this assessment, mana
forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework
ssment and those criteria, management believes that the Company maintained effective internal control over financial reporting as of Fe

ependent auditors, Ernst & Young LLP, a registered public accounting firm, are appointed by the Audit Committee, subject to ratificati
lders. Ernst & Young LLP have audited and reported on the consolidated financial statements of the Company and the effectiveness of
control over financial reporting. The reports of the independent auditors are contained in this Annual Report on Form 10-K.

RICO	/s/ MICHAEL SHAFFER
	Michael Shaffer
f Executive Officer	Executive Vice President and Chief
	Operating & Financial Officer
	April 3, 2013

PENDENT REGISTERED PUBLIC ACCOUNTING FIRM

ectors and Stockholders of PVH Corp.

VH Corp.'s internal control over financial reporting as of February 3, 2013, based on criteria established in Internal Control—Integrated
nittee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). PVH Corp.'s management is responsible for mai
ntrol over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the acc
ort on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over fina
our audit.

udit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require tha
lit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respec
ning an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evalua
g effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the
believe that our audit provides a reasonable basis for our opinion.

al control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting a
cial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over fi
hose policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the tra
the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financi
dance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accorda
anagement and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorize
disposition of the company's assets that could have a material effect on the financial statements.

ent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of
ure periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of complian
es may deteriorate.

H Corp. maintained, in all material respects, effective internal control over financial reporting as of February 3, 2013, based on the COS

ed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance shee
ies as of February 3, 2013 and January 29, 2012, and the related consolidated statements of income, comprehensive income, changes in
y and cash flows for each of the three years in the period ended February 3, 2013 and our report dated April 3, 2013 expressed an unqua

NG LLP
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PENDENT REGISTERED PUBLIC ACCOUNTING FIRM

ectors and Stockholders of PVH Corp.

e accompanying consolidated balance sheets of PVH Corp. and subsidiaries as of February 3, 2013 and January 29, 2012, and the relate
ents of income, comprehensive income, changes in stockholders' equity and cash flows for each of the three years in the period ended F
so included the financial statement schedule included in Item 15(a) (2). These financial statements and schedule are the responsibility of
ment. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

udits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require tha
lit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining
porting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and sign
management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for

financial statements referred to above present fairly, in all material respects, the consolidated financial position of PVH Corp. and subsic
d January 29, 2012, and the consolidated results of their operations and their cash flows for each of the three years in the period ended F
with U.S generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in re
tatements taken as a whole, presents fairly in all material respects, the information set forth therein.

e 1 to the consolidated financial statements, the Company has elected to change its method of accounting for actuarial gains and losses
arket-related value of plan assets related to its pension and other postretirement plans in fiscal 2012.

ed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), PVH Corp.'s internal control
as of February 3, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring
e Treadway Commission and our report dated April 3, 2013, expressed an unqualified opinion thereon.

NG LLP

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NCIAL SUMMARY
pt per share data, percents and ratios)

	2012 [1]		2011[2],[6]		2010[3],[6]		2009[4],[6]		2008[5],
ions									
	$ 6,042,999		$ 5,890,624		$ 4,636,848		$ 2,398,731		$ 2,491
expenses and other income items	5,382,637		5,399,451		4,433,818		2,168,057		2,403,2
est and taxes	660,362		491,173		203,030		230,674		88,729
t	117,250		128,088		126,822		32,229		27,444
	109,272		87,388		21,831		44,946		22,226
	$ 433,840		$ 275,697		$ 54,377		$ 153,499		$ 39,05
er common share	$ 5.98		$ 3.86		$ 0.83		$ 2.97		$ 0.76
per common share	5.87		3.78		0.81		2.92		0.75
common share	0.15		0.15		0.15		0.15		0.15
y per equivalent common share[7]	44.61		37.59		34.28		22.51		19.40
	$ 2,437,006		$ 1,739,235		$ 1,835,289		$ 994,883		$ 864,4
ncluding short-term borrowings and current n debt)	1,162,447		1,043,871		931,255		362,881		349,23
	1,274,559		695,364		904,034		632,002		515,19
	7,781,549		6,752,361		6,784,350		2,339,679		2,200,1
	31,060		26,753		24,891		—		—
	2,211,642		1,832,925		2,364,002		399,584		399,56
y	3,252,569		2,715,449		2,442,544		1,168,553		998,79
apital[8]	41.9	%	41.7	%	49.5	%	25.5	%	28.6
tal[9]	30.8	%	38.6	%	43.7	%	(7.5	)%	6.7
	2.1		1.7		2.0		2.7		2.5

) pre-tax costs of $20,525 associated with the Company’s integration of Tommy Hilfiger and the related restructuring; (b) pre-tax costs he Company’s acquisition of Warnaco, which closed on February 13, 2013; (c) a pre-tax actuarial loss of $28,142 on pension and other lans immediately recognized in earnings; (d) pre-tax interest expense of $3,656 related to the issuance of $700,000 of senior notes that v of the purchase price for the acquisition of Warnaco; and (e) a tax benefit of $13,951 resulting from the recognition of previously unre s assets and tax credits.

) pre-tax costs of $69,522 associated with the Company’s integration of Tommy Hilfiger and the related restructuring; (b) pre-tax costs mpany’s negotiated early termination of its license to market sportswear under the Timberland brand and its exit of the Izod women’s w ess; (c) a pre-tax expense of $20,709 recorded in connection with the Company’s reacquisition of the rights to the Tommy Hilfiger trad en subject to a perpetual license; (d) pre-tax costs of $16,233 associated with the Company’s modification of its senior secured credit fa loss of $76,120 on pension and other postretirement plans immediately recognized in earnings; and (f) a tax benefit of $5,352 resulting rtain deferred tax liabilities in connection with a decrease in the tax rate in Japan.

ludes (a) pre-tax costs of $338,317 associated with the Company’s acquisition and integration of Tommy Hilfiger, including transactio ring and debt extinguishment costs, short-lived non-cash valuation amortization charges and the effects of hedges against Euro to Unite change rates related to the purchase price; (b) pre-tax costs of $6,552 associated with the Company’s exit from its United Kingdom and usen dresswear and accessories business; (c) a pre-tax actuarial loss of $4,534 on pension and other postretirement plans immediately re ngs; and (d) a tax benefit of $8,873 related to the lapse of the statute of limitations with respect to certain previously unrecognized tax po

) pre-tax costs of $25,897 associated with the Company’s restructuring initiatives announced in the fourth quarter of 2008; (b) a pre-tax n pension and other postretirement plans immediately recognized in earnings; and (c) a tax benefit of $29,400 related to the lapse of the

respect to certain previously unrecognized tax positions.

) fixed asset impairment charges of $60,082 for approximately 200 of the Company's retail stores; (b) pre-tax costs of $21,578 associate
ucturing initiatives announced in the fourth quarter of 2008; (c) pre-tax costs of $18,248 associated with the closing of the Company's C
il division; and (d) a pre-tax actuarial loss of $87,838 on pension and other postretirement plans immediately recognized in earnings.
9 and 2008 include amounts that have been adjusted from the amounts that were previously reported in the Company's 2011, 2010, 200
on Form 10-K. In the fourth quarter of 2012, the Company changed its method of accounting for its pension and other postretirement pl
ed return on plan assets using the fair value of plan assets; and (ii) immediately recognize actuarial gains and losses in its operating resu
ey occur. The periods presented have been retrospectively adjusted to reflect the effect of these accounting changes. Please refer to Note
gnificant Accounting Policies," for a further discussion, as well as a summary of the adjustments to the 2011 and 2010 amounts. The fo
s previously reported in the Company's 2009 and 2008 Annual Reports on Form 10-K and the amounts as retrospectively adjusted:

	2009 As Originally Reported in Form 10-K in 2009	Adjustments		As Retrospectively Adjusted	2008 As Originally Reported in Form 10-K in 2008	Adjustments		As Retro Adjusted
expenses and other	$ 2,154,919	$ 13,138		$ 2,168,057	$ 2,318,187	$ 85,019		$ 2,403,2
est and taxes	243,812	(13,138	)	230,674	173,748	(85,019	)	88,729
	49,673	(4,727	)	44,946	54,533	(32,307	)	22,226
	161,910	(8,411	)	153,499	91,771	(52,712	)	39,059
er common share	3.14	(0.17	)	2.97	1.78	(1.02	)	0.76
per common share	3.08	(0.16	)	2.92	1.76	(1.01	)	0.75

uity per equivalent common share is calculated by dividing stockholders' equity by the sum of common shares outstanding and the num
hat the Company's Series A convertible preferred shares are convertible into for the applicable years, as such convertible preferred stoc
stockholders' equity in the Company's Consolidated Balance Sheets.
als interest-bearing debt (including capital leases) and stockholders' equity.
capital are total debt (including capital leases) and total capital reduced by cash.

D QUALIFYING ACCOUNTS

	Column B	Column C			Column D		Colum
	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Additions Charged to Other Accounts		Deductions		Balanc at End of Peri
ry 3, 2013							
tful accounts	$ 15,744	$ 6,315	$ —		$ 5,945	(c)	$ 16,11
for operational chargebacks and ns (a)	163,132	320,914	—		332,984		151,06
	178,876	327,229	—		338,929		167,17
y 29, 2012							
tful accounts	$ 11,105	$ 6,332	$ —		$ 1,693	(c)	$ 15,74
for operational chargebacks and ns (a)	161,691	337,948	—		336,507		163,13
	172,796	344,280	—		338,200		178,87
y 30, 2011							
tful accounts	$ 7,224	$ 1,603	$ 6,040	(b)	$ 3,762	(c)	$ 11,10
for operational chargebacks and ns (a)	91,887	242,712	64,625	(b)	237,533		161,69
	99,111	244,315	70,665		241,295		172,79

ctivity associated with the wholesale sales allowance accrual included in accrued expenses. Please see Note 20, “Other Comments” for

o the acquisition of Tommy Hilfiger in 2010.
unts written off as uncollectible, net of recoveries.