BUCKLE INC
Form 10-K
March 29, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K

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

For the Fiscal Year Ended January 28, 2017

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from ____________ to ____________

Commission File Number: 001-12951

THE BUCKLE, INC.
(Exact name of Registrant as specified in its charter)

Nebraska	47-0366193
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2407 West 24th Street, Kearney, Nebraska 68845-4915
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (308) 236-8491

Securities registered pursuant to Section 12(b) of the Act:

Title of class	Name of Each Exchange on Which Registered
Common Stock, $.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes o No þ

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, non-accelerated filer, or smaller reporting company. (See definition of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act). Check one.
þ Large accelerated filer; o Accelerated filer; o Non-accelerated filer; o Smaller Reporting Company

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

The aggregate market value (based on the closing price of the New York Stock Exchange) of the common stock of the registrant held by non-affiliates of the registrant was $768,354,793 on July 30, 2016. For purposes of this response, executive officers and directors are deemed to be the affiliates of the Registrant and the holdings by non-affiliates was computed as 28,052,385 shares.

The number of shares outstanding of the Registrant's Common Stock, as of March 24, 2017, was 48,848,725.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the registrant’s 2017 Annual Meeting of Shareholders to be held May 30, 2017 are incorporated by reference in Part III.

THE BUCKLE, INC.
FORM 10-K
January 28, 2017

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PART I

ITEM 1 - BUSINESS

The Buckle, Inc. (the "Company") is a retailer of medium to better-priced casual apparel, footwear, and accessories for fashion-conscious young men and women. As of January 28, 2017, the Company operated 467 retail stores in 44 states throughout the United States under the names "Buckle" and "The Buckle." The Company markets a wide selection of mostly brand name casual apparel including denims, other casual bottoms, tops, sportswear, outerwear, accessories, and footwear. The Company emphasizes personalized attention to its customers and provides customer services such as free hemming, free gift-wrapping, easy layaways, the Buckle private label credit card, and a guest loyalty program. Most stores are located in regional shopping malls and lifestyle centers, and this is the Company's strategy for future expansion. The majority of the Company's central office functions, including purchasing, pricing, accounting, advertising, and distribution, are controlled from its headquarters and distribution center in Kearney, Nebraska. The Company’s men’s buying team and a portion of its marketing team are located in Overland Park, Kansas.

Incorporated in Nebraska in 1948, the Company commenced business under the name Mills Clothing, Inc., a conventional men's clothing store with only one location. In 1967, a second store, under the trade name Brass Buckle, was purchased. In the early 1970s, the store image changed to that of a jeans store with a wide selection of denims and shirts. The first branch store was opened in Columbus, Nebraska, in 1976. In 1977, the Company began selling young women's apparel and opened its first mall store. The Company changed its corporate name to The Buckle, Inc. on April 23, 1991. The Company has experienced significant growth over the past ten years, growing from 350 stores at the start of fiscal 2007 to 467 stores at the end of fiscal 2016. All references herein to fiscal 2016 refer to the 52-week period ended January 28, 2017. Fiscal 2015 refers to the 52-week period ended January 30, 2016 and fiscal 2014 refers to the 52-week period ended January 31, 2015. All references herein to the “Company”, “Buckle”, “we”, “us”, or similar terms refer to The Buckle, Inc. and its subsidiary.

The Company's principal executive offices are located at 2407 West 24th Street, Kearney, Nebraska 68845. The Company's telephone number is (308) 236-8491. The Company publishes its corporate web site at www.buckle.com.

Available Information

The Company’s annual reports on Form 10-K, along with all other reports and amendments filed with or furnished to the Securities and Exchange Commission, are publicly available free of charge on the Investor Information section of the Company’s website at www.buckle.com as soon as reasonably practicable after the Company files such materials with, or furnishes them to, the Securities and Exchange Commission. The Company’s corporate governance policies, ethics code, and Board of Directors’ committee charters are also posted within this section of the website. The information on the Company’s website is not part of this or any other report The Buckle, Inc. files with, or furnishes to, the Securities and Exchange Commission.

Marketing and Merchandising

The Company's marketing and merchandising strategy is designed to create customer loyalty by offering a wide selection of key brand name and private label merchandise and providing a broad range of value-added services. The Company believes it provides a unique specialty apparel store experience with merchandise designed to appeal to the fashion-conscious 15 to 30-year old. The merchandise mix includes denims, casual bottoms, tops, sportswear, outerwear, accessories, and footwear. Denim is a significant contributor to total sales (42.2% of fiscal 2016 net sales) and is a key to the Company's merchandising strategy. The Company believes it attracts customers with its wide selection of branded and private label denim and a wide variety of fits, finishes, and styles. Tops are also significant contributors to total sales (30.8% of fiscal 2016 net sales). The Company strives to provide a continually changing selection of the latest casual fashions.

The percentage of net sales over the past three fiscal years of the Company's major product lines are set forth in the following table:

Merchandise Group	Fiscal Years Ended January 28, 2017	January 30, 2016	January 31, 2015
Denims	42.2 %	42.5 %	43.7 %
Tops (including sweaters)	30.8	31.0	30.8
Accessories	9.2	8.9	8.6
Sportswear/fashions	6.5	6.4	6.2
Footwear	5.9	6.0	5.9
Outerwear	2.0	2.1	2.3
Casual bottoms	1.9	1.5	1.2
Other	1.5	1.6	1.3
Total	100.0 %	100.0 %	100.0 %

Brand name merchandise accounted for approximately 65% of the Company's sales during fiscal 2016. The remaining balance is comprised of private label merchandise from exclusive brands including BKE, Buckle Black, BKE Boutique, Red by BKE, Daytrip denim, Gimmicks, Gilded Intent, Outpost Makers, Departwest, and Veece. The Company's merchandisers continually work with manufacturers and vendors to produce brand name merchandise that they believe is exclusive in terms of color, style, and fit. While the brands offered by the Company change to meet current customer preferences, the Company currently offers denims from brands such as Miss Me, Rock Revival, Big Star Vintage, Buffalo Jeans, KanCan, Flying Monkey, and Levi's. Other key brands include Hurley, Billabong, Affliction, American Fighter, Fast & Furious, Oakley, Fox, Puma, Obey, RVCA, Salvage, 7 Diamonds, Nixon, Amuse Society, Free People, White Crow, Corral, Reef, Kustom, Timberland, UGG, TOMS, SAXX, Stance, Lokai, Ray-Ban, and Fossil. The Company expects that brand name merchandise will continue to constitute the majority of sales.

Management believes the Company provides a unique store environment by maintaining a high level of personalized service and by offering a wide selection of fashionable, quality merchandise. The Company believes it is essential to create an enjoyable shopping environment and, in order to fulfill this mission, it employs highly motivated employees who provide personal attention to customers. Each salesperson is educated to help create a complete look for the customer by helping them find the best fits and showing merchandise as coordinating outfits. The Company also incorporates specialized services such as free hemming, free gift wrapping, layaways, a guest loyalty program, the Buckle private label credit card, and a special order system that allows stores to obtain specifically requested merchandise from other Company stores or from the Company's online order fulfillment center. Customers are encouraged to use the Company's layaway plan, which allows customers to make a partial payment on merchandise that is then held by the store until the balance is paid. For the past three fiscal years, an average of between approximately 3.2% to 3.7% of net sales have been made on a layaway basis, which is recorded as revenue upon delivery of the merchandise to the customer.

Merchandising and pricing decisions are made centrally; however, the Company's distribution system allows for variation in the mix of merchandise distributed to each store. This allows individual store inventories to be tailored to reflect differences in customer buying patterns at various locations. In addition, to ensure a continually fresh look in its stores, the Company ships new merchandise daily to most stores. The Company also has a transfer program that shifts certain merchandise to locations where it is selling best. This distribution and transfer system helps to maintain customer satisfaction by providing in-stock popular items and reducing the need to markdown slow-moving merchandise at a particular location. The Company believes the reduced markdowns justify the incremental distribution costs associated with the transfer system. The Company does not hold store-wide off-price sales at any time.

The Company continually evaluates its store design as part of the overall shopping experience and feels the fiscal 2002 design continues to be well received by both guests and developers. This store design contains warm wood fixtures and floors, real brick finishes, and an appealing ceiling and lighting layout that creates a comfortable environment for the guest to shop. The Company has been able to modify the store design for specialized venues including lifestyle centers and larger mall fronts. The signature Buckle-B icon and red color are used throughout the store on fixtures, graphic images, and print materials to reinforce the brand identity. To enhance selling and product presentation, the Company continues to update the fixtures in its stores. New tables and fixtures have been added to the Company’s signature store design in each of the last several fiscal years. The new tables and fixtures were also rolled out to select existing stores to update their looks as well.

Marketing and Advertising

In fiscal 2016, the Company spent $16.2 million, or 1.7% of net sales, on seasonal marketing campaigns, advertising, promotions, online marketing, and in-store point-of-sale materials. Seasonal image and promotional signage is presented in store window displays and on merchandising presentations throughout the store to complement the product and reinforce the brand's image. Promotions such as sweepstakes, gift with purchase offers, and special events are offered to enhance the guest’s shopping experience. Seasonal image guides, featuring current fashion trends and product selection, are distributed in the stores, at special events, and in new markets. Buckle partners with key merchandise vendors on joint advertising and promotional opportunities that expand the marketing reach and position Buckle as the destination store for these specialty branded fashions.

The Company also offers programs to build and strengthen its relationship with loyal guests. Two different programs work to achieve these goals. In fiscal 2016, the Company phased out its previous frequent shopper program (the Buckle Primo Card) and replaced it with an improved electronic loyalty program called Buckle Guest Loyalty. Both the former Buckle Primo Card and the new Buckle Guest Loyalty program are available to all guests who elect to participate and the rewards structure for both programs is similar. In addition, private label credit card guests receive even more benefits when they use their Buckle Card. The B-Rewards incentive program rewards loyal cardholders with a B-Rewards gift card at the end of each rewards period and invites them back into the store. The Company extends other exclusive benefits to active Buckle cardholders such as special bonus B-Rewards periods, targeted mailings, and exclusive gift with purchase offers. The Company provides special Buckle Black and Buckle Exclusive cardholder programs for its most loyal Buckle Card guests. Buckle Black cardholders must purchase at least $500 and Buckle Exclusive cardholders must spend at least $1,000 annually. These guests receive exclusively designed cards and enjoy additional benefits including free ground shipping on special orders and online purchases, as well as extended B-Reward redemption periods. The Buckle Card marketing program is partially funded by Comenity Bank, a third-party bank that owns the Buckle Card accounts.

The Company publishes a corporate web site at www.buckle.com. The Company’s web site serves as a second retail touch-point for cross-channel marketing, reaching a growing online audience. Buckle.com is an e-Commerce enabled channel with an interactive, entertaining, informative, and brand building environment where guests can shop, enter sweepstakes, fill out a wish list, find out about career opportunities, and read the Company’s latest financial news. The Company maintains an opt-in email database. National email campaigns are sent bi-monthly and targeted weekly messages are sent notifying guests of the latest store promotions and product offerings. Search engine and affiliate marketing programs are managed to increase online and in-store traffic as well as conversion rates. Buckle’s online store was launched April 26, 1999 as a marketing tool, to extend the Company’s brand beyond the physical locations. The Company launched a completely redesigned Buckle.com on a new e-Commerce platform on June 8, 2016. The new site provided several updates and enhancements designed to improve both the performance of the site and the overall shopping experience.

Store Operations

The Company has an Executive Vice President of Stores, a Vice President of Sales, 3 Directors of Sales, 4 Regional Managers, 25 District Managers, and 80 Area Managers. Certain district managers and all area managers also serve as manager of their home base store. In general, each store has 1 manager, 1 or 2 assistant managers, 1 to 3 additional full-time salespeople, and up to 20 part-time salespeople. Most stores have peak levels of staff during the back-to-school and Christmas seasons. Almost every location also employs an alterations person.

The Company places great importance on educating quality personnel. In addition to sharing career opportunities with current Buckle employees, the Company also recruits interns and management trainees from college campuses. A majority of the Company's store managers, all of its area and district managers, and most of its executive management team are former salespeople, including President and CEO, Dennis H. Nelson, and Chairman, Daniel J. Hirschfeld. Recognizing talent and promoting managers from within allows the Company to build a strong foundation for management.

Store managers receive compensation in the form of a base salary and incentive bonuses. District and area managers also receive added incentives based upon the performance of stores in their district/area. Store managers perform sales training for new employees at the store level.

The Company has established a comprehensive program stressing the prevention and control of shrinkage losses. Steps taken to reduce shrinkage include monitoring cash refunds, voids, inappropriate discounts, employee sales, and returns-to-vendor. The Company also has electronic article surveillance systems in all of the Company's stores as well as surveillance camera systems in approximately 99% of the stores. As a result, the Company achieved a merchandise shrinkage rate of 0.6% of net sales in both fiscal 2016 and fiscal 2015 and 0.5% of net sales in fiscal 2014.

The average store is approximately 5,100 square feet (of which the Company estimates an average of approximately 80% is selling space), and stores range in size from 2,900 square feet to 8,475 square feet.

Purchasing and Distribution

The Company has an experienced buying team. The buying team is led by the Vice President of Women's Merchandising and Senior Vice President of Men's Merchandising, who have over 50 years of combined experience with the Company. The experience and leadership within the buying team contributes significantly to the Company's success by enabling the buying team to react quickly to changes in fashion and by providing extensive knowledge of sources for both branded and private label goods.

The Company purchases products from manufacturers within the United States as well as from agents who source goods from foreign manufacturers. The Company's merchandising team shops and monitors fashion to stay abreast of the latest trends. The Company continually monitors styles, quality, and delivery schedules. The Company has not experienced any material difficulties with merchandise manufactured in foreign countries. The Company does not have long-term or exclusive contracts with any brand name manufacturer, private label manufacturer, or supplier. The Company plans its private label production with private label vendors three to six months in advance of product delivery. The Company requires its vendors to sign and adhere to its Code of Conduct and Standards of Engagement, which addresses adherence to legal requirements regarding employment practices and health, safety, and environmental regulations.

In fiscal 2016, Miss Me/Rock Revival accounted for 22.5% of the Company's net sales and Axis Denim (which produces private label denim for the Company) accounted for 11.2% of net sales. No other vendor accounted for more than 10% of the Company's net sales. Other current significant vendors include Big Star Vintage, Buffalo Jeans, KanCan, Flying Monkey, Levi's, Hurley, Billabong, Affliction, American Fighter, Fast & Furious, Oakley, Fox, Puma, Obey, RVCA, Salvage, 7 Diamonds, Nixon, Amuse Society, Free People, White Crow, Corral, Reef, Kustom, Timberland, UGG, TOMS, SAXX, Stance, Lokai, Ray-Ban, and Fossil. The Company continually strives to offer brands that are currently popular with its customers and, therefore, the Company's suppliers and purchases from specific vendors may vary significantly from year to year.

Buckle stores generally carry the same merchandise, with quantity and seasonal variations based upon historical sales data, climate, and perceived local customer demand. The Company uses a centralized receiving and distribution center located in Kearney, Nebraska. Merchandise is received daily in Kearney where it is sorted, tagged with bar-coded tickets (unless the vendor UPC code is used or the merchandise is pre-ticketed), and packaged for distribution to individual stores primarily via FedEx. The Company's goal is to ship the majority of its merchandise out to the stores within one to two business days of receipt. This system allows stores to receive new merchandise almost daily, creating excitement within the store and providing customers with a reason to shop often.

The Company has developed an effective computerized system for tracking merchandise from the time it is checked in at the Company's distribution center until it arrives at the stores and is sold to a customer. The system's function is to ensure that store shipments are delivered accurately and promptly, to account for inventory, and to assist in allocating merchandise among stores. Management can track, on a daily basis, which merchandise is selling at specific locations and direct transfers of merchandise from one store to another as necessary. This allows stores to carry a reduced inventory while at the same time satisfying customer demand.

To reduce inter-store shipping costs and provide timely restocking of in-season merchandise, the Company warehouses a portion of initial shipments for later distribution. Sales reports are then used to replenish, on a basis of one to three times each week, those stores that are experiencing the greatest success selling specific styles, colors, and sizes of merchandise. This system is also designed to prevent an over-crowded look in the stores at the beginning of a season.

During fiscal 2010, the Company completed construction of a new 240,000 square foot distribution center in Kearney, Nebraska. The Company transitioned to the new distribution center in September 2010 and the new facility is currently the Company’s only operating store distribution center. The Company also owns two additional facilities as part of its home office campus in Kearney, Nebraska (one of which was was completed during the first quarter of fiscal 2015). These facilities serve as the Company's corporate headquarters and house its online fulfillment and customer service center.

Store Locations and Expansion Strategies

As of March 24, 2017, the Company operated 465 stores in 44 states. The existing stores are in 4 downtown locations, 10 strip centers, 57 lifestyle centers, and 394 shopping malls. The Company anticipates opening approximately 2 new stores in fiscal 2017. For fiscal 2017, one of the new stores is expected to be located in a lifestyle center and one is expected to be located in a shopping mall. The following table lists the location of existing stores as of March 24, 2017:

Location of Stores

State	Number of Stores	State	Number of Stores	State	Number of Stores
Alabama	7	Maryland	2	Oklahoma	13
Alaska	1	Massachusetts	1	Oregon	6
Arizona	12	Michigan	19	Pennsylvania	10
Arkansas	7	Minnesota	12	Rhode Island	1
California	15	Mississippi	5	South Carolina	4
Colorado	14	Missouri	14	South Dakota	3
Florida	25	Montana	5	Tennessee	12
Georgia	10	Nebraska	14	Texas	54
Idaho	7	Nevada	5	Utah	11
Illinois	18	New Jersey	2	Virginia	6
Indiana	15	New Mexico	5	Washington	14
Iowa	17	New York	4	West Virginia	6
Kansas	17	North Carolina	13	Wisconsin	12
Kentucky	6	North Dakota	4	Wyoming	2
Louisiana	11	Ohio	24	Total	465

Buckle has grown significantly over the past ten years, with the number of stores increasing from 350 at the beginning of fiscal 2007 to 467 at the end of fiscal 2016. The Company intends to open new stores only when management believes there is a reasonable expectation of satisfactory results.

The following table sets forth information regarding store openings and closings from the beginning of fiscal 2007 through the end of fiscal 2016:

Total Number of Stores Per Year

Fiscal Year	Open at start of year	Opened in Current Year	Closed in Current Year	Open at end of year
2007	350	20	2	368
2008	368	21	2	387
2009	387	20	6	401
2010	401	21	2	420
2011	420	13	2	431
2012	431	10	1	440
2013	440	13	3	450
2014	450	16	6	460
2015	460	9	1	468
2016	468	5	6	467

The Company's criteria used when considering a particular location for expansion include:

- Market area, including proximity to existing markets to capitalize on name recognition;
- Trade area population (number, average age, and college population);
- Economic vitality of market area;
- Mall location, anchor tenants, tenant mix, and average sales per square foot;
- Available location within a mall, square footage, storefront width, and facility of using the current store design;
- Availability of experienced management personnel for the market;
- Cost of rent, including minimum rent, common area, and extra charges;
- Estimated construction costs, including landlord charge backs and tenant allowances.

The Company generally seeks sites of 4,250 to 5,000 square feet for its stores. The projected cost of opening a store is approximately $1.0 million, including construction costs of approximately $0.8 million (prior to any construction allowance received) and inventory costs of approximately $0.2 million, net of accounts payable.

The Company anticipates opening approximately 2 new stores during fiscal 2017 and completing approximately 7 full remodels. The construction costs for a full remodel are comparable to those of a new store. The Company also plans to complete several smaller store remodeling projects during fiscal 2017. The Company anticipates capital spending of approximately $25.0 to $30.0 million during fiscal 2017, which includes primarily new store and store remodeling projects and IT investments.

The Company's ability to expand in the future will depend, in part, on general business conditions, the ability to find suitable malls with acceptable sites on satisfactory terms, and the readiness of trained store managers. There can be no assurance that the Company's expansion plans will be fulfilled in whole or in part, or that leases under negotiation for planned new sites will be obtained on terms favorable to the Company.

Management Information Systems

The Company's management information systems ("MIS") and electronic data processing systems ("EDP") consist of a full range of retail, financial, and merchandising systems, including purchasing, inventory distribution and control, sales reporting, accounts payable, and merchandise management.

The system includes PC based point-of-sale ("POS") registers in each store. The registers trickle transactions to a central server using a virtual private network for collection of comprehensive data, including complete item-level sales information and employee time clocking. The transactions are then swept into the central computer (IBM iSeries). Price updates are sent daily for the price lookup (“PLU”) file maintained within the POS registers.

Each weekday morning, the Company initiates an electronic "sweep" of the individual store bank accounts to the Company's primary concentration account. This allows the Company to meet its obligations and invest cash on a timely basis.

Management monitors the performance of each of its stores on a continual basis. Daily information is used to evaluate inventory, determine markdowns, analyze profitability, and assist management in the scheduling and compensation of employees.

The PLU system allows management to control merchandise pricing centrally, permitting faster and more accurate processing of sales at the store and the monitoring of specific inventory items to confirm that centralized pricing decisions are carried out in each of the stores. Management is able to direct all price changes, including promotional, clearance, and markdowns on a central basis and estimate the financial impact of such changes.

The virtual private network for communication with the stores also supports the Company’s intranet site. The intranet allows stores to view various types of information from the corporate office. Stores also have access to a variety of tools such as a product search with pictures, product availability, special order functions, inventory management, scheduling, performance tracking, printable forms, links to transmit various requests and information to the corporate office, training videos, email, and information/guidelines from each of the departments at the corporate office. The Company’s network is also structured so that it can support additional functionality such as digital video monitoring and digital music content programming at each store location.

The Company is committed to the ongoing review of its MIS and EDP systems to maintain productive, timely information and effective controls. This review includes testing of new products and systems to ensure that the Company is aware of technological developments. Most important, continual feedback is sought from every level of the Company to ensure that information provided is pertinent to all aspects of the Company's operations.

Employees

As of January 28, 2017, the Company had approximately 8,600 employees - approximately 3,200 of whom were full-time. The Company has an experienced management team and substantially all of the management team, from store managers through senior management, began work for the Company on the sales floor. The Company experiences high turnover of store and distribution center employees, primarily due to the number of part-time employees. However, the Company has not experienced significant difficulty in hiring qualified personnel. Of the total employees, approximately 750 are employed at the corporate headquarters and in the distribution center. None of the Company's employees are represented by a union. Management believes that employee relations are good.

The Company provides medical, dental, vision, life insurance, short-term and long-term disability plans, as well as a 401(k) and a section 125 cafeteria plan (flexible spending account) for eligible employees. To be eligible to participate in the Company's 401(k) plan, employees must be at least 20 years of age and must achieve one year of service with a minimum of 1,000 hours worked during the year. Eligibility for full-time benefits, other than the 401(k) plan, is based on an employee's full-time employment status as determined under the Affordable Care Act ("ACA"). As of January 28, 2017, 1,934 employees participated in the medical plan, 1,928 in the dental plan, 1,443 in the vision plan, 2,834 in the basic life insurance plan, 877 in the supplemental life insurance plan, 1,101 in the long-term disability plan, 1,100 in the short-term disability plan, and 2,280 in the cafeteria plan.

Competition

The men's and women's apparel industries are highly competitive with fashion, selection, quality, price, location, store environment, and service being the principal competitive factors. While the Company believes it is able to compete favorably with other merchandisers, including department stores and specialty retailers, with respect to each of these factors, the Company believes it competes mainly on the basis of customer service and merchandise selection.

In the men's merchandise area, the Company competes primarily with specialty retailers such as Abercrombie & Fitch, American Eagle Outfitters, Gap, H&M, Hollister, Pacific Sunwear, Tilly’s, Urban Outfitters, and Zumiez. The men's market also competes with certain department stores, such as Dillards, Macy’s, Bon-Ton stores, Nordstrom, and certain local or regional department stores and small specialty stores, as well as with mail order and internet retailers.

In the women's merchandise area, the Company competes primarily with specialty retailers such as Abercrombie & Fitch, American Eagle Outfitters, Charlotte Russe, Express, Forever 21, Gap, H&M, Hollister, Maurices, Pacific Sunwear, Tilly's, Urban Outfitters, Wet Seal, and Zumiez. The women's market also competes with department stores, such as Dillards, Macy’s, Bon-Ton stores, Nordstrom, and certain local or regional department stores and small specialty stores, as well as with mail order and internet retailers.

Many of the Company's competitors are considerably larger and have substantially greater financial, marketing, and other resources than the Company, and there is no assurance that the Company will be able to compete successfully with them in the future. Furthermore, while the Company believes it competes effectively for favorable site locations and lease terms, competition for prime locations within a mall is intense.

Trademarks

“BUCKLE”, “THE BUCKLE”, “BUCKLE BLACK”, “BKE”, “BKE BOUTIQUE”, “BKE SOLE”, “DAYTRIP”, “RECLAIM BELIEVES”, “GIMMICKS”, “BEST OF THE BLUES”, "BKE RED", "BEST BRANDS. FAVORITE JEANS.", "BKE SPORT", "BKE LOUNGE", "BKE RESERVE", "BUCKLE BELIEVES", "FADE BY BKE", "SOLELY BLACK BY BKE", "FITZ + EDDI", "BUCKLE SELECT", "IN THESE BLUES", "POETIC REBEL", "UNTAMED SOUL", "WILLOW & ROOT", "TWINE & STARK", "INDIE SPIRIT DESIGNS", "BKE CORE", "GILDED INTENT", "#BUCKLEDOUT" and “B” icon are federally registered trademarks of the Company. The Company believes the strength of its trademarks is of considerable value to its business, and its trademarks are important to its marketing efforts. The Company intends to protect and promote its trademarks as management deems appropriate.

Executive Officers of the Company

The Executive Officers of the Company are listed below, together with brief accounts of their experience and certain other information.

Daniel J. Hirschfeld, age 75. Mr. Hirschfeld is Chairman of the Board of the Company. He has served as Chairman of the Board since April 19, 1991. Prior to that time, Mr. Hirschfeld served as President and Chief Executive Officer. Mr. Hirschfeld has been involved in all aspects of the Company's business, including the development of the Company's management information systems.

Dennis H. Nelson, age 67. Mr. Nelson is President and Chief Executive Officer and a Director of the Company. He has held the titles of President and Director since April 19, 1991. Mr. Nelson was elected Chief Executive Officer on March 17, 1997. Mr. Nelson began his career with the Company in 1970 as a part-time salesman while he was attending Kearney State College (now the University of Nebraska - Kearney). While attending college, he became involved in merchandising and sales supervision for the Company. Upon graduation from college in 1973, Mr. Nelson became a full-time employee of the Company and he has worked in all phases of the Company's operations since that date. Prior to his election as President and Chief Operating Officer on April 19, 1991, Mr. Nelson performed all of the functions normally associated with those positions.

Karen B. Rhoads, age 58. Ms. Rhoads is Senior Vice President of Finance and Chief Financial Officer and a Director of the Company. Ms. Rhoads was elected a Director on April 19, 1991. She was appointed Senior Vice President of Finance and Chief Financial Officer on March 6, 2014, after having served as Vice President of Finance and Chief Financial Officer since 1991. She worked in the corporate office while attending Kearney State College (now the University of Nebraska - Kearney) and later worked part-time on the sales floor. Ms. Rhoads practiced as a CPA for 6 1/2 years, during which time she began working on tax and accounting matters for the Company as a client. She has been employed with Buckle since November 1987.

Brett P. Milkie, age 57. Mr. Milkie is Senior Vice President of Leasing. He was appointed to this position on March 6, 2014, after having served as Vice President of Leasing since May 1996. Mr. Milkie was a leasing agent for a national retail mall developer for 6 years prior to joining the Company in January 1992 as Director of Leasing.

Kari G. Smith, age 53. Ms. Smith is Executive Vice President of Stores. She was appointed to this position on February 13, 2014, after having served as Vice President of Sales since May 2001. Ms. Smith joined the Company in May 1978 as a part-time salesperson. Later she became store manager in Great Bend, Kansas and then began working with other stores as an area manager. Ms. Smith has continued to develop her involvement with the sales management team, helping with manager meetings and the development of new store managers, as well as providing support for store managers, area managers, and district managers.

Robert M. Carlberg, age 53. Mr. Carlberg is Senior Vice President of Men’s Merchandising. He was appointed to this position on March 6, 2014, after having served as Vice President of Men's Merchandising since December 2006. Mr. Carlberg started with the Company as a salesperson and also worked as a store manager and as an area and district leader while being involved and traveling with the men’s merchandising team. He has been full-time with the merchandising team since January 2001.

Kyle L. Hanson, age 52. Ms. Hanson is Vice President, General Counsel, and Corporate Secretary. She was appointed to this position on March 6, 2014, after having served as General Counsel and Corporate Secretary since May 2001. Ms. Hanson joined the Company in May 1998 as General Counsel. She also worked for the Company as a part-time salesperson while attending Kearney State College (now the University of Nebraska - Kearney). Ms. Hanson was previously First Vice President and Trial Attorney for Mutual of Omaha Companies for 2 years and an attorney with the Kutak Rock law firm in Omaha from 1990 to 1996.

Thomas B. Heacock, age 39. Mr. Heacock is Vice President of Finance, Treasurer, and Corporate Controller. He was appointed to this position on December 8, 2014, after having served as Treasurer and Corporate Controller since March 21, 2011. Mr. Heacock has been employed by the Company since October 2003 and has served as Corporate Controller since February 2007. Prior to joining the Company, he was employed by Ernst & Young, LLP. Mr. Heacock is the son-in-law of Dennis H. Nelson, who serves as President and Chief Executive Officer and a Director of The Buckle, Inc.

Michelle Hoffman, age 55. Ms. Hoffman is Vice President of Sales. She was appointed to this position on March 6, 2014. Ms. Hoffman has been employed by the Company since 1979 and has served in various roles of increasing responsibility on the sales team since that time; including salesperson, Store Manager, District Manager, and most recently Regional Manager since 2008.

Kelli D. Molczyk, age 38. Ms. Molczyk is Vice President of Women's Merchandising. She was appointed to this position on December 8, 2014. Ms. Molczyk has been employed by the Company since 1999 and has served in various roles on the women's merchandising team since that time, including most recently as Divisional Merchandise Manager.

Diane L. Applegate, age 52. Ms. Applegate is Vice President of Supply Chain and Merchandising Operations. She was appointed to this position on December 8, 2014. Ms. Applegate has been employed by the Company since 1983 and has served in various roles of increasing responsibility on the merchandise operations and e-commerce teams, including as Director of Merchandise Operations since 2000.

ITEM 1A - RISK FACTORS

Cautionary Statement Pursuant to the Private Securities Litigation Reform Act of 1995 and Risk Factors

Certain statements herein, including anticipated store openings, trends in or expectations regarding the Company's revenue and net earnings growth, comparable store sales growth, cash flow requirements, and capital expenditures, all constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based on currently available operating, financial, and competitive information and are subject to various risks and uncertainties. Actual future results and trends may differ materially depending on a variety of factors, including, but not limited to, changes in product mix, changes in fashion trends and/or pricing, competitive factors, general economic conditions, economic conditions in the retail apparel industry, successful execution of internal performance and expansion plans, and other risks detailed herein and in The Buckle, Inc.'s other filings with the Securities and Exchange Commission.

A forward-looking statement is neither a prediction nor a guarantee of future events or circumstances, and those future events or circumstances may not occur. Users should not place undue reliance on the forward-looking statements, which are accurate only as of the date of this report. The Company is under no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. In management's judgment, the following are material risk factors:

Dependence on Merchandising/Fashion Sensitivity. The Company's success is largely dependent upon its ability to gauge the fashion tastes of its customers and to provide merchandise that satisfies customer demand in a timely manner. The Company's failure to anticipate, identify, or react appropriately and timely to the changes in fashion trends would reduce the Company's net sales and profitability. Misjudgments or unanticipated fashion changes could have a negative impact on the Company's image with its customers, which would also reduce the Company's net sales and profitability.

Dependence on Private Label Merchandise. Sales from private label merchandise accounted for approximately 35% of net sales for fiscal 2016 and 36% for fiscal 2015. The Company may increase or decrease the percentage of net sales from private label merchandise in the future. The Company's private label products generally earn a higher margin than branded products. Thus, reductions in the private label mix would decrease the Company's merchandise margins and, as a result, reduce net earnings.

Fluctuations in Comparable Store Net Sales Results. The Company's comparable store net sales results have fluctuated in the past and are expected to continue to fluctuate in the future. A variety of factors affect comparable store sales results, including changes in fashion trends, changes in the Company's merchandise mix, calendar shifts of holiday periods, actions by competitors, weather conditions, and general economic conditions. As a result of these or other factors, the Company's future comparable store sales could decrease, reducing overall net sales and profitability.

Ability to Continue Expansion and Management of Growth. The Company's continued growth depends on its ability to open and operate stores on a profitable basis and management's ability to manage planned expansion. During fiscal 2017, the Company plans to open two new stores. This expansion is dependent upon factors such as the ability to locate and obtain favorable store sites, negotiate acceptable lease terms, obtain necessary merchandise, and hire and train qualified management and other employees. There may be factors outside of the Company's control that affect the ability to expand, including general economic conditions. There is no assurance that the Company will be able to achieve its planned expansion or that such expansion will be profitable. If the Company fails to manage its store growth, there would be less growth in the Company's net sales from new stores and less growth in profitability. If the Company opens unprofitable store locations, there could be a reduction in net earnings, even with the resulting growth in the Company's net sales.

Ability to Adjust to Changes in Shopping Center Traffic and Consumer Trends Related to E-Commerce Shopping. Shopping patterns have been evolving rapidly, along with consumers' ability to shop whenever and wherever they choose. These changing dynamics and increased competition from online retailers have adversely impacted shopping center traffic in many malls. The Company's ability to compete effectively in the future is dependent on its ability to continue to profitably manage both its in-store and e-commerce businesses. The Company considers its unique merchandise selection and its outstanding customer service to be key differentiators. The Company continues to invest in its e-commerce website and other digital initiatives to drive traffic to both its stores and buckle.com. The Company also continues to expand its omni-channel capabilities to satisfy its guests however they choose to shop. There can, however, be no assurance that the Company will be able to successfully integrate both channels and compete successfully with other retailers. The Company's inability to profitably adapt to changing consumer preferences would cause a decrease in the Company's net sales and net earnings.

Reliance on Key Personnel. The continued success of the Company is dependent to a significant degree on the continued service of key personnel, including senior management. The loss of a member of senior management could create additional expense in covering their position as well as cause a reduction in net sales, thus reducing net earnings. The Company's success in the future will also be dependent upon the Company's ability to attract and retain qualified personnel. The Company's failure to attract and retain qualified personnel could reduce the number of new stores the Company could open in a year which would cause net sales to decline, could create additional operating expenses, and could reduce overall profitability for the Company.

Dependence on a Single Distribution Facility and Third-Party Carriers. The distribution function for all of the Company's stores is handled from a single facility in Kearney, Nebraska. Any significant interruption in the operation of the distribution facility due to natural disasters, system failures, or other unforeseen causes would impede the distribution of merchandise to the stores, causing a decline in store inventory, a reduction in store sales, and a reduction in Company profitability. Interruptions in service by common carriers could also delay shipment of goods to Company store locations. Additionally, there can be no assurance that the current facilities will be adequate to support the Company's future growth.

Reliance on Foreign Sources of Production. The Company purchases a portion of its private label merchandise through sourcing agents in foreign markets. In addition, some of the Company's domestic vendors manufacture goods overseas. The Company does not have any long-term merchandise supply contracts and its imports are subject to existing or potential duties, tariffs, and quotas. The Company faces a variety of risks associated with doing business overseas including competition for facilities and quotas, political instability, possible new legislation relating to imports that could limit the quantity of merchandise that may be imported, imposition of duties, taxes, and other charges on imports, and local business practice and political issues which may result in adverse publicity. The Company's inability to rely on foreign sources of production due to these or other causes could reduce the amount of inventory the Company is able to purchase, hold up the timing on the receipt of new merchandise, and reduce merchandise margins if comparable inventory is purchased from branded sources. Any or all of these changes would cause a decrease in the Company's net sales and net earnings.

Fluctuations in Tax Obligations and Effective Tax Rate. The Company records tax expense based on its estimates of future payments. At any one time, multiple tax years are subject to audit by various taxing authorities. There can be no assurance as to the outcome of any current or potential future audits and their impact on the tax owed by the Company. In addition, the Company's effective tax rate may be materially impacted by changes in tax laws and regulations in the jurisdictions where it operates. Such tax law changes, including a border adjustment tax (if enacted), could materially impact the Company's effective tax rate and, therefore, its net earnings.

Dependence upon Maintaining Sales and Profit Growth in the Highly Competitive Retail Apparel Industry. The specialty retail industry is highly competitive. The Company competes primarily on the basis of fashion, selection, quality, price, location, service, and store environment. The Company faces a variety of competitive challenges, including:

- Anticipating and responding timely to changing customer demands and preferences;
- Effectively marketing both branded and private label merchandise to consumers in several diverse market segments and maintaining favorable brand recognition;
- Providing unique, high-quality merchandise in styles, colors, and sizes that appeal to consumers;
- Sourcing merchandise efficiently;
- Competitively pricing merchandise and creating customer perception of value;
- Monitoring increased labor costs, including increases in health care benefits and worker's compensation and unemployment insurance costs.

There is no assurance that the Company will be able to compete successfully in the future.

Reliance on Consumer Spending Trends. The continued success of the Company depends, in part, upon numerous factors that impact the levels of individual disposable income and thus, consumer spending. Factors include the political environment, economic conditions, employment, consumer debt, interest rates, inflation, and consumer confidence. A decline in consumer spending, for any reason, could have an adverse effect on the Company’s net sales, gross profits, and results from operations.

Modifications and/or Upgrades to Information Technology Systems May Disrupt Operations. The Company relies upon its various information systems to manage its operations and regularly evaluates its information technology in order for management to identify investment opportunities for maintaining, modifying, upgrading, or replacing these systems. There are inherent risks associated with replacing or changing these systems. Any delays, errors in capturing data, or difficulties in transitioning to these or other new systems, or in integrating these systems with the Company’s current systems, or any other disruptions affecting the Company’s information systems, could have a material adverse impact on the Company’s business.

Reliance on Increasingly Complex Information Systems for Management of Distribution, Sales, and Other Functions. If the Company’s information systems fail to perform these functions adequately or if the Company experiences an interruption in their operation, including a breach in cyber-security, its business and results of operations could suffer. All of the Company’s major operations, including distribution, sales, and accounting, are dependent upon the Company’s complex information systems. The Company’s information systems are vulnerable to damage or interruption from:

- Earthquake, fire, flood, tornado, and other natural disasters;
- Power loss, computer systems failure, internet and telecommunications or data network failure;
- Hackers, computer viruses, software bugs, or glitches.

Any damage or significant disruption in the operation of such systems, or the failure of the Company’s information systems to perform as expected, could disrupt the Company’s business, result in decreased sales, increased overhead costs, excess inventory, or product shortages and otherwise adversely affect the Company’s operations, financial performance, and financial condition.

Unauthorized Access to, or Accidental Disclosure of, Consumer Personally-Identifiable Information that the Company Collects May Result in Significant Expenses and Negatively Impact the Company's Reputation and Business. There is growing concern over the security of personal information transmitted over the internet, consumer identity theft, and user privacy. As part of the Company's normal operations, it receives and maintains confidential information about customers, employees, and other third parties. The Company employs systems and websites that allow for the secure storage and transmission of proprietary or confidential information regarding customers, employees, job applicants, and others, including credit card information and personally-identifiable information. Despite safeguards and security processes and protections, the Company’s computer systems may be susceptible to electronic or physical computer break-ins, viruses, and other disruptions and security breaches. Additionally, the Company may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks. Attacks may be targeted at the Company, its customers, or others who have entrusted the Company with information. Actual or anticipated attacks may cause the Company to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees, and engage third-party experts and consultants. Advances in computer capabilities, new technological discoveries, or other developments may result in the technology used to protect transaction or other data being breached or compromised. In addition, data and security breaches can also occur as a result of non-technical issues, including intentional or inadvertent breach by employees or by persons with whom the Company has commercial relationships that result in the unauthorized release of personal or confidential information. Any perceived or actual unauthorized disclosure of personally-identifiable information regarding visitors to the Company’s websites or otherwise, whether through a breach of the Company’s network by an unauthorized party, employee theft, misuse, or error, or otherwise, could harm the Company’s reputation, impair the Company’s ability to attract and retain customers, or subject the Company to claims or litigation arising from damages suffered by consumers, and adversely affect the Company’s operations, financial performance, and financial condition.

Market/Liquidity Risk Related to the Company’s Investments. In prior years, the Company invested a portion of its investments in auction-rate securities (“ARS”). As of January 28, 2017 and January 30, 2016, $1.7 million and $7.5 million, respectively, of investments were in ARS. ARS have a long-term stated maturity, but are reset through a “dutch auction” process that occurs every 7 to 49 days, depending on the terms of the individual security. Since February 2008, a significant number of auctions related to these securities failed, meaning that there was not enough demand to sell the entire issue at auction. The failed auctions have limited the liquidity of the Company’s investments in ARS. Further auction failures could have a material impact on the Company’s earnings; however, the Company does not believe further auction failures would have a material impact on its ability to fund its business.

The Company reviews impairments to determine the classification of potential impairments as either “temporary” or “other-than-temporary.” A temporary impairment results in an unrealized loss being recorded in other comprehensive income. An impairment that is considered other-than-temporary would be recognized as a loss in the consolidated statements of income. The Company considers various factors in reviewing potential impairments, including the length of time and extent to which the fair value has been less than the Company’s cost basis, the financial condition and near-term prospects of the issuer, and the Company’s intent and ability to hold the investments for a period of time sufficient to allow for any anticipated recovery in market value. The Company believes it has the ability and maintains its intent to hold its investments until recovery of market value occurs or until the ultimate maturity of the investments.

The Company’s investments in ARS are reported at fair market value, and as of January 28, 2017, the reported investment amount is net of a $130,000 temporary impairment to account for the impairment of certain securities from their stated par value. The Company reported the $130,000 temporary impairment, net of tax, as an “accumulated other comprehensive loss” of $82,000 in stockholders’ equity as of January 28, 2017. The Company has accounted for the impairment as temporary, as it currently believes that these ARS can be successfully redeemed or liquidated in the future at par value plus accrued interest. The Company reviews all investments for other-than-temporary impairment ("OTTI") at least quarterly or as indicators of impairment exist. Indicators of impairment include the duration and severity of the decline in market value. In addition, the Company considers qualitative factors including, but not limited to, the financial condition of the investee, the credit rating of the investee, and the current and expected market and industry conditions in which the investee operates. Given current market conditions in the ARS market, the Company may incur additional temporary impairment or OTTI in the future if market conditions persist and the Company is unable to recover the cost of its investments in ARS.

Interest Rate Risk. To the extent that the Company borrows under its line of credit facility, the Company would be exposed to market risk related to changes in interest rates. As of January 28, 2017, no borrowings were outstanding under the line of credit facility. The Company is not a party to any derivative financial instruments. Additionally, the Company is exposed to market risk related to interest rate risk on the cash and investments in interest-bearing securities. These investments have carrying values that are subject to interest rate changes that could impact earnings to the extent that the Company did not hold the investments to maturity. If there are changes in interest rates, those changes would also affect the investment income the Company earns on its cash and investments. For each one-quarter percent decline in the interest/dividend rate earned on cash and investments (approximately a 50% change in the rate earned), the Company’s net income would decrease approximately $0.5 million or less than $0.01 per share. This amount could vary based upon the number of shares of the Company’s stock outstanding and the level of cash and investments held by the Company.

The Company cautions that the risk factors described above could cause actual results to vary materially from those anticipated in any forward-looking statements made by or on behalf of the Company. Management cannot assess the impact of each factor on the Company’s business or the extent to which any factor, or combination of factors, may cause actual results to vary from those contained in forward-looking statements.

ITEM 1B - UNRESOLVED STAFF COMMENTS

None.

ITEM 2 - PROPERTIES

All of the store locations operated by the Company are leased facilities. Most of the Company's stores have lease terms of approximately ten years and generally do not contain renewal options. In the past, the Company has not experienced problems renewing its leases, although no assurance can be given that the Company can renew existing leases on favorable terms. The Company seeks to negotiate extensions on leases for stores undergoing remodeling to provide terms of approximately ten years after completion of remodeling. Consent of the landlord generally is required to remodel or change the name under which the Company does business. The Company has not experienced problems in obtaining such consent in the past. Most leases provide for a fixed minimum rental cost plus an additional rental cost based upon a set percentage of sales beyond a specified breakpoint, plus common area and other charges. The current terms of the Company's leases, including automatic renewal options, expiring on or before January 31st of each year is as follows:

Year	Number of Expiring Leases

2018	88
2019	64
2020	72
2021	48
2022	40
2023	28
2024	31
2025 and later	96
Total	467

The corporate headquarters and online fulfillment center for the Company are located within a facility purchased by the Company in 1988, which is located in Kearney, Nebraska. The building currently provides approximately 261,200 square feet of space, which includes approximately 82,200 square feet related to the Company’s 2005 addition. The Company also owns a 40,000 square foot building with warehouse and office space near the corporate headquarters. The Company acquired the lease on the land the building is built upon. The lease is currently in the fourth of ten five-year renewal options, which expires on October 31, 2021. During fiscal 2010, the Company completed construction of a new 240,000 square foot distribution center in Kearney, Nebraska. The Company transitioned to the new distribution center in September 2010 and the new facility is currently the Company’s only operating store distribution center. In fiscal 2015, the Company completed construction of a new office building as a part of its home office campus in Kearney, Nebraska. The new building provides 80,000 square feet of additional office space, which was necessary to support the Company's continued growth.

ITEM 3 - LEGAL PROCEEDINGS

From time to time, the Company is involved in litigation relating to claims arising out of its operations in the normal course of business. As of the date of this form, the Company was not engaged in legal proceedings that are expected, individually or in the aggregate, to have a material effect on the Company.

ITEM 4 - MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5 - MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company’s common stock trades on the New York Stock Exchange under the symbol BKE. Prior to the Company’s initial public offering on May 6, 1992, there was no public market for the Company’s common stock.

Dividend Payments

During fiscal 2014, the Company paid cash dividends of $0.22 per share in each of the first three quarters and $0.23 per share in the fourth quarter and also paid a special cash dividend of $2.77 per share in the fourth quarter. During fiscal 2015, the Company paid cash dividends of $0.23 per share in each of the first three quarters and $0.25 per share in the fourth quarter and also paid a special cash dividend of $1.00 per share in the fourth quarter. During fiscal 2016, the Company paid cash dividends of $0.25 per share in each of the four quarters and also paid a special cash dividend of $0.75 per share in the fourth quarter. The Company plans to continue its quarterly dividends during fiscal 2017.

Issuer Purchases of Equity Securities

The following table sets forth information concerning purchases made by the Company of its common stock for each of the months in the fiscal quarter ended January 28, 2017:

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Approximate Number of Shares Yet To Be Purchased

				Under Publicly Announced Plans
Oct. 30, 2016 to Nov. 26, 2016	—	—	—	440,207
Nov. 27, 2016 to Dec. 31, 2016	—	—	—	440,207
Jan. 1, 2017 to Jan. 28, 2017	—	—	—	440,207
Total	—	—	—	

The Board of Directors authorized a 1,000,000 share repurchase plan on November 20, 2008. The Company has 440,207 shares remaining to complete this authorization.

Stock Price Performance Graph

The graph below compares the cumulative total return on common shares of the Company for the last five fiscal years with the cumulative total return on the Russell 2000 Stock Index and a peer group of Retail Trade Stocks:

Total Return Analysis	1/28/2012	2/2/2013	2/1/2014	1/31/2015	1/30/2016	1/28/2017
The Buckle , Inc.	$ 100.00	$ 121.81	$ 119.69	$ 147.53	$ 87.80	$ 68.36
Russell 2000 Index	100.00	115.77	145.58	152.00	136.92	184.02
New Peer Group	100.00	121.10	119.39	116.23	96.84	74.43
Old Peer Group	100.00	134.01	135.93	165.20	149.12	114.56

In addition to the Company, the New Peer Group included in the above performance graph includes the following retail company stocks: AEO, ANF, GPS, LB, TLYS, URBN, ZUMZ, EXPR, GES, ASNA, and GCO. In addition to the Company, the Old Peer Group includes the following retail company stocks: AEO, ANF, AROPQ, GPS, LB, PSUNQ, TLYS, URBN, ZUMZ, EXPR, and GES. The Company replaced AROPQ and PSUNQ with ASNA and GCO and believes the New Peer Group provides a meaningful comparison in terms of comparable products, revenue composition, and size.

The following table lists the Company’s quarterly market range for fiscal years 2016, 2015, and 2014, as reported by the New York Stock Exchange:

	Fiscal Years Ended					
	January 28, 2017		January 30, 2016		January 31, 2015	
Quarter	High	Low	High	Low	High	Low
First	$35.02	$27.54	$53.41	$44.70	$48.44	$41.45
Second	29.19	22.00	47.36	40.54	49.15	41.96
Third	28.67	20.60	45.45	33.44	50.04	44.54
Fourth	27.10	19.95	36.16	26.05	56.13	47.61

The number of record holders of the Company’s common stock as of March 24, 2017 was 465. Based upon information from the principal market makers, the Company believes there are more than 20,000 beneficial owners. The closing price of the Company’s common stock on March 24, 2017 was $17.50.

Additional information required by this item appears in the Notes to Consolidated Financial Statements under Footnote J "Stock-Based Compensation" on pages 46 to 47 of this report and is incorporated by reference.

ITEM 6 - SELECTED FINANCIAL DATA

	SELECTED FINANCIAL DATA (Amounts in Thousands Except Share, Per Share Amounts, and Selected Operating Data) Fiscal Years Ended				
	January 28, 2017	January 30, 2016	January 31, 2015	February 1, 2014	February 2, 2013 (d)
Income Statement Data					
Net sales	$974,873	$1,119,616	$1,153,142	$1,128,001	$1,124,007
Cost of sales (including buying, distribution, and occupancy costs)	577,705	638,215	645,810	628,856	624,692
Gross profit	397,168	481,401	507,332	499,145	499,315
Selling expenses	205,933	212,531	212,688	206,893	201,963
General and administrative expenses	38,475	39,282	37,671	35,258	39,177
Income from operations	152,760	229,588	256,973	256,994	258,175
Other income, net	3,511	5,236	2,723	3,462	3,524
Income before income taxes	156,271	234,824	259,696	260,456	261,699
Provision for income taxes	58,310	87,541	97,132	97,872	97,394
Net income	$97,961	$147,283	$162,564	$162,584	$164,305
Basic earnings per share	$2.04	$3.06	$3.39	$3.41	$3.47
Diluted earnings per share	$2.03	$3.06	$3.38	$3.39	$3.44
Dividends declared per share (a)	$1.75	$1.94	$3.66	$2.02	$5.30
Selected Operating Data					
Stores open at end of period	467	468	460	450	440
Average sales per square foot	$370	$430	$459	$461	$475
Average sales per store (000's)	$1,860	$2,180	$2,321	$2,318	$2,380
Comparable store sales change (b)	(13.5)%	(4.4)%	— %	— %	2.1 %
Balance Sheet Data (c)					
Working capital	$287,841	$255,271	$202,318	$218,756	$147,917
Long-term investments	$18,092	$33,826	$43,698	$43,436	$35,735
Total assets	$579,847	$572,773	$542,993	$546,293	$477,974
Long-term debt	$—	$—	$—	$—	$—
Stockholders' equity	$430,539	$412,643	$355,278	$361,930	$289,649

(a) During fiscal 2012, cash dividends were $0.20 per share in each of the four quarters. The Company also paid a special cash dividend of $4.50 per share in the fourth quarter of fiscal 2012. During fiscal 2013, cash dividends were $0.20 per share in each of the first three quarters and $0.22 per share in the fourth quarter. The Company also paid a special cash dividend of $1.20 per share in the fourth quarter of fiscal 2013. During fiscal 2014, cash dividends were $0.22 per share in each of the first three quarters and $0.23 per share in the fourth quarter. The Company also paid a special cash dividend of $2.77 per share in the fourth quarter of fiscal 2014. During fiscal 2015, cash dividends were $0.23 per share in each of the first three quarters and $0.25 per share in the fourth quarter. The Company also paid a special cash dividend of $1.00 per share in the fourth quarter of fiscal 2015. During fiscal 2016, cash dividends were $0.25 per share in each of the four quarters. The Company also paid a special cash dividend of $0.75 per share in the fourth quarter of fiscal 2016.

(b)

Stores are deemed to be comparable stores if they were open in the prior year on the first day of the fiscal period presented. Stores which have been remodeled, expanded, and/or relocated, but would otherwise be included as comparable stores, are not excluded from the comparable store sales calculation. Prior to February 1, 2015, online sales were excluded from comparable store sales. For fiscal periods beginning on of after February 1, 2015, however, the Company began including online sales in its reported comparable store sales.

(c) At the end of the period.

(d) Consists of 53 weeks.

ITEM 7 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto of the Company included in this Form 10-K. The following is management’s discussion and analysis of certain significant factors which have affected the Company’s financial condition and results of operations during the periods included in the accompanying consolidated financial statements included in this Form 10-K.

EXECUTIVE OVERVIEW

Company management considers the following items to be key performance indicators in evaluating Company performance.

Comparable Store Sales – Stores are deemed to be comparable stores if they were open in the prior year on the first day of the fiscal period being presented. Stores which have been remodeled, expanded, and/or relocated, but would otherwise be included as comparable stores, are not excluded from the comparable store sales calculation. Prior to February 1, 2015, online sales were excluded from comparable store sales. For fiscal periods beginning on or after February 1, 2015, however, online sales are included in comparable store sales. Management considers comparable store sales to be an important indicator of current Company performance, helping leverage certain fixed costs when results are positive. Negative comparable store sales results could reduce net sales and have a negative impact on operating leverage, thus reducing net earnings.

Net Merchandise Margins – Management evaluates the components of merchandise margin including initial markup and the amount of markdowns during a period. Any inability to obtain acceptable levels of initial markups or any significant increase in the Company’s use of markdowns could have an adverse effect on the Company’s gross margin and results of operations.

Operating Margin – Operating margin is a good indicator for management of the Company’s success. Operating margin can be positively or negatively affected by comparable store sales, merchandise margins, occupancy costs, and the Company’s ability to control operating costs.

Cash Flow and Liquidity (working capital) – Management reviews current cash and short-term investments along with cash flow from operating, investing, and financing activities to determine the Company’s short-term cash needs for operations and expansion. The Company believes that existing cash, short-term investments, and cash flow from operations will be sufficient to fund current and long-term anticipated capital expenditures and working capital requirements for the next several years.

RESULTS OF OPERATIONS

The following table sets forth certain financial data expressed as a percentage of net sales and the percentage change in the dollar amount of such items compared to the prior period:

	Percentage of Net Sales For Fiscal Years Ended			Percentage Increase (Decrease)	
	January 28, 2017	January 30, 2016	January 31, 2015	Fiscal Year 2015 to 2016	Fiscal Year 2014 to 2015
Net sales	100.0 %	100.0 %	100.0 %	(12.9)%	(2.9)%
Cost of sales (including buying, distribution, and occupancy costs)	59.3 %	57.0 %	56.0 %	(9.5)%	(1.2)%
Gross profit	40.7 %	43.0 %	44.0 %	(17.5)%	(5.1)%
Selling expenses	21.1 %	19.0 %	18.4 %	(3.1)%	(0.1)%
General and administrative expenses	3.9 %	3.5 %	3.3 %	(2.1)%	4.3 %
Income from operations	15.7 %	20.5 %	22.3 %	(33.5)%	(10.7)%
Other income, net	0.3 %	0.5 %	0.2 %	(32.9)%	92.3 %
Income before income taxes	16.0 %	21.0 %	22.5 %	(33.5)%	(9.6)%
Provision for income taxes	6.0 %	7.8 %	8.4 %	(33.4)%	(9.9)%
Net income	10.0 %	13.2 %	14.1 %	(33.5)%	(9.4)%

Fiscal 2016 Compared to Fiscal 2015

Net sales for the 52-week fiscal year ended January 28, 2017, decreased 12.9% to $974.9 million from net sales of $1.120 billion for the 52-week fiscal year ended January 30, 2016. Comparable store net sales for the 52-week fiscal year decreased 13.5% from comparable store net sales for the prior year 52-week period ended January 30, 2016. The comparable store sales decline was primarily attributable to a 10.2% reduction in the number of transactions at comparable stores during the year and a 4.1% reduction in the average retail price per piece of merchandise sold, which were partially offset by a 1.7% increase in the average number of units sold per transaction. Comparable store sales for the year were also impacted by both reward redemptions and accruals for estimated future rewards (which are recorded as reductions to revenue) related to the Company's new Guest Loyalty program, which launched during the fiscal quarter ended April 30, 2016. Absent the $15.4 million impact related to the new loyalty program, total net sales for the 52-week fiscal year ended January 28, 2017 were down 11.5% and comparable store net sales were down 12.2%. The comparable store sales decline for the year was partially offset by the inclusion of a full year of operating results for the 9 new stores opened during fiscal 2015 and to the opening of 5 new stores during fiscal 2016. Online sales for the fiscal year decreased 5.4% to $99.8 million for the 52-week fiscal year ended January 28, 2017 compared to $105.5 million for the 52-week fiscal year ended January 30, 2016. Average sales per square foot for fiscal 2016 decreased 13.8% from $430 to $370. Total square footage as of January 28, 2017 was 2.392 million compared to 2.378 million as of January 30, 2016.

The Company’s average retail price per piece of merchandise sold decreased $2.12, or 4.1%, during fiscal 2016 compared to fiscal 2015. This $2.12 decrease was primarily attributable to the following changes (with their corresponding effect on the overall average price per piece): a 5.2% reduction in average denim price points (-$1.13), a 10.7% reduction in average footwear price points (-$0.35), a 3.2% reduction in average knit shirt price points (-$0.35), a 5.9% reduction in average woven shirt price points (-$0.23), and a reduction in average price points for certain other merchandise categories (-$0.33); which were partially offset by a shift in the merchandise mix ($0.27).

These changes are primarily a reflection of merchandise shifts in terms of brands and product styles, fabrics, details, and finishes.

Gross profit after buying, distribution, and occupancy costs decreased $84.2 million from $481.4 million in fiscal 2015 to $397.2 million in fiscal 2016. As a percentage of net sales, gross profit was 40.7% in fiscal 2016 compared to 43.0% in fiscal 2015. The decrease was primarily attributable to deleveraged occupancy, buying, and distribution expenses as a result of the comparable store sales decline (2.55%, as a percentage of net sales), which was partially offset by an increase in merchandise margins (0.25%, as a percentage of net sales). Merchandise shrinkage was 0.6% of net sales for both fiscal 2016 and fiscal 2015.

Selling expenses decreased from $212.5 million in fiscal 2015 to $205.9 million in fiscal 2016, a 3.1% decrease. Selling expenses as a percentage of net sales increased from 19.0% in fiscal 2015 to 21.1% in fiscal 2016. Increases in store payroll expense (1.20%, as a percentage of net sales), online marketing and fulfillment expenses (0.60%, as a percentage of net sales), health insurance expense (0.20%, as a percentage of net sales), and certain other selling expenses (0.40%, as a percentage of net sales) were partially offset by a reduction in expense related to the incentive bonus accrual (0.30%, as a percentage of net sales).

General and administrative expenses decreased from $39.3 million in fiscal 2015 to $38.5 million in fiscal 2016, a 2.1% decrease. As a percentage of net sales, general and administrative expenses increased from 3.5% in fiscal 2015 to 3.9% in fiscal 2016. The increase, as a percentage of net sales, was the result of deleverage across several general and administrative expense categories as a result of the comparable store sales decline.

As a result of the above changes, the Company's income from operations decreased from $229.6 million for fiscal 2015 to $152.8 million for fiscal 2016. Income from operations was 15.7% as a percentage of net sales in fiscal 2016 compared to 20.5% as a percentage of net sales in fiscal 2015.

Other income was $3.5 million in fiscal 2016 compared to $5.2 million in fiscal 2015. The Company's other income is derived primarily from investment income related to the Company's cash and investments.

Income tax expense as a percentage of pre-tax income was 37.3% in both fiscal 2016 and fiscal 2015, bringing net income to $98.0 million in fiscal 2016 versus $147.3 million in fiscal 2015.

Fiscal 2015 Compared to Fiscal 2014

Net sales for the 52-week fiscal year ended January 30, 2016, decreased 2.9% to $1.120 billion from net sales of $1.153 billion for the 52-week fiscal year ended January 31, 2015. Comparable store net sales for the 52-week fiscal year decreased 4.4% from comparable store net sales for the prior year 52-week period ended January 31, 2015. The comparable store sales decline was attributable to a 6.3% reduction in the number of transactions at comparable stores, partially offset by a 0.4% increase in the average number of units sold per transaction and a 1.4% increase in the average retail price of merchandise sold during the year. The comparable store sales decline for the year was partially offset by the inclusion of a full year of operating results for the 16 new stores opened during fiscal 2014 and to the opening of 9 new stores during fiscal 2015. Online sales for the fiscal year increased 11.8% to $105.5 million for the 52-week fiscal year ended January 30, 2016 compared to $94.3 million for the 52-week fiscal year ended January 31, 2015. Average sales per square foot for fiscal 2015 decreased 6.5% from $459 to $430. Total square footage as of January 30, 2016 was 2.378 million compared to 2.343 million as of January 31, 2015.

The Company's average retail price per piece of merchandise sold increased $0.72, or 1.4%, during fiscal 2015 compared to fiscal 2014. This $0.72 increase was primarily attributable to the following changes (with their corresponding effect on the overall average price per piece): a 3.2% increase in average knit shirt price points ($0.34), a 7.3% increase in average accessory price points ($0.31), a 30.6% increase in average casual bottoms price points ($0.18), increased average price points in certain other merchandise categories ($0.03), and a shift in the merchandise mix ($0.11); which were partially offset by a 1.1% reduction in average denim price points (-$0.25). These changes are primarily a reflection of merchandise shifts in terms of brands and product styles, fabrics, details, and finishes.

Gross profit after buying, distribution, and occupancy costs decreased $25.9 million from $507.3 million in fiscal 2014 to $481.4 million in fiscal 2015. As a percentage of net sales, gross profit was 43.0% in fiscal 2015 compared to 44.0% in fiscal 2014. The decrease was primarily attributable to deleveraged occupancy, buying, and distribution expenses as a result of the comparable store sales decline (0.90%, as a percentage of net sales) and a slight reduction in merchandise margins (0.10%, as a percentage of net sales). Merchandise shrinkage was 0.6% of net sales for fiscal

2015 compared to 0.5% of net sales for fiscal 2014.

Selling expenses decreased from $212.7 million in fiscal 2014 to $212.5 million in fiscal 2015, a 0.1% decrease. Selling expenses as a percentage of net sales increased from 18.4% in fiscal 2014 to 19.0% in fiscal 2015. Increases in store payroll expense (0.50%, as a percentage of net sales), online fulfillment and marketing expenses (0.20%, as a percentage of net sales), and certain other selling expenses (0.10%, as a percentage of net sales) were partially offset by a reduction in expense related to the incentive bonus accrual (0.20%, as a percentage of net sales).

General and administrative expenses increased from $37.7 million in fiscal 2014 to $39.3 million in fiscal 2015, a 4.3% increase. As a percentage of net sales, general and administrative expenses increased from 3.3% in fiscal 2014 to 3.5% in fiscal 2015. The increase, as a percentage of net sales, was the result of deleverage across several general and administrative expense categories as a result of the comparable store sales decline.

As a result of the above changes, the Company's income from operations decreased from $257.0 million for fiscal 2014 to $229.6 million for fiscal 2015. Income from operations was 20.5% as a percentage of net sales in fiscal 2015 compared to 22.3% as a percentage of net sales in fiscal 2014.

Other income was $5.2 million in fiscal 2015 compared to $2.7 million in fiscal 2014. The Company's other income is derived primarily from investment income related to the Company's cash and investments.

Income tax expense as a percentage of pre-tax income was 37.3% in fiscal 2015 compared to 37.4% in fiscal 2014, bringing net income to $147.3 million in fiscal 2015 versus $162.6 million in fiscal 2014.

LIQUIDITY AND CAPITAL RESOURCES

As of January 28, 2017, the Company had working capital of $287.8 million, including $196.5 million of cash and cash equivalents and $50.0 million of short-term investments. The Company's cash receipts are generated from retail sales and from investment income, and the Company's primary ongoing cash requirements are for inventory, payroll, occupancy costs, dividend payments, new store expansion, remodeling, and other capital expenditures. Historically, the Company's primary source of working capital has been cash flow from operations. During fiscal 2016, 2015, and 2014 the Company's cash flow from operations was $148.9 million, $159.3 million, and $195.8 million, respectively.

During fiscal 2016, 2015, and 2014, the Company invested $29.5 million, $22.6 million, and $31.2 million, respectively, in new store construction, store renovation, and store technology upgrades. The Company spent $2.2 million, $12.0 million, and $14.3 million in fiscal 2016, 2015, and 2014, respectively, in capital expenditures for the corporate headquarters and distribution facility. For both fiscal 2014 and fiscal 2015, capital spending for the corporate headquarters and distribution center includes expenditures related to the construction of a new office building as a part of the Company's home office campus in Kearney, Nebraska. The new building was substantially completed and placed into service during the first quarter of fiscal 2015.

During fiscal 2017, the Company anticipates completing approximately 9 store construction projects, including approximately 2 new stores and approximately 7 stores to be remodeled and/or relocated. The average cost of opening a new store during fiscal 2016 was approximately $1.0 million, including construction costs of approximately $0.8 million and inventory costs of approximately $0.2 million, net of payables. Management estimates that total capital expenditures during fiscal 2017 will be approximately $25.0 to $30.0 million, which includes primarily new store and store remodeling projects and IT investments. The Company believes that existing cash and cash equivalents, investments, and cash flow from operations will be sufficient to fund current and long-term anticipated capital expenditures and working capital requirements for the next several years. The Company has had a consistent record of generating positive cash flow each year and, as of January 28, 2017, had total cash and investments of $264.6 million, including $18.1 million of long-term investments. The Company does not currently have plans for any merger or acquisition, and has fairly consistent plans for new store expansion and remodels. Based upon past results and current plans, management does not anticipate any large swings in the Company's need for cash in the upcoming years.

Future conditions, however, may reduce the availability of funds based upon factors such as a decrease in demand for the Company's product, change in product mix, competitive factors, and general economic conditions as well as other risks and uncertainties which would reduce the Company's sales, net profitability, and cash flows. Also, the Company's acceleration in store openings and/or remodels, or entering into a merger, acquisition, or other financial related transaction could reduce the amount of cash available for further capital expenditures and working capital requirements.

The Company has available an unsecured line of credit of $25.0 million with Wells Fargo Bank, N.A. for operating needs and letters of credit. The line of credit agreement has an expiration date of July 31, 2017 and provides that $10.0 million of the $25.0 million line is available for letters of credit. Borrowings under the line of credit provide for interest to be paid at a rate based on LIBOR. The Company has, from time to time, borrowed against these lines of credit. There were no borrowings during fiscal 2016, 2015, and 2014. The Company had no bank borrowings as of January 28, 2017 and was in compliance with the terms and conditions of the line of credit agreement.

Dividend payments - During fiscal 2016, the Company paid total cash dividends of $84.9 million as follows: $0.25 per share in each of the four quarters and a special cash dividend of $0.75 per share in the fourth quarter. During fiscal 2015, the Company paid total cash dividends of $93.8 million as follows: $0.23 per share in each of the first three quarters, $0.25 per share in the fourth quarter, and a special cash dividend of $1.00 per share in the fourth quarter. During fiscal 2014, the Company paid total cash dividends of $176.6 million as follows: $0.22 per share in each of the first three quarters, $0.23 per share in the fourth quarter, and a special cash dividend of $2.77 per share in the fourth quarter. The Company plans to continue its quarterly dividends in fiscal 2017.

Stock repurchase plan - The Company did not repurchase any shares of its common stock during fiscal 2016 or fiscal 2014. During fiscal 2015, the Company repurchased 103,693 shares of its common stock at a total cost of $3.2 million, or an average of $31.01 per share. As of January 28, 2017, 440,207 shares remained available under the Company's current 1,000,000 share repurchase plan that was approved by the Board of Directors on November 20, 2008.

Auction-Rate Securities - As of January 28, 2017, total cash and investments included $1.7 million of auction-rate securities (“ARS”), which compares to $7.5 million of ARS as of January 30, 2016. All of the $1.7 million in ARS was classified in long-term investments as of January 28, 2017. ARS have a long-term stated maturity, but are reset through a “dutch auction” process that occurs every 7 to 49 days, depending on the terms of the individual security. During February 2008, a significant number of auctions related to these securities failed, meaning that there was not enough demand to sell the entire issue at auction. The failed auctions have limited the current liquidity of the Company’s investments in ARS. The Company does not anticipate, however, that further auction failures will have a material impact on the Company’s ability to fund its business.

ARS are reported at fair market value, and as of January 28, 2017, the reported investment amount is net of a $130,000 temporary impairment to account for the impairment of certain securities from their stated par value. The Company reported the $130,000 temporary impairment, net of tax, as an “accumulated other comprehensive loss” of $82,000 in stockholders’ equity as of January 28, 2017. The Company has accounted for the impairment as temporary, as it currently believes that these ARS can be successfully redeemed or liquidated in the future at par value plus accrued interest. During fiscal 2016, the Company was able to successfully liquidate ARS with a par value of $6.2 million.

The Company reviews all investments for other-than-temporary impairment (“OTTI”) at least quarterly or as indicators of impairment exist. The value and liquidity of ARS held by the Company may be affected by continued auction-rate failures, the credit quality of each security, the amount and timing of interest payments, the amount and timing of future principal payments, and the probability of full repayment of the principal. Additional indicators of impairment include the duration and severity of the decline in market value. The interest rates on these investments will be determined by the terms of each individual ARS. The risks associated with the ARS held by the Company include those stated above as well as the current economic environment, downgrading of credit ratings on investments held, and the volatility of the entities backing each of the issues. In addition, the Company considers qualitative factors including, but not limited to, the financial condition of the investee, the credit rating of the investee, and the current and expected market and industry conditions in which the investee operates. The Company believes it has the ability and intent to hold these investments until recovery of market value occurs or until the ultimate maturity of the investments.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management’s Discussion and Analysis of Financial Condition and Results of Operations are based upon The Buckle, Inc.’s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires that management make estimates and judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the financial statement date, and the reported amounts of sales and expenses during the reporting period. The Company regularly evaluates its estimates, including those related to inventory, investments, incentive bonuses, and income taxes. Management bases its estimates on past experience and on various other factors that are thought to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Management believes that the estimates and judgments used in preparing these consolidated financial statements were the most appropriate at that time. Presented below are those critical accounting policies that management believes require subjective and/or complex judgments that could potentially affect reported results of operations.

1. Revenue Recognition. Retail store sales are recorded upon the purchase of merchandise by customers. Online sales are recorded when merchandise is delivered to the customer, with the time of delivery being based on estimated shipping time from the Company’s distribution center to the customer. Shipping fees charged to customers are included in revenue and shipping costs are included in selling expenses. The Company recognizes revenue from sales made under its layaway program upon delivery of the merchandise to the customer. Revenue is not recorded when gift cards and gift certificates are sold, but rather when a card or certificate is redeemed for merchandise. A current liability for unredeemed gift cards and certificates is recorded at the time the card or certificate is purchased. The liability recorded for unredeemed gift certificates and gift cards was $21.2 million and $22.9 million as of January 28, 2017 and January 30, 2016, respectively. The amounts of the gift certificate and gift card liabilities are determined using the outstanding balances from the prior three and four years of issuance, respectively. The Company records breakage as other income when the probability of redemption is remote, based on historical issuance and redemption patterns. Breakage recorded for the fiscal years ended January 28, 2017, January 30, 2016, and January 31, 2015 was $2.1 million, $1.9 million, and $0.9 million, respectively.

The Company establishes a liability for estimated merchandise returns based upon the historical average sales return percentage. Customer returns could potentially exceed the historical average, thus reducing future net sales results and potentially reducing future net earnings. The accrued liability for reserve for sales returns was $0.7 million as of January 28, 2017 and $0.8 million as of January 30, 2016. Sales tax collected from customers is excluded from revenue and is included as part of “accrued store operating expenses” on the Company's consolidated balance sheets.

In fiscal 2016, the Company launched a new Guest Loyalty program that allows participating guests to earn points for every qualifying purchase, which (after achievement of certain point thresholds) are redeemable as a discount off a future purchase. Reported revenue for fiscal 2016 is net of both reward redemptions and accruals for estimated future rewards earned under the Guest Loyalty program. A liability has been recorded for future rewards based on the Company's estimate of how many earned points will turn into rewards and ultimately be redeemed prior to expiration. As of January 28, 2017, $8.9 million was included in "accrued store operating expenses" as a liability for estimated future rewards.

2. Inventory. Inventory is valued at the lower of cost or market. Cost is determined using an average cost method that approximates the first-in, first-out (FIFO) method. Management makes adjustments to inventory and cost of goods sold, based upon estimates, to account for merchandise obsolescence and markdowns that could affect market value, based on assumptions using calculations applied to current inventory levels within each different markdown level. Management also reviews the levels of inventory in each markdown group and the overall aging of the inventory

versus the estimated future demand for such product and the current market conditions. Such judgments could vary significantly from actual results, either favorably or unfavorably, due to fluctuations in future economic conditions, industry trends, consumer demand, and the competitive retail environment. Such changes in market conditions could negatively impact the sale of markdown inventory, causing further markdowns or inventory obsolescence, resulting in increased cost of goods sold from write-offs and reducing the Company’s net earnings. The adjustment to inventory for markdowns and/or obsolescence was $11.4 million as of January 28, 2017 and $9.3 million as of January 30, 2016, respectively. The Company is not aware of any events, conditions, or changes in demand or price that would indicate that its inventory valuation may not be materially accurate at this time.

3. Income Taxes. The Company records a deferred tax asset and liability for expected future tax consequences resulting from temporary differences between financial reporting and tax bases of assets and liabilities. The Company considers future taxable income and ongoing tax planning in assessing the value of its deferred tax assets. If the Company determines that it is more than likely that these assets will not be realized, the Company would reduce the value of these assets to their expected realizable value, thereby decreasing net income. Estimating the value of these assets is based upon the Company's judgment. If the Company subsequently determined that the deferred tax assets, which had been written down, would be realized in the future, such value would be increased. Adjustment would be made to increase net income in the period such determination was made. As of January 30, 2016, the Company's deferred tax asset related to capital loss carryforwards is net of a $0.5 million valuation allowance recorded to reduce the value of the Company's capital loss carryforward to its expected realizable amount prior to expiration. There was no valuation allowance related to the Company's deferred tax asset for capital loss carryforwards as of January 28, 2017.

4. Operating Leases. The Company leases retail stores under operating leases. Most lease agreements contain tenant improvement allowances, rent holidays, rent escalation clauses, and/or contingent rent provisions. For purposes of recognizing lease incentives and minimum rental expense on a straight-line basis over the terms of the leases, the Company uses the date of initial possession to begin amortization, which is generally when the Company enters the space and begins to make improvements in preparation of intended use. For tenant improvement allowances and rent holidays, the Company records a deferred rent liability on the consolidated balance sheets and amortizes the deferred rent over the terms of the leases as reductions to rent expense on the consolidated statements of income.

For scheduled rent escalation clauses during the lease terms or for rental payments commencing at a date other than the date of initial occupancy, the Company records minimum rental expense on a straight-line basis over the terms of the leases on the consolidated statements of income. Certain leases provide for contingent rents, which are determined as a percentage of gross sales in excess of specified levels. The Company records a contingent rent liability on the consolidated balance sheets and the corresponding rent expense when specified levels have been achieved or are reasonably probable to be achieved.

5. Investments. As more fully described in Liquidity and Capital Resources on pages 23 to 24 and in Note B to the consolidated financial statements on pages 39 to 40, in prior years the Company invested a portion of its investments in auction-rate securities ("ARS"). These investments are classified as available-for-sale securities and are reported at fair market values of $1.7 million and $7.5 million as of January 28, 2017 and January 30, 2016, respectively

The Company reviews impairment to determine the classification of potential impairments as either temporary or other-than-temporary. A temporary impairment results in an unrealized loss being recorded in other comprehensive income. An impairment that is considered other-than-temporary would be recognized in net income. The Company considers various factors in reviewing impairment, including the duration and severity of the decline in market value. In addition, the Company considers qualitative factors including, but not limited to, the financial condition of the investee, the credit rating of the investee, the current and expected market and industry conditions in which the investee operates, and the Company's intent and ability to hold the investments for a period of time sufficient to allow for any anticipated recovery in market value. The Company believes it has the ability and maintains its intent to hold these investments until recovery of market value occurs or until the ultimate maturity of the investments.

The Company determined the fair value of ARS using Level 1 inputs for known or anticipated subsequent redemptions at par value, Level 2 inputs using observable inputs, and Level 3 using unobservable inputs, where the following criteria were considered in estimating fair value:

- Pricing was provided by the custodian or third party broker for ARS;

- Sales of similar securities;
- Quoted prices for similar securities in active markets;
- Quoted prices for similar assets in markets that are not active - including markets where there are few transactions for the asset, the prices are not current, or price quotations vary substantially either over time or among market makers, or in which little information is released publicly;
- Pricing was provided by a third-party valuation consultant (using Level 3 inputs).

In addition, the Company considers other factors including, but not limited to, the financial condition of the investee, the credit rating, insurance, guarantees, collateral, cash flows, and the current and expected market and industry conditions in which the investee operates. Management believes it has used information that was reasonably obtainable in order to complete its valuation process and determine if the Company's investments in ARS had incurred any temporary and/or other-than-temporary impairment as of January 28, 2017.

The Company has concluded that certain of its ARS represent Level 3 valuation. A discounted cash flow analysis was used to value these investments. The assumptions used in preparing the discounted cash flow model include estimates for interest rates, timing and amount of cash flows, and expected holding periods of the ARS. As of January 28, 2017, the unobservable inputs used by the Company and its independent third-party valuation consultant in valuing its Level 3 investments in ARS included:

- Duration until redemption of 6.7 years.
- Discount rate of 3.66%.

OFF-BALANCE SHEET ARRANGEMENTS, CONTRACTUAL OBLIGATIONS, AND COMMERCIAL COMMITMENTS

As referenced in the table below, the Company has contractual obligations and commercial commitments that may affect the financial condition of the Company. Based on management’s review of the terms and conditions of its contractual obligations and commercial commitments, there is no known trend, demand, commitment, event, or uncertainty that is reasonably likely to occur which would have a material effect on the Company’s financial condition, results of operations, or cash flows.

In addition, the commercial obligations and commitments made by the Company are customary transactions which are similar to those of other comparable retail companies. The operating lease obligations shown in the table below represent future cash payments to landlords required to fulfill the Company’s minimum rent requirements. Such amounts are actual cash requirements by year and are not reported net of any tenant improvement allowances received from landlords.

The following table identifies the material obligations and commitments as of January 28, 2017:

	Payments Due by Period				
Contractual obligations (dollar amounts in thousands):	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Purchase obligations	$16,802	$6,127	$5,383	$3,600	$1,692
Deferred compensation	13,092	—	—	—	13,092
Operating leases	355,302	68,487	115,960	80,133	90,722
Total contractual obligations	$385,196	$74,614	$121,343	$83,733	$105,506

The Company has available an unsecured line of credit of $25.0 million, which is excluded from the preceding table. The line of credit agreement has an expiration date of July 31, 2017 and provides that $10.0 million of the $25.0 million line of credit is available for letters of credit. Certain merchandise purchase orders require that the Company open letters of credit. When the Company takes possession of the merchandise, it releases payment on the letters of credit. The amounts of outstanding letters of credit reported reflect the open letters of credit on merchandise ordered, but not yet received or funded. The Company believes it has sufficient credit available to open letters of credit for merchandise purchases. There were no bank borrowings during fiscal 2016, 2015 and 2014. The Company had outstanding letters of credit totaling $1.8 million as of January 28, 2017 and $2.1 million as of January 30, 2016. The Company has no other off-balance sheet arrangements.

SEASONALITY AND INFLATION

The Company's business is seasonal, with the holiday season (from approximately November 15 to December 30) and the back-to-school season (from approximately July 15 to September 1) historically contributing the greatest volume of net sales. For fiscal years 2016, 2015, and 2014, the holiday and back-to-school seasons accounted for approximately 35% of the Company's fiscal year net sales. Although the operations of the Company are influenced by general economic conditions, the Company does not believe that inflation has had a material effect on the results of operations during the past three fiscal years. Quarterly results may vary significantly depending on a variety of factors including the timing and amount of sales and costs associated with the opening of new stores, the timing and level of markdowns, the timing of store closings, the remodeling of existing stores, competitive factors, and general economic conditions.

RELATED PARTY TRANSACTIONS

Included in other assets is a note receivable of $1.2 million as of both January 28, 2017 and January 30, 2016, from a life insurance trust fund controlled by the Company’s Chairman. The note was created over three years, beginning in July 1994, when the Company paid life insurance premiums of $0.2 million each year for the Chairman on a personal policy. The note accrues interest at 5% of the principal balance per year and is to be paid from the life insurance proceeds. The note is secured by a life insurance policy on the Chairman.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in Accounting Standards Codification ("ASC") 605, Revenue Recognition. The new revenue recognition standard requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In July 2015, the FASB approved a one-year deferral of the effective date of the new revenue recognition standard. The new standard will become effective for the Company beginning with the first quarter of fiscal 2018 and can be adopted either retrospectively to each prior reporting period presented or as a cumulative effect adjustment as of the date of adoption. The Company does not intend to early adopt the new standard and is currently evaluating the effect that adopting this new accounting guidance will have, but does not expect it will have a material effect on its consolidated results of operations and financial position.

In July 2015, the FASB issued ASU 2015-11, Simplifying the Measurement of Inventory. Under this ASU, inventory will be measured at the “lower of cost and net realizable value” and options that currently exist for “market value” will be eliminated. The ASU defines net realizable value as the “estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation.” No other changes were made to the current guidance on inventory measurement. ASU 2015-11 is effective for interim and annual periods beginning after December 15, 2016. The Company does not expect that the adoption of this ASU, in the first quarter of fiscal 2017, will have a material effect on its consolidated results of operations and financial position.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). This ASU replaces the existing guidance in ASC 840, Leases. The new standard establishes a right-of-use ("ROU") model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years and requires retrospective application. The Company is currently evaluating the effect that adopting this new accounting guidance will have on its consolidated results of operations and financial position, but does expect that it will result in a significant increase in both assets and liabilities.

In March 2016, the FASB issued ASU No. 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This standard is intended to simplify several aspects of the accounting for share-based payment award transactions, including the income tax consequences, classification of awards as either equity or liabilities, an option to recognize gross stock compensation expense with actual forfeitures recognized as they occur, and classifications in the statement of cash flows. ASU 2016-09 is effective for interim and annual periods beginning after December 15, 2016 and early adoption is permitted. The Company does not expect that the adoption of this ASU, in the first quarter of fiscal 2017, will have a material effect on its consolidated results of operations and financial position.

FORWARD LOOKING STATEMENTS

Information in this report, other than historical information, may be considered to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the “1995 Act”). Such statements are made in good faith by the Company pursuant to the safe-harbor provisions of the 1995 Act. In connection with these safe-harbor provisions, this management’s discussion and analysis contains certain forward-looking statements, which reflect management’s current views and estimates of future economic conditions, Company performance, and financial results. The statements are based on many assumptions and factors that could cause future results to differ materially. Such factors include, but are not limited to, changes in product mix, changes in fashion trends, competitive factors, and general economic conditions, economic conditions in the retail apparel industry, as well as other risks and uncertainties inherent in the Company’s business and the retail industry in general. Any changes in these factors could result in significantly different results for the Company. The Company further cautions that the forward-looking information contained herein is not exhaustive or exclusive. The Company does not undertake to update any forward-looking statements, which may be made from time to time by or on behalf of the Company.

ITEM 7A – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk - To the extent that the Company borrows under its line of credit facility, the Company would be exposed to market risk related to changes in interest rates. As of January 28, 2017, no borrowings were outstanding under the line of credit facility. The Company is not a party to any derivative financial instruments. Additionally, the Company is exposed to market risk related to interest rate risk on the cash and investments in interest-bearing securities. These investments have carrying values that are subject to interest rate changes that could impact earnings to the extent that the Company did not hold the investments to maturity. If there are changes in interest rates, those changes would also affect the investment income the Company earns on its cash and investments. For each one-quarter percent decline in the interest/dividend rate earned on cash and investments (approximately a 50% change in the rate earned), the Company's net income would decrease approximately $0.5 million, or less than $0.01 per share. This amount could vary based upon the number of shares of the Company's stock outstanding and the level of cash and investments held by the Company.

Other Market Risk – At January 28, 2017, the Company held $1.8 million, at par value, of investments in auction-rate securities ("ARS"). The Company concluded that a $130,000 temporary impairment existed related to these securities as of January 28, 2017. Given current market conditions in the ARS market, the Company may incur additional temporary or other-than-temporary impairment in the future if market conditions persist and the Company is unable to recover the cost of its investments in ARS.

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
The Buckle, Inc.
Kearney, Nebraska

We have audited the accompanying consolidated balance sheets of The Buckle, Inc. and subsidiary (the “Company”) as of January 28, 2017 and January 30, 2016, and the related consolidated statements of income, comprehensive income, stockholders’ equity, and cash flows for each of the three fiscal years in the period ended January 28, 2017. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of The Buckle, Inc. and subsidiary as of January 28, 2017 and January 30, 2016, and the results of their operations and their cash flows for each of the three fiscal years in the period ended January 28, 2017, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of January 28, 2017, based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 29, 2017, expressed an unqualified opinion on the Company’s internal control over financial reporting.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP
Omaha, Nebraska
March 29, 2017

THE BUCKLE, INC.

CONSOLIDATED BALANCE SHEETS
(Amounts in Thousands Except Share and Per Share Amounts)

ASSETS	January 28, 2017	January 30, 2016
CURRENT ASSETS:		
Cash and cash equivalents	$ 196,536	$ 161,185
Short-term investments (Notes B and C)	49,994	36,465
Receivables	8,210	9,651
Inventory	125,694	149,566
Prepaid expenses and other assets (Note F)	6,023	6,030
Total current assets	386,457	362,897
PROPERTY AND EQUIPMENT (Note D)	459,359	450,762
Less accumulated depreciation and amortization	(290,364)	(277,981)
	168,995	172,781
LONG-TERM INVESTMENTS (Notes B and C)	18,092	33,826
OTHER ASSETS (Notes F and G)	6,303	3,269
Total assets	$ 579,847	$ 572,773
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 25,079	$ 33,862
Accrued employee compensation		