

CATO CORP  
Form 10-Q  
August 28, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended August 1, 2015

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 1-31340

**THE CATO CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

56-0484485  
(I.R.S. Employer Identification No.)

8100 Denmark Road, Charlotte, North Carolina 28273-5975  
(Address of principal executive offices)

(Zip Code)

(704) 554-8510  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

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required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of August 1, 2015, there were 26,318,286 shares of Class A common stock and 1,743,525 shares of Class B common stock outstanding.

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**Quarter Ended August 1, 2015**

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**PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****THE CATO CORPORATION**

**CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND  
COMPREHENSIVE INCOME  
(UNAUDITED)**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>August 1, 2015</b>	August 2, 2014	<b>August 1, 2015</b>	August 2, 2014
	(Dollars in thousands, except per share data)			
<b>REVENUES</b>				
Retail sales	\$ 249,215	\$ 243,775	\$ 530,790	\$ 526,238
Other revenue (principally finance charges, late fees and layaway charges)	2,054	2,283	4,378	4,553
Total revenues	<b>251,269</b>	246,058	<b>535,168</b>	530,791
<b>COSTS AND EXPENSES, NET</b>				
Cost of goods sold (exclusive of depreciation shown below)	<b>154,483</b>	148,637	<b>317,003</b>	313,001
Selling, general and administrative (exclusive of depreciation shown below)	<b>67,111</b>	68,332	<b>135,695</b>	135,819
Depreciation	<b>5,554</b>	5,424	<b>10,928</b>	10,875
Interest and other income	<b>(834)</b>	(1,099)	<b>(1,402)</b>	(1,841)
Cost and expenses, net	<b>226,314</b>	221,294	<b>462,224</b>	457,854
Income before income taxes	<b>24,955</b>	24,764	<b>72,944</b>	72,937
Income tax expense	<b>9,361</b>	9,113	<b>26,267</b>	27,279

Net income	\$	<b>15,594</b>	\$	15,651	\$	<b>46,677</b>
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