
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended April 28, 2024.

or

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

For the transition period from to

Commission File Number: 001-14077

WILLIAMS-SONOMA, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

3250 Van Ness Avenue, San Francisco, CA

(Address of principal executive offices)

94-2203880

(I.R.S. Employer
Identification No.)

94109

(Zip Code)

Registrant's telephone number, including area code: (415) 421-7900

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

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

Title of each class:	Trading Symbol(s):	Name of each exchange on which registered:
Common Stock, par value \$.01 per share	WSM	New York Stock Exchange, Inc.

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 No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new

or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 May 19, 2024, 64,308,083 shares of the registrant's Common Stock were outstanding.

**WILLIAMS-SONOMA, INC.
REPORT ON FORM 10-Q
FOR THE QUARTER ENDED APRIL 28, 2024**

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

	PAGE
Item 1. Financial Statements (Unaudited)	<u>1</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>12</u>
Item 3. Quantitative and Qualitative Disclosures About Market Risk	<u>18</u>
Item 4. Controls and Procedures	<u>19</u>

PART II. OTHER INFORMATION

Item 1. Legal Proceedings	<u>20</u>
Item 1A. Risk Factors	<u>20</u>
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	<u>20</u>
Item 3. Defaults Upon Senior Securities	<u>20</u>
Item 4. Mine Safety Disclosures	<u>20</u>
Item 5. Other Information	<u>20</u>
Item 6. Exhibits	<u>21</u>

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

WILLIAMS-SONOMA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Uaudited)

(In thousands, except per share amounts)	For the Thirteen Weeks Ended	
	April 28, 2024	April 30, 2023
Net revenues	\$ 1,660,348	\$ 1,755,451
Cost of goods sold	857,833	1,080,392
Gross profit	802,515	675,059
Selling, general and administrative expenses	478,687	475,582
Operating income	323,828	199,477
Interest income, net	16,053	5,498
Earnings before income taxes	339,881	204,975
Income taxes	74,215	48,444
Net earnings	\$ 265,666	\$ 156,531
Basic earnings per share	\$ 4.14	\$ 2.38
Diluted earnings per share	\$ 4.07	\$ 2.35
Shares used in calculation of earnings per share:		
Basic	64,206	65,849
Diluted	65,315	66,696

See *Notes to Condensed Consolidated Financial Statements*.

WILLIAMS-SONOMA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Uaudited)

(In thousands)	For the Thirteen Weeks Ended	
	April 28, 2024	April 30, 2023
Net earnings	\$ 265,666	\$ 156,531
Other comprehensive income (loss):		
Foreign currency translation adjustments	(1,342)	(2,205)
Change in fair value of derivative financial instruments, net of tax of \$ 0 and \$86.	1	242
Reclassification adjustment for realized gains on derivative financial instruments, net of tax of \$ 0 and \$172.	—	(486)
Comprehensive income	\$ 264,325	\$ 154,082

See *Notes to Condensed Consolidated Financial Statements*.

WILLIAMS-SONOMA, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Uaudited)

(In thousands, except per share amounts)	As of	April 28, 2024	January 28, 2024	April 30, 2023
ASSETS				
Current assets				
Cash and cash equivalents	\$ 1,254,786	\$ 1,262,007	\$ 297,291	
Accounts receivable, net	115,215	122,914	109,203	
Merchandise inventories, net	1,218,438	1,246,369	1,401,616	
Prepaid expenses	62,752	59,466	62,723	
Other current assets	22,787	29,041	27,993	
Total current assets	2,673,978	2,719,797	1,898,826	
Property and equipment, net	990,166	1,013,189	1,050,026	
Operating lease right-of-use assets	1,187,777	1,229,650	1,258,599	
Deferred income taxes, net	102,203	110,656	70,758	
Goodwill	77,292	77,306	77,330	
Other long-term assets, net	128,563	122,950	115,498	
Total assets	\$ 5,159,979	\$ 5,273,548	\$ 4,471,037	
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities				
Accounts payable	\$ 502,136	\$ 607,877	\$ 629,561	
Accrued expenses	154,093	264,306	205,175	
Gift card and other deferred revenue	596,340	573,904	452,505	
Income taxes payable	148,826	96,554	87,680	
Operating lease liabilities	229,555	234,517	229,751	
Other current liabilities	90,007	103,157	97,144	
Total current liabilities	1,720,957	1,880,315	1,701,816	
Long-term operating lease liabilities	1,112,329	1,156,104	1,186,231	
Other long-term liabilities	117,135	109,268	116,165	
Total liabilities	2,950,421	3,145,687	3,004,212	
Commitments and contingencies – See Note F				
Stockholders' equity				
Preferred stock: \$0.01 par value; 7,500 shares authorized; none issued	—	—	—	
Common stock: \$0.01 par value; 253,125 shares authorized; 64,337, 64,151 and 64,222 shares issued and outstanding at April 28, 2024, January 28, 2024 and April 30, 2023, respectively	644	642	643	
Additional paid-in capital	521,833	588,602	531,940	
Retained earnings	1,704,409	1,555,595	951,926	
Accumulated other comprehensive loss	(16,893)	(15,552)	(16,258)	
Treasury stock, at cost: 4, 6 and 6 shares as of April 28, 2024, January 28, 2024 and April 30, 2023, respectively	(435)	(1,426)	(1,426)	
Total stockholders' equity	2,209,558	2,127,861	1,466,825	
Total liabilities and stockholders' equity	\$ 5,159,979	\$ 5,273,548	\$ 4,471,037	

See Notes to Condensed Consolidated Financial Statements.

WILLIAMS-SONOMA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Uaudited)

(In thousands)	Common Stock		Additional		Accumulated		Treasury	Total
	Shares	Amount	Paid-in Capital	Retained Earnings	Other Comprehensive Income (Loss)	Stock		
Balance at January 28, 2024	64,151	\$ 642	\$ 588,602	\$ 1,555,595	\$ (15,552)	\$ (1,426)	\$ 2,127,861	
Net earnings	—	—	—	265,666	—	—	265,666	
Foreign currency translation adjustments	—	—	—	—	(1,342)	—	—	(1,342)
Change in fair value of derivative financial instruments, net of tax	—	—	—	—	1	—	—	1
Release of stock-based awards ¹	343	3	(86,784)	—	—	—	(227)	(87,008)
Repurchases of common stock	(157)	(1)	(958)	(42,822)	—	—	—	(43,781)
Reissuance of treasury stock under stock-based compensation plans ¹	—	—	(1,218)	—	—	—	1,218	—
Stock-based compensation expense	—	—	22,191	—	—	—	—	22,191
Dividends declared	—	—	—	(74,030)	—	—	—	(74,030)
Balance at April 28, 2024	64,337	\$ 644	\$ 521,833	\$ 1,704,409	\$ (16,893)	\$ (435)	\$ 2,209,558	

¹ Amounts are shown net of shares withheld for employee taxes.

(In thousands)	Common Stock		Additional		Accumulated		Treasury	Total
	Shares	Amount	Paid-in Capital	Retained Earnings	Other Comprehensive Income (Loss)	Stock		
Balance at January 29, 2023	66,226	\$ 663	\$ 573,117	\$ 1,141,819	\$ (13,809)	\$ (739)	\$ 1,701,051	
Net earnings	—	—	—	156,531	—	—	—	156,531
Foreign currency translation adjustments	—	—	—	—	(2,205)	—	—	(2,205)
Change in fair value of derivative financial instruments, net of tax	—	—	—	—	242	—	—	242
Reclassification adjustment for realized (gain) loss on derivative financial instruments, net of tax	—	—	—	—	(486)	—	—	(486)
Release of stock-based awards ¹	498	5	(49,322)	—	—	—	(201)	(49,518)
Repurchases of common stock	(2,502)	(25)	(14,803)	(286,573)	—	—	(1,000)	(302,401)
Reissuance of treasury stock under stock-based compensation plans ¹	—	—	(334)	(180)	—	—	514	—
Stock-based compensation expense	—	—	23,282	—	—	—	—	23,282
Dividends declared	—	—	—	(59,671)	—	—	—	(59,671)
Balance at April 30, 2023	64,222	\$ 643	\$ 531,940	\$ 951,926	\$ (16,258)	\$ (1,426)	\$ 1,466,825	

¹ Amounts are shown net of shares withheld for employee taxes.

² Repurchases of common stock include accrued excise taxes of \$2.4 million as of April 30, 2023, which is recorded in retained earnings.

See Notes to Condensed Consolidated Financial Statements.

WILLIAMS-SONOMA, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Uaudited)

(In thousands)	For the Thirteen Weeks Ended	
	April 28, 2024	April 30, 2023
Cash flows from operating activities:		
Net earnings	\$ 265,666	\$ 156,531
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization	56,996	55,602
Loss on disposal/impairment of assets	1,264	10,374
Non-cash lease expense	66,821	64,173
Deferred income taxes	(538)	(1,656)
Tax benefit related to stock-based awards	9,347	11,802
Stock-based compensation expense	22,975	23,446
Other	(1,252)	(822)
Changes in:		
Accounts receivable	7,666	6,256
Merchandise inventories	27,621	52,819
Prepaid expenses and other assets	(2,816)	6,668
Accounts payable	(116,731)	118,525
Accrued expenses and other liabilities	(114,258)	(92,858)
Gift card and other deferred revenue	22,592	(26,315)
Operating lease liabilities	(70,838)	(68,497)
Income taxes payable	52,273	26,478
Net cash provided by operating activities	226,788	342,526
Cash flows from investing activities:		
Purchases of property and equipment	(39,513)	(50,029)
Other	31	148
Net cash used in investing activities	(39,482)	(49,881)
Cash flows from financing activities:		
Tax withholdings related to stock-based awards	(87,008)	(4,348)
Payment of dividends	(62,862)	(58,079)
Repurchases of common stock	(43,781)	(300,000)
Net cash used in financing activities	(193,651)	(362,427)
Effect of exchange rates on cash and cash equivalents	(876)	(271)
Net decrease in cash and cash equivalents	(7,221)	(70,053)
Cash and cash equivalents at beginning of period	1,262,007	367,344
Cash and cash equivalents at end of period	\$ 1,254,786	\$ 297,291

See Notes to Condensed Consolidated Financial Statements.

WILLIAMS-SONOMA, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE A. FINANCIAL STATEMENTS - BASIS OF PRESENTATION

These financial statements include Williams-Sonoma, Inc. and its wholly owned subsidiaries ("Company," "we," "us" or "our"). The Condensed Consolidated Balance Sheets as of April 28, 2024, January 28, 2024 and April 30, 2023, the Condensed Consolidated Statements of Earnings, the Condensed Consolidated Statements of Comprehensive Income, and the Condensed Consolidated Statements of Stockholders' Equity for the thirteen weeks then ended and the Condensed Consolidated Statements of Cash Flows for the thirteen weeks then ended, have been prepared by us, and have not been audited. In our opinion, the financial statements include all adjustments (which include normal recurring adjustments) necessary to present fairly the financial position at the balance sheet dates and the results of operations for the thirteen weeks then ended. Intercompany transactions and accounts have been eliminated in our consolidation. The balance sheet as of January 28, 2024, presented herein, has been derived from our audited Consolidated Balance Sheet included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2024.

The Company's fiscal year ends on the Sunday closest to January 31. All references to "fiscal 2024" represent the 53-week fiscal year that will end on February 2, 2025 and to "fiscal 2023" represent the 52-week fiscal year that ended January 28, 2024.

The results of operations for the thirteen weeks ended April 28, 2024 are not necessarily indicative of the operating results of the full year.

Certain information and footnote disclosures normally included in the annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") have been omitted. These financial statements should be read in conjunction with the Consolidated Financial Statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2024.

Beginning in fiscal 2021 and continuing through fiscal 2022, global supply chain disruptions caused delays in inventory receipts and backorder delays, increased raw material costs, and higher shipping-related charges. These disruptions improved in the fourth quarter of fiscal 2022. However, the costs from these supply chain challenges impacted our Condensed Consolidated Statement of Earnings in the first half of fiscal 2023.

Out-of-Period Adjustment

Subsequent to the filing of our Form 10-K, in April 2024, the Company determined that it over-recognized freight expense in fiscal years 2021, 2022 and 2023 for a cumulative amount of \$49.0 million. The Company evaluated the error, both qualitatively and quantitatively, and determined that no prior interim or annual periods were materially misstated. The Company then evaluated whether the cumulative amount of the over-accrual was material to its projected fiscal 2024 results, and determined the cumulative amount was not material. Therefore, the Condensed Consolidated Financial Statements for the thirteen weeks ended April 28, 2024 include an out-of-period adjustment of \$49.0 million to reduce cost of goods sold and accounts payable, which corrected the cumulative error on the balance sheet as of January 28, 2024.

Recently Issued Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued accounting standards update ("ASU") 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The ASU updates reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently assessing the impact of this ASU on our Consolidated Financial Statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The improvements in the ASU address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. We are currently evaluating the impact of this ASU on our Consolidated Financial Statements and related disclosures. Although early adoption is permitted, we plan to implement the ASU prospectively for all annual periods beginning after December 15, 2024.

NOTE B. BORROWING ARRANGEMENTS

Credit Facility

We have a credit facility (the "Credit Facility") which provides for a \$ 500 million unsecured revolving line of credit (the "Revolver"). Our Revolver may be used to borrow revolving loans or to request the issuance of letters of credit. We may, upon

[Table of Contents](#)

notice to the administrative agent, request existing or new lenders, at such lenders' option, to increase the Revolver by up to \$ 250 million to provide for a total of up to \$750 million of unsecured revolving credit.

During the thirteen weeks ended April 28, 2024 and April 30, 2023, we had no borrowings under our Revolver. Additionally, as of April 28, 2024, issued but undrawn standby letters of credit of \$10.9 million were outstanding under our Revolver. The standby letters of credit were primarily issued to secure the liabilities associated with workers' compensation and other insurance programs. Our Revolver matures on September 30, 2026, at which time all outstanding borrowings must be repaid and all outstanding letters of credit must be cash collateralized. We may elect to extend the maturity date, subject to lender approval.

The interest rate applicable to the Revolver is variable and may be elected by us as: (i) the Secured Overnight Financing Rate ("SOFR") plus 10 basis points and an applicable margin based on our leverage ratio, ranging from 0.91% to 1.775% or (ii) a base rate as defined in the Credit Facility, plus an applicable margin based on our leverage ratio, ranging from 0% to 0.775%.

Our Credit Facility contains certain restrictive loan covenants, including, among others, a financial covenant requiring a maximum leverage ratio (funded debt adjusted for operating lease liabilities to earnings before interest, income tax, depreciation, amortization and rent expense), and covenants limiting our ability to incur indebtedness, grant liens, make acquisitions, merge or consolidate, and dispose of assets. As of April 28, 2024, we were in compliance with our financial covenants under our Credit Facility and, based on our current projections, we expect to remain in compliance throughout the next 12 months.

Letter of Credit Facilities

We have three unsecured letter of credit facilities for a total of \$ 35 million. Our letter of credit facilities contain covenants that are consistent with our Credit Facility. Interest on unreimbursed amounts under our letter of credit facilities accrues at a base rate as defined in the Credit Facility, plus an applicable margin based on our leverage ratio. As of April 28, 2024, the aggregate amount outstanding under our letter of credit facilities was \$0.4 million, which represents only a future commitment to fund inventory purchases to which we had not taken legal title. Two of our letter of credit facilities totaling \$30 million mature on August 18, 2024, and the latest expiration date possible for future letters of credit issued under these facilities is January 15, 2025. One of the letter of credit facilities totaling \$ 5 million matures on September 30, 2026, which is also the latest expiration date possible for future letters of credit issued under the facility.

NOTE C. STOCK-BASED COMPENSATION

Equity Award Programs

Our Amended and Restated 2001 Long-Term Incentive Plan (the "Plan") provides for grants of incentive stock options, nonqualified stock options, stock-settled stock appreciation rights, restricted stock awards, restricted stock units (including those that are performance-based), deferred stock awards (collectively, "stock awards") and dividend equivalents up to an aggregate of 42.7 million shares. As of April 28, 2024, there were approximately 4.7 million shares available for future grant. Awards may be granted under our Plan to officers, associates and non-associate members of the Board of Directors of the Company (the "Board") or any parent or subsidiary. Shares issued as a result of award exercises or releases are primarily funded with the issuance of new shares.

Stock Awards

Annual grants of stock awards are limited to one million shares on a per person basis. Stock awards granted to associates generally vest evenly over a period of four years for service-based awards. Certain performance-based awards, which have variable payout conditions based on predetermined financial targets, generally vest three years from the date of grant. Certain stock awards and other agreements contain vesting acceleration clauses which cover events including, but not limited to, retirement, disability, death, merger or a similar corporate event. Stock awards granted to non-associate Board members generally vest in one year. Non-associate Board members automatically receive stock awards on the date of their initial election to the Board and annually thereafter on the date of the annual meeting of stockholders (so long as they continue to serve as a non-associate Board member). Non-associate directors may also elect, on terms prescribed by the Company, to receive all of their annual cash compensation to be earned in respect of the applicable fiscal year either in the form of (i) fully vested stock units or (ii) fully vested deferred stock units.

Stock-Based Compensation Expense

During the thirteen weeks ended April 28, 2024 and April 30, 2023, we recognized total stock-based compensation expense, as a component of selling, general and administrative expenses ("SG&A") of \$23.0 million and \$23.4 million, respectively.

[Table of Contents](#)

NOTE D. EARNINGS PER SHARE

Basic earnings per share is computed as net earnings divided by the weighted-average number of common shares outstanding for the period. Diluted earnings per share is computed as net earnings divided by the weighted-average number of common shares outstanding and common stock equivalents outstanding for the period using the treasury stock method. Common stock equivalents consist of shares subject to stock-based awards to the extent their inclusion would be dilutive.

The following is a reconciliation of net earnings and the number of shares used in the basic and diluted earnings per share computations:

(In thousands, except per share amounts)	Net Earnings	Weighted Average Shares	Earnings Per Share
Thirteen weeks ended April 28, 2024			
Basic	\$ 265,666	64,206	\$ 4.14
Effect of dilutive stock-based awards		1,109	
Diluted	\$ 265,666	65,315	\$ 4.07
Thirteen weeks ended April 30, 2023			
Basic	\$ 156,531	65,849	\$ 2.38
Effect of dilutive stock-based awards		847	
Diluted	\$ 156,531	66,696	\$ 2.35

The effect of anti-dilutive stock-based awards was not material for the thirteen weeks ended April 28, 2024 and April 30, 2023, respectively.

NOTE E. SEGMENT REPORTING

We identify our operating segments according to how our business activities are managed and evaluated. Each of our brands are operating segments. Because they share similar economic and other qualitative characteristics, we have aggregated our operating segments into a single reportable segment.

The following table summarizes our net revenues by brand for the thirteen weeks ended April 28, 2024 and April 30, 2023.

(In thousands)	For the Thirteen Weeks Ended ¹	
	April 28, 2024	April 30, 2023
Pottery Barn	\$ 677,335	\$ 767,714
West Elm	430,309	452,393
Williams Sonoma	238,239	239,421
Pottery Barn Kids and Teen	221,802	216,221
Other ²	92,663	79,702
Total ³	\$ 1,660,348	\$ 1,755,451

¹ Includes business-to-business net revenues within each brand.

² Primarily consists of net revenues from Rejuvenation, our international franchise operations, Mark and Graham and GreenRow.

³ Includes net revenues related to our international operations (including our operations in Canada, Australia, the United Kingdom, and our franchise businesses) of approximately \$73.5 million and \$70.8 million for the thirteen weeks ended April 28, 2024 and April 30, 2023, respectively.

Long-lived assets by geographic location, which excludes deferred income taxes, goodwill, and intangible assets, are as follows:

(In thousands)	As of		
	April 28, 2024	January 28, 2024	April 30, 2023
U.S.	\$ 2,219,749	\$ 2,273,905	\$ 2,326,300
International	74,189	79,720	86,587
Total	\$ 2,293,938	\$ 2,353,625	\$ 2,412,887

NOTE F. COMMITMENTS AND CONTINGENCIES

We are involved in lawsuits, claims and proceedings incident to the ordinary course of our business. These disputes, which are not currently material, are increasing in number as our business expands and our company grows. We review the need for any loss contingency reserves and establish reserves when, in the opinion of management, it is probable that a matter would result in liability, and the amount of loss, if any, can be reasonably estimated. In view of the inherent difficulty of predicting the outcome of these matters, it may not be possible to determine whether any loss is probable or to reasonably estimate the amount of the loss until the case is close to resolution, in which case no reserve is established until that time. Any claims against us, whether meritorious or not, could result in costly litigation, require significant amounts of management time and result in the diversion of significant operational resources. The results of these lawsuits, claims and proceedings cannot be predicted with certainty. However, we believe that the ultimate resolution of these current matters will not have a material adverse effect on our Condensed Consolidated Financial Statements taken as a whole.

NOTE G. STOCK REPURCHASE PROGRAM AND DIVIDENDS

Stock Repurchase Program

In March 2024, our Board of Directors authorized a new stock repurchase program for \$ 1.0 billion, which replaced our existing program. During the thirteen weeks ended April 28, 2024, we repurchased 156,899 shares of our common stock at an average cost of \$ 279.04 per share for an aggregate cost of \$43.8 million, excluding excise taxes on stock repurchases (net of issuances). As of April 28, 2024, there was \$ 956.2 million remaining under our current stock repurchase program.

During the thirteen weeks ended April 30, 2023, we repurchased 2,510,718 shares of our common stock at an average cost of \$ 119.49 per share for an aggregate cost of \$300.0 million, excluding excise taxes on stock repurchases (net of issuances) of \$ 2.4 million.

As of April 28, 2024 and April 30, 2023, we held treasury stock of \$ 0.4 million and \$1.4 million, respectively, that represents the cost of shares available for issuance intended to satisfy future stock-based award settlements in certain foreign jurisdictions.

Stock repurchases under our program may be made through open market and privately negotiated transactions at times and in such amounts as management deems appropriate. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability and other market conditions.

Dividends

In March 2024, our Board of Directors authorized a 26% increase in our quarterly cash dividend, from \$ 0.90 to \$1.13 per common share, subject to capital availability. We declared cash dividends of \$1.13 and \$0.90 per common share during the thirteen weeks ended April 28, 2024 and April 30, 2023, respectively. Our quarterly cash dividend may be limited or terminated at any time.

NOTE H. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

We determine the fair value of financial and non-financial assets and liabilities using the fair value hierarchy established by ASC 820, *Fair Value Measurement*, which defines three levels of inputs that may be used to measure fair value, as follows:

- Level 1: inputs which include quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs which include observable inputs other than Level 1 inputs, such as quoted prices in active markets for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability; and
- Level 3: inputs which include unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the underlying asset or liability.

The fair values of our cash and cash equivalents are based on Level 1 inputs, which include quoted prices in active markets for identical assets.

Long-lived Assets

We review the carrying value of all long-lived assets for impairment, primarily at an individual store level, whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. We measure property and equipment at fair value on a nonrecurring basis using Level 3 inputs as defined in the fair value hierarchy. We measure right-of-use assets on a nonrecurring basis using Level 2 inputs that are corroborated by market data. Where Level 2 inputs are not readily available, we use Level 3 inputs. Fair value of these long-lived assets is based on the present value of estimated future cash flows using a discount rate commensurate with the risk.

The significant unobservable inputs used in the fair value measurement of our store assets are sales growth/decline, gross margin, employment costs, lease escalations, market rental rates, changes in local real estate markets in which we operate, inflation and the overall economics of the retail industry. Significant fluctuations in any of these inputs individually could significantly impact our measurement of fair value.

During the thirteen weeks ended April 28, 2024, no impairment charges were recognized.

During the thirteen weeks ended April 30, 2023, we recognized impairment charges of \$ 8.3 million, which consisted of: (i) the impairment of operating lease right-of-use assets of \$3.9 million, (ii) the impairment of property and equipment resulting from the exiting of Aperture, a division of our Outward, Inc. subsidiary, of \$3.7 million as well as (iii) the impairment of property and equipment due to lower projected revenues from underperforming stores in Australia of \$0.7 million, all of which is recognized within SG&A.

There were no transfers in and out of Level 3 categories during the thirteen weeks ended April 28, 2024 and April 30, 2023.

NOTE I. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Changes in accumulated other comprehensive income (loss) by component, net of tax, are as follows:

(In thousands)	Foreign Currency Translation	Cash Flow Hedges	Accumulated Other Comprehensive Income (Loss)
Balance at January 28, 2024	\$ (15,457)	\$ (95)	\$ (15,552)
Foreign currency translation adjustments	(1,342)	—	(1,342)
Change in fair value of derivative financial instruments	—	1	1
Other comprehensive income (loss)	(1,342)	1	(1,341)
Balance at April 28, 2024	\$ (16,799)	\$ (94)	\$ (16,893)
Balance at January 29, 2023	\$ (14,458)	\$ 649	\$ (13,809)
Foreign currency translation adjustments	(2,205)	—	(2,205)
Change in fair value of derivative financial instruments	—	242	242
Reclassification adjustment for realized (gain) loss on derivative financial instruments	—	(486)	(486)
Other comprehensive income (loss)	(2,205)	(244)	(2,449)
Balance at April 30, 2023	\$ (16,663)	\$ 405	\$ (16,258)

NOTE J. REVENUE

Merchandise Sales

Revenues from the sale of our merchandise through our e-commerce channel, at our retail stores as well as to our business-to-business customers and franchisees are, in each case, recognized at a point in time when control of merchandise is transferred to the customer. Merchandise can either be picked up in our stores, or delivered to the customer. For merchandise picked up in the store, control is transferred at the time of the sale to the customer. For merchandise delivered to the customer, control is transferred either when delivery has been completed, or when we have a present right to payment which, for certain merchandise, occurs upon conveyance of the merchandise to the carrier for delivery. We exclude from revenue any taxes assessed by governmental authorities, including value-added and other sales-related taxes, that are imposed on and are concurrent with revenue-generating activities. Our payment terms are primarily at the point of sale for merchandise sales and for most services. We have elected to account for shipping and handling as fulfillment activities, and not as a separate performance obligation.

Revenue from the sale of merchandise is reported net of sales returns. We estimate future returns based on historical return trends together with current product sales performance. As of April 28, 2024, January 28, 2024 and April 30, 2023, we recorded a liability for expected sales returns of approximately \$38.6 million, \$52.4 million and \$51.3 million, respectively, within other current liabilities and a corresponding asset for the expected net realizable value of the merchandise inventory to be returned of approximately \$10.6 million, \$16.3 million and \$16.0 million, respectively, within other current assets in our Condensed Consolidated Balance Sheets.

See [Note E](#) for the disclosure of our net revenues by operating segment.

Gift Card and Other Deferred Revenue

We defer revenue and record a liability when cash payments are received in advance of satisfying performance obligations, primarily associated with our merchandise sales, stored-value cards, customer loyalty programs, and incentives received from credit card issuers.

We issue stored-value cards that may be redeemed on future merchandise purchases. Our stored-value cards have no expiration dates. Revenue from stored-value cards is recognized at a point in time upon redemption of the card and as control of the merchandise is transferred to the customer.

Breakage is recognized in a manner consistent with our historical redemption patterns taking into consideration escheatment laws as applicable.

Breakage is recognized over the estimated period of redemption of our cards of approximately four years, the majority of which is recognized within one year of the card issuance. Breakage revenue is not material to our Condensed Consolidated Financial Statements.

We have customer loyalty programs, which allow members to earn points for each qualifying purchase. Customers can earn points through spend on both our private label and co-branded credit cards, or can earn points as part of our non-credit card related loyalty program. Points earned through both loyalty programs enable members to receive certificates that may be redeemed on future merchandise purchases. This customer option is a material right and, accordingly, represents a separate performance obligation to the customer. The allocated consideration for the points or certificates earned by our loyalty program members is deferred based on the standalone selling price of the points and recorded within gift card and other deferred revenue within our Condensed Consolidated Balance Sheet. The measurement of standalone selling prices takes into consideration the discount the customer would receive in a separate transaction for the delivered item, as well as our estimate of certificates expected to be issued and redeemed, based on historical patterns. This measurement is applied to our portfolio of performance obligations for points or certificates earned, as all obligations have similar economic characteristics. We believe the impact to our Condensed Consolidated Financial Statements would not be materially different if this measurement was applied to each individual performance obligation. Revenue is recognized for these performance obligations at a point in time when certificates are redeemed by the customer. These obligations relate to contracts with terms less than one year, as our certificates generally expire within six months from issuance.

We enter into agreements with credit card issuers in connection with our private label and co-branded credit cards, whereby we receive cash incentives in exchange for promised services, such as licensing our brand names and marketing the credit card program to customers. These separate non-loyalty program related services promised under these agreements are interrelated and are thus considered a single performance obligation. Revenue is recognized over time as we transfer promised services throughout the contract term.

As of April 28, 2024, January 28, 2024 and April 30, 2023, we had recorded \$ 596.3 million, \$573.9 million and \$452.5 million, respectively, for gift card and other deferred revenue within current liabilities in our Condensed Consolidated Balance Sheets. The increase in our gift card and other deferred revenue balance as of April 28, 2024 compared to April 30, 2023 was primarily due to advance payments collected on certain product categories.

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

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they do not fully materialize or are proven incorrect, could cause our business and results of operations to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements include statements related to: continuing changes in general economic conditions, and the impact on consumer confidence and consumer spending; the continuing impact of inflation and measures to control inflation, including changing interest rates, on consumer spending; the continuing impact of global conflicts, such as the conflicts in Ukraine and the Middle East, and shortages of various raw materials on our global supply chain, retail store operations and customer demand; labor and material shortages; the outcome of our growth initiatives; new interpretations of or changes to current accounting rules; our ability to anticipate consumer preferences and buying trends; dependence on timely introduction and customer acceptance of our merchandise; changes in consumer spending based on weather, political, competitive and other conditions beyond our control; delays in store openings; competition from companies with concepts or products similar to ours; timely and effective sourcing of merchandise from our foreign and domestic vendors and delivery of merchandise through our supply chain to our stores and customers; effective inventory management; our ability to manage customer returns; uncertainties in e-marketing, infrastructure and regulation; multi-channel and multi-brand complexities; our ability to introduce new brands and brand extensions; challenges associated with our increasing global presence; dependence on external funding sources for operating capital; disruptions in the financial markets; our ability to control employment, occupancy, supply chain, product, transportation and other operating costs; our ability to improve our systems and processes; changes to our information technology infrastructure; general political, economic and market conditions and events, including war, conflict or acts of terrorism; the impact of current and potential future tariffs and our ability to mitigate impacts; the potential for increased corporate income taxes; and other risks and uncertainties, as well as statements of belief and statements of assumptions underlying any of the foregoing. You can identify these and other forward-looking statements by the use of words such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "intends," "potential," "continue," or the negative of such terms, or other comparable terminology. The risks, uncertainties and assumptions referred to above that could cause our results to differ materially from the results expressed or implied by such forward-looking statements include, but are not limited to, those discussed under the heading "[Risk Factors](#)" in this document and our Annual Report on Form 10-K for the fiscal year ended January 28, 2024, and the risks, uncertainties and assumptions discussed from time to time in our other public filings and public announcements. All forward-looking statements included in this document are based on information available to us as of the date hereof, and we assume no obligation to update these forward-looking statements.

OVERVIEW

Williams-Sonoma, Inc. ("Company", "we", or "us") is a specialty retailer of high-quality sustainable products for the home. Our products in our portfolio of nine brands – Williams Sonoma, Pottery Barn, Pottery Barn Kids, Pottery Barn Teen, West Elm, Williams Sonoma Home, Rejuvenation, Mark and Graham, and GreenRow – are marketed through e-commerce websites, direct-mail catalogs and our retail stores. These brands are also part of The Key Rewards, our loyalty and credit card program that offers members exclusive benefits across the Williams-Sonoma family of brands. We operate in the U.S., Puerto Rico, Canada, Australia, and the United Kingdom, offer international shipping to customers worldwide, and have unaffiliated franchisees that operate stores in the Middle East, the Philippines, Mexico, South Korea, and India as well as e-commerce websites in certain locations. We are also proud to be a leader in our industry with our values-based culture and commitment to achieving our sustainability goals.

The following discussion and analysis of financial condition, results of operations, and liquidity and capital resources for the thirteen weeks ended April 28, 2024 ("first quarter of fiscal 2024"), as compared to the thirteen weeks ended April 30, 2023 ("first quarter of fiscal 2023"), should be read in conjunction with our Condensed Consolidated Financial Statements and the notes thereto. All explanations of changes in operational results are discussed in order of magnitude.

First Quarter of Fiscal 2024 Financial Results

Net revenues in the first quarter of fiscal 2024 decreased \$95.1 million or 5.4%, with company comparable brand revenue ("company comp") decline of 4.9%. This was driven by continuing customer hesitancy towards furniture purchases, partially offset by strength in our emerging brands, children's home furnishings and kitchen business. Company comp declined 10.9% on a two-year basis and declined 1.4% on a three-year basis.

[Table of Contents](#)

In the first quarter of fiscal 2024, Pottery Barn, our largest brand, saw 10.8% comparable brand revenue ("brand comp") decline, 11.2% brand comp decline on a two-year basis and 3.4% brand comp growth on a three-year basis. The first quarter decline was driven by reduced higher ticket furniture sales, partially offset by relative strength from our textile, easy decorating, and seasonal celebrations categories. The Pottery Barn Kids and Teen brands saw 2.8% brand comp growth in the first quarter of fiscal 2024, 0.5% brand comp decline on a two-year basis, and 3.6% brand comp decline on a three-year basis. The first quarter growth was driven by strength in our dorm and baby offerings.

West Elm saw 4.1% brand comp decline in the first quarter of fiscal 2024, 19.9% brand comp decline on a two-year basis, and 7.1% brand comp decline on a three-year basis. The first quarter decline was driven by West Elm continuing to be affected by the customer pull back in furniture as a result of the brand's high percentage of its assortment in the furniture category and our strategy to reduce promotional activity, partially offset by strength from new designs across categories including furniture, kids and decorative accessories.

The Williams Sonoma brand saw 0.9% brand comp growth in the first quarter of fiscal 2024, 3.5% brand comp decline on a two-year basis and 5.7% brand comp decline on a three-year basis. The first quarter growth was driven by the kitchen business, which included strength in Williams Sonoma branded products in the bakeware, cutlery and food categories.

Subsequent to the filing of our Form 10-K, in April 2024, the Company determined that it over-recognized freight expense in fiscal years 2021, 2022 and 2023 for a cumulative amount of \$49.0 million. The Company evaluated the error, both qualitatively and quantitatively, and determined that no prior interim or annual periods were materially misstated. The Company then evaluated whether the cumulative amount of the over-accrual was material to its projected fiscal 2024 results, and determined the cumulative amount was not material. Therefore, the Condensed Consolidated Financial Statements for the thirteen weeks ended April 28, 2024 include an out-of-period adjustment of \$49.0 million to reduce cost of goods sold and accounts payable, which corrected the cumulative error on the balance sheet as of January 28, 2024.

For the first quarter of fiscal 2024, diluted earnings per share was \$4.07, which included the benefit of an out-of-period adjustment to diluted earnings per share of \$0.59. For the first quarter of fiscal 2023, diluted earnings per share was \$2.35, which included charges for (i) a \$0.20 impact related to exit costs associated with the closure of our West Coast manufacturing facility and the exiting of Aperture, a division of our Outward, Inc subsidiary, and (ii) a \$0.09 impact related to reduction-in-force initiatives, primarily in our corporate functions.

As of April 28, 2024, we had \$1.3 billion in cash and cash equivalents and generated operating cash flow of \$226.8 million in the first quarter of fiscal 2024. In addition to our cash balance, we also ended the quarter with no outstanding borrowings under our revolving line of credit. Our liquidity position allowed us to fund the operations of the business by investing \$39.5 million in capital expenditures in the first quarter of fiscal 2024, and to provide stockholder returns of \$106.6 million in the first quarter of fiscal 2024 through dividends and stock repurchases.

Looking Ahead

As we look forward to the year ahead, we are focused on three key priorities, which include (i) returning to growth, (ii) elevating our world-class customer service and (iii) driving earnings. We believe these key priorities will set us apart from our competition and allow us to drive long-term growth and profitability. We have a powerful portfolio of brands, serving a range of categories, aesthetics, and life stages and we have built a strong omni-channel platform and infrastructure, which positions us well for the next stage of growth. However, the current uncertain macroeconomic environment with the weak housing market, elevated interest rates, layoffs, inflationary pressure, political uncertainty and global geopolitical tension may continue to impact our results. For information on risks, please see "[Risk Factors](#)" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 28, 2024.

NET REVENUES

Net revenues primarily consist of sales of merchandise to our customers through our e-commerce websites, retail stores and direct-mail catalogs, and include shipping fees received from customers for delivery of merchandise to their homes. Our revenues also include sales to our business-to-business customers and franchisees, incentives received from credit card issuers in connection with our private label and co-branded credit cards and breakage income related to our stored-value cards. Revenue from the sale of merchandise is reported net of sales returns.

First Quarter of Fiscal 2024 vs. First Quarter of Fiscal 2023

Net revenues in the first quarter of fiscal 2024 decreased \$95.1 million or 5.4%, with company comp decline of 4.9%. This was driven by continuing customer hesitancy towards furniture purchases, partially offset by strength in our emerging brands, children's home furnishings and kitchen business. Company comp declined 10.9% on a two-year basis and declined 1.4% on a three-year basis.

[Table of Contents](#)

Comparable Brand Revenue

Comparable brand revenue includes comparable e-commerce sales, including through our direct-mail catalog, and store sales, as well as shipping fees, sales returns and other discounts associated with current period sales. Comparable stores are defined as permanent stores where gross square footage did not change by more than 20% in the previous 12 months, and which have been open for at least 12 consecutive months without closure for more than seven days within the same fiscal month. Outlet comparable store revenues are included in their respective brands. Business-to-business revenues are included in comparable brand revenue for each of our brands. Sales to our international franchisees are excluded from comparable brand revenue as their stores and e-commerce websites are not operated by us. Sales from certain operations are also excluded until such time that we believe those sales are meaningful to evaluating their performance. Additionally, comparable brand revenue for newer concepts is not separately disclosed until such time that we believe those sales are meaningful to evaluating the performance of the brand.

	For the Thirteen Weeks Ended ¹	
Comparable brand revenue growth (decline)	April 28, 2024	April 30, 2023
Pottery Barn	(10.8)%	(0.4)%
West Elm	(4.1)	(15.8)
Williams Sonoma	0.9	(4.4)
Pottery Barn Kids and Teen	2.8	(3.3)
Total ²	(4.9)%	(6.0)%

¹ Comparable brand revenue includes business-to-business revenues within each brand.

² Total comparable brand revenue growth includes the results of Rejuvenation and Mark and Graham.

STORE DATA

	Store Count			Average Leased Square Footage Per Store			
	January 28, 2024	Openings	Closings	April 28, 2024	April 30, 2023	April 28, 2024	April 30, 2023
Pottery Barn	184	1	(1)	184	188	15,100	14,800
Williams Sonoma	156	—	—	156	165	6,900	6,900
West Elm	121	1	(1)	121	123	13,300	13,200
Pottery Barn Kids	46	—	(1)	45	46	7,900	7,700
Rejuvenation	11	—	—	11	9	8,100	8,000
Total	518	2	(3)	517	531	11,400	11,300
Store selling square footage at period-end						3,815,000	3,816,000
Store leased square footage at period-end						5,901,000	5,974,000

GROSS PROFIT

(In thousands)	For the Thirteen Weeks Ended					
	% Net Revenues		% Net Revenues		% Net Revenues	
	April 28, 2024	April 30, 2023	May 1, 2022	April 28, 2024	May 1, 2022	April 28, 2024
Gross profit ¹	\$ 802,515	48.3 %	\$ 675,059	38.5 %	\$ 828,548	43.8 %

¹ Includes occupancy expenses of \$196.2 million, \$202.6 million and \$186.4 million for the first quarters of fiscal 2024, fiscal 2023 and fiscal 2022, respectively.

Gross profit is equal to our net revenues less cost of goods sold. Cost of goods sold includes (i) cost of goods, which consists of cost of merchandise, inbound freight expenses, freight-to-store expenses and other inventory related costs such as replacements, damages, obsolescence and shrinkage; (ii) occupancy expenses, which consists of rent, other occupancy costs (including property taxes, common area maintenance and utilities) and depreciation; and (iii) shipping costs, which consists of third-party delivery services and shipping materials.

[Table of Contents](#)

Our classification of expenses in cost of goods sold may not be comparable to other public companies, as we do not include non-occupancy-related costs associated with our distribution network in cost of goods sold. These costs, which include distribution network employment, third-party warehouse management and other distribution-related administrative expenses, are recorded in selling, general and administrative expenses ("SG&A").

First Quarter of Fiscal 2024 vs. First Quarter of Fiscal 2023

Gross profit increased \$127.5 million, or 18.9%, compared to the first quarter of fiscal 2023. Gross margin increased to 48.3% from 38.5% in the first quarter of fiscal 2023. The increase in gross margin of 980 basis points was primarily driven by (i) higher merchandise margins of 480 basis points, (ii) an out-of-period period freight adjustment of 290 basis points, (iii) supply chain efficiencies of 240 basis points, including reductions in returns, replacements, damages and accommodations as well as limiting out-of-market and multiple shipments, partially offset by (iv) the deleverage of occupancy costs of 30 basis points resulting from lower sales.

First Quarter of Fiscal 2023 vs. First Quarter of Fiscal 2022

Gross profit decreased \$153.5 million or 18.5%, compared to the first quarter of fiscal 2022. Gross margin decreased to 38.5% from 43.8% in the first quarter of fiscal 2022. The decline in gross margin of 530 basis points was primarily driven by (i) higher input costs as we absorbed higher product costs, ocean freight, detention and demurrage due to the impact of supply chain disruption and global inflation pressures, (ii) higher outbound customer shipping costs due to out-of-market shipping and shipping multiple times for multi-unit orders, and (iii) higher occupancy costs resulting from incremental costs from our new distribution centers on the East and West Coasts to support our long-term growth, which was partially offset by (iv) the higher pricing power of our proprietary products, (v) our ongoing commitment to forgo site wide promotions and (vi) our retail store optimization initiatives.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

<i>(In thousands)</i>	For the Thirteen Weeks Ended			
	April 28, 2024	% Net Revenues	April 30, 2023	% Net Revenues
Selling, general and administrative expenses	\$ 478,687	28.8 %	\$ 475,582	27.1 %

SG&A consists of non-occupancy related costs associated with our retail stores, distribution and manufacturing facilities, customer care centers, supply chain operations (buying, receiving and inspection) and corporate administrative functions. These costs include employment, advertising, third party credit card processing, impairment and other general expenses.

First Quarter of Fiscal 2024 vs. First Quarter of Fiscal 2023

SG&A increased \$3.1 million, or 0.7%, compared to the first quarter of fiscal 2023. SG&A as a percentage of net revenues increased to 28.8% from 27.1% in the first quarter of fiscal 2023. This increase in rate was primarily driven by (i) an increase in advertising expenses to drive sales at an efficient return and (ii) an increase in employment expense due to higher performance-based incentive compensation, which does not include any benefit from the out-of-period freight adjustment, partially offset by (iii) exit costs of \$15.8 million and reduction-in-force initiatives of \$8.3 million totaling \$24.1 million in the first quarter of fiscal 2023 which did not recur in the first quarter of fiscal 2024.

INCOME TAXES

The effective tax rate was 21.8% for the first quarter of fiscal 2024 compared to 23.6% for the first quarter of fiscal 2023. The decrease in the tax rate is primarily due to (i) higher excess tax benefit from stock-based compensation in the first quarter of 2024 and (ii) the tax effect of earnings mix change, partially offset by (iii) the expiration of the statutes of limitations related to uncertain tax positions in fiscal 2023.

Since the Organization for Economic Co-operation and Development ("OECD") announced the OECD/G20 Inclusive Framework on Base Erosion and Profit Shifting ("Framework") in 2021, a number of countries have begun to enact legislation to implement the OECD international tax framework, including the Pillar Two minimum tax regime. To mitigate the administrative burden for Multinational Enterprises in complying with the OECD Global Anti-Base Erosion rules during the initial years of implementation, the OECD developed the temporary "Transitional Country-by-Country Safe Harbor" ("Safe Harbor"). This transitional Safe Harbor applies for fiscal years beginning on or before December 31, 2026, but not including a fiscal year that ends after June 30, 2028. Under the Safe Harbor, the top-up tax for such jurisdiction is deemed to be zero, provided that at least one of the Safe Harbor tests is met for the jurisdiction.

In the regions in which we operate, United Kingdom, Netherlands, Italy and Vietnam have implemented Pillar Two frameworks effective January 1, 2024. The Company's subsidiaries are not subject to Pillar Two minimum tax in the first quarter of fiscal 2024 under the Safe Harbor rules.

Pillar Two minimum tax will be treated as a period cost in future periods when it is applicable. We are continuing to evaluate the potential impact on future periods of the Pillar Two Framework, and monitoring legislative developments by other countries, especially in the regions in which we operate.

LIQUIDITY AND CAPITAL RESOURCES

Material Cash Requirements

There were no material changes during the quarter to the Company's material cash requirements, commitments and contingencies that are described in [Part II, Item 7](#) of the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2024, which is incorporated herein by reference.

Stock Repurchase Program and Dividends

See [Note G](#) to our Condensed Consolidated Financial Statements, *Stock Repurchase Program and Dividends*, within Item 1 of this Quarterly Report on Form 10-Q for further information.

Liquidity Outlook

For the remainder of fiscal 2024, we plan to use our cash resources to fund our inventory and inventory-related purchases, employment-related costs, advertising and marketing initiatives, the payment of income taxes, property and equipment purchases, rental payments on our leases, dividend payments and stock repurchases.

We believe our cash on hand, cash flows from operations, and our available credit facilities will provide adequate liquidity for our business operations as well as dividends, capital expenditures, stock repurchases and other liquidity requirements associated with our business operations over the next 12 months. We are currently not aware of any other trends or demands, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, our liquidity increasing or decreasing in any material way that will impact our capital needs during or beyond the next 12 months.

Sources of Liquidity

As of April 28, 2024, we held \$1.3 billion in cash and cash equivalents, the majority of which was held in interest-bearing demand deposit accounts and money market funds, and of which \$83.3 million was held by our international subsidiaries. As is consistent within our industry, our cash balances are seasonal in nature, with the fourth quarter historically representing a significantly higher level of cash than other periods.

In addition to our cash balances on hand, we have a credit facility (the "Credit Facility") which provides for a \$500 million unsecured revolving line of credit (the "Revolver"). Our Revolver may be used to borrow revolving loans or to request the issuance of letters of credit. We may, upon notice to the administrative agent, request existing or new lenders, at such lenders' option, to increase the Revolver by up to \$250 million to provide for a total of up to \$750 million of unsecured revolving credit.

During the thirteen weeks ended April 28, 2024 and April 30, 2023, we had no borrowings under our Revolver. Additionally, as of April 28, 2024, issued but undrawn standby letters of credit of \$10.9 million were outstanding under our Revolver. The standby letters of credit were primarily issued to secure the liabilities associated with workers' compensation and other insurance programs.

Our Credit Facility contains certain restrictive loan covenants, including, among others, a financial covenant requiring a maximum leverage ratio (funded debt adjusted for operating lease liabilities to earnings before interest, income tax, depreciation, amortization and rent expense), and covenants limiting our ability to incur indebtedness, grant liens, make acquisitions, merge or consolidate, and dispose of assets. As of April 28, 2024, we were in compliance with our financial covenants under our Credit Facility and, based on our current projections, we expect to remain in compliance throughout the next 12 months.

Letter of Credit Facilities

We have three unsecured letter of credit facilities for a total of \$35 million. Our letter of credit facilities contain covenants that are consistent with our Credit Facility. Interest on unreimbursed amounts under our letter of credit facilities accrues at a base rate as defined in the Credit Facility, plus an applicable margin based on our leverage ratio. As of April 28, 2024, the aggregate amount outstanding under our letter of credit facilities was \$0.4 million, which represents only a future commitment to fund inventory purchases to which we had not taken legal title. Two of our letter of credit facilities totaling \$30 million mature on August 18, 2024, and the latest expiration date possible for future letters of credit issued under these facilities is January 15,

2025. One of the letter of credit facilities totaling \$5 million matures on September 30, 2026, which is also the latest expiration date possible for future letters of credit issued under the facility.

Cash Flows from Operating Activities

For the first quarter of fiscal 2024, net cash provided by operating activities was \$226.8 million compared to \$342.5 million for the first quarter of fiscal 2023. For the first quarter of fiscal 2024, net cash provided by operating activities was primarily attributable to net earnings adjusted for non-cash items and an increase in income taxes payable, partially offset by accounts payable (as a result of supplier payment timing and the out-of-period adjustment) and accrued expenses and other liabilities. Net cash provided by operating activities compared to the first quarter of fiscal 2023 decreased primarily due to a decrease in accounts payable (as a result of supplier payment timing), partially offset by an increase in net earnings adjusted for non-cash items.

Cash Flows from Investing Activities

For the first quarter of fiscal 2024, net cash used in investing activities was \$39.5 million compared to \$49.9 million for the first quarter of fiscal 2023, and was primarily attributable to purchases of property and equipment related to technology, supply chain enhancements and store construction.

Cash Flows from Financing Activities

For the first quarter of fiscal 2024, net cash used in financing activities was \$193.7 million compared to \$362.4 million for the first quarter of fiscal 2023, primarily driven by tax withholdings remittance related to stock-based awards, payment of dividends and repurchases of common stock. Net cash used in financing activities for the first quarter of fiscal 2024 decreased compared to the first quarter of fiscal 2023, primarily due to a decrease in repurchases of common stock, partially offset by higher tax withholdings remittance related to stock-based awards (as a result of remittance timing).

Seasonality

Our business is subject to substantial seasonal variations in demand. Historically, a significant portion of our revenues and net earnings have been realized during the period from October through January, and levels of net revenues and net earnings have typically been lower during the period from February through September. We believe this is the general pattern associated with the retail industry. In preparation for and during our holiday selling season, we hire a substantial number of additional temporary associates, primarily in our retail stores, distribution facilities and customer care centers.

CRITICAL ACCOUNTING ESTIMATES

Management's Discussion and Analysis of Financial Condition and Results of Operations is based on our Condensed Consolidated Financial Statements, which have been prepared in accordance with U.S. GAAP. The preparation of these Condensed Consolidated Financial Statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. These estimates and assumptions are evaluated on an ongoing basis and are based on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ significantly from these estimates. During the first quarter of fiscal 2024, there were no significant changes to the critical accounting estimates discussed in our Annual Report on Form 10-K for the fiscal year ended January 28, 2024.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks, which include significant deterioration of the U.S. and foreign markets, changes in U.S. interest rates, foreign currency exchange rate fluctuations, and the effects of economic uncertainty which may affect the prices we pay our vendors in the foreign countries in which we do business. We do not engage in financial transactions for trading or speculative purposes.

Interest Rate Risk

Our Revolver has a variable interest rate which, when drawn upon, subjects us to risks associated with changes in that interest rate. During the first quarter of fiscal 2024, we had no borrowings under our Revolver.

In addition, we have fixed and variable income investments consisting of short-term investments classified as cash and cash equivalents, which are also affected by changes in market interest rates. As of April 28, 2024, our investments, made primarily in interest-bearing demand deposit accounts and money market funds, are stated at cost and approximate their fair values.

Foreign Currency Risks

We purchase the majority of our inventory from suppliers outside of the U.S. in transactions that are primarily denominated in U.S. dollars and, as such, any foreign currency impact related to these international purchase transactions was not significant to us during the first quarter of fiscal 2024 or the first quarter of fiscal 2023. Since we pay for the majority of our international purchases in U.S. dollars, however, a decline in the U.S. dollar relative to other foreign currencies would subject us to risks associated with increased purchasing costs from our suppliers in their effort to offset any lost profits associated with any currency devaluation. We cannot predict with certainty the effect these increased costs may have on our financial statements or results of operations.

In addition, our businesses in Canada, Australia and the United Kingdom, and our operations throughout Asia and Europe, expose us to market risk associated with foreign currency exchange rate fluctuations. Substantially all of our purchases and sales are denominated in U.S. dollars, which limits our exposure to this risk. However, some of our foreign operations have a functional currency other than the U.S. dollar. While the impact of foreign currency exchange rate fluctuations was not material to us in the first quarter of fiscal 2024 or the first quarter of fiscal 2023, we have continued to see volatility in the exchange rates in the countries in which we do business. Additionally, the effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have a material impact on our historical or current Condensed Consolidated Financial Statements. As we continue to expand globally, the foreign currency exchange risk related to our foreign operations may increase. To mitigate this risk, we may hedge a portion of our foreign currency exposure with foreign currency forward contracts in accordance with our risk management policies.

Inflation

While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we have experienced varying levels of inflation, resulting in part from various supply chain disruptions, increased shipping and transportation costs, increased product costs, increased labor costs in the supply chain and other disruptions caused by the pandemic and the uncertain economic environment. We believe the effects of inflation, if any, on our financial statements and results of operations have been immaterial to date. However, there can be no assurance that our results of operations and financial condition will not be materially impacted by inflation in the future, including by the heightened levels of inflation experienced globally during the first quarter of fiscal 2024 and the first quarter of fiscal 2023. Global trends, including inflationary pressures, are weakening customer sentiment, negatively impacting consumer spending behavior and slowing down consumer demand for our products. However, our unique operating model and pricing power helped mitigate these increased costs during the first quarter of fiscal 2024 and the first quarter of fiscal 2023. Our inability or failure to offset the impact of inflation could harm our business, financial condition and results of operations.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of April 28, 2024, an evaluation was performed by management, with the participation of our Chief Executive Officer ("CEO") and our Chief Financial Officer ("CFO"), of the effectiveness of our disclosure controls and procedures. Based on that evaluation, our management, including our CEO and CFO, concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for timely discussions regarding required disclosures, and that such information is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the first quarter of fiscal 2024, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information required by this Item is contained in [Note F](#) to our Condensed Consolidated Financial Statements within Part I of this Form 10-Q.

ITEM 1A. RISK FACTORS

See [Part I, Item 1A](#) of our Annual Report on Form 10-K for the fiscal year ended January 28, 2024 for a description of the risks and uncertainties associated with our business. There were no material changes to such risk factors in the current quarterly reporting period.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In March 2024, our Board of Directors authorized a new stock repurchase program for \$1.0 billion, which replaced our existing program.

The following table provides information as of April 28, 2024 with respect to shares of common stock we repurchased during the first quarter of fiscal 2024. For additional information, please see [Note G](#) to our Condensed Consolidated Financial Statements within Part I of this Form 10-Q.

Fiscal Period	Total Number of Shares Purchased ¹	Average Price Paid Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Program ¹	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Program
January 29, 2024 - February 25, 2024	—	\$ —	—	\$ 686,999,000
February 26, 2024 - March 24, 2024	39,629	\$ 279.92	39,629	\$ 988,907,000
March 25, 2024 - April 28, 2024	117,270	\$ 278.75	117,270	\$ 956,219,000
Total	156,899	\$ 279.04	156,899	\$ 956,219,000

¹ Excludes shares withheld for employee taxes upon vesting of stock-based awards.

Stock repurchases under our program may be made through open market and privately negotiated transactions at times and in such amounts as management deems appropriate. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability and other market conditions. The stock repurchase program does not have an expiration date and may be limited or terminated at any time without prior notice.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Insider Adoption or Termination of Trading Arrangements

During the first quarter of fiscal 2024, none of our directors or officers adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as those terms are defined in Regulation S-K, Item 408.

ITEM 6. EXHIBITS

(a) Exhibits

Exhibit Number	Exhibit Description
31.1*	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
31.2*	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
32.1*	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended April 28, 2024, formatted in Inline XBRL: (i) Condensed Consolidated Statements of Earnings, (ii) Condensed Consolidated Statements of Comprehensive Income, (iii) Condensed Consolidated Balance Sheets, (iv) Condensed Consolidated Statements of Stockholders' Equity, (v) Condensed Consolidated Statements of Cash Flows and (vi) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in the Interactive Data Files submitted under Exhibit 101).

* Filed herewith

SIGNATURE

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

WILLIAMS-SONOMA, INC.

By: /s/ Jeffrey E. Howie
Jeffrey E. Howie
Executive Vice President and Chief Financial Officer
(*Principal Financial Officer*)

By: /s/ Jeremy Brooks
Jeremy Brooks
Senior Vice President and Chief Accounting Officer
(*Principal Accounting Officer*)

Date: May 24, 2024

CERTIFICATION

I, Laura Alber, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Williams-Sonoma, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 24, 2024

By: /s/ Laura Alber
 Laura Alber
 Chief Executive Officer

CERTIFICATION

I, Jeffrey E. Howie, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Williams-Sonoma, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 24, 2024

By: /s/ Jeffrey E. Howie
 Jeffrey E. Howie
 Chief Financial Officer

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the period ended April 28, 2024 of Williams-Sonoma, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Laura Alber, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods presented in the Report.

By: /s/ Laura Alber
Laura Alber
Chief Executive Officer

Date: May 24, 2024

**CERTIFICATION BY CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the period ended April 28, 2024 of Williams-Sonoma, Inc. (the "Company") as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jeffrey E. Howie, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods presented in the Report.

By: /s/ Jeffrey E. Howie

Jeffrey E. Howie
Chief Financial Officer

Date: May 24, 2024