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YesÂ Â â˘’ Â No â˘Indicate by check mark whether the registrantÂ has submitted electronically every Interactive Data File required to be submitted pursuant to RuleÂ 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12Â months (or for such shorter period that the registrant was required to submit such files). YesÂ Â â˘’Â Â Â No â˘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 â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company," and "emerging growth companyâ€ in RuleÂ 12b-2 of the Exchange Act:â€‹Large accelerated filer â˘’Accelerated filer â˘Non-accelerated filer â˘Smaller reporting company â˘Â Emerging growth company â˘â€‹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 SectionÂ 13(a)Â of the Exchange Act. â˘Indicate by check mark whether the registrant is a shell company (as defined in RuleÂ 12b-2 of the Exchange Act).YesÂ Â â˘ Â Â Â Â No â˘’As of November 29, 2024, 33,629,058Â common shares were outstanding.â€‹â€‹â€‹Table of Contentsâ€‹â€‹INDEXâ€‹â€‹â€‹PARTÂ IPageItemÂ 1Financial Statements (Unaudited)3â€‹ Condensed Consolidated Balance Sheets3â€‹ Condensed Consolidated Statements of Earnings4â€‹ Condensed Consolidated Statements of Comprehensive Income5â€‹ Condensed Consolidated Statements of Cash Flows6â€‹ Condensed Consolidated Statements of Shareholdersâ€™ Equity7â€‹ Notes to Condensed Consolidated Financial Statements8ItemÂ 2Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations26ItemÂ 3Quantitative and Qualitative Disclosures About Market Risk36ItemÂ 4Controls and Procedures36Â Â PARTÂ II37ItemÂ 1Legal Proceedings37ItemÂ 1ARisk Factors37ItemÂ 2Unregistered Sales of Equity Securities and Use of Proceeds38ItemÂ 3Defaults Upon Senior Securities38ItemÂ 4Mine Safety Disclosures38ItemÂ 5Other Information38ItemÂ 6Exhibits39Signature40â€‹â€‹â€‹â€‹â€‹2Table of ContentsPARTÂ IFINANCIAL INFORMATIONâ€‹ITEMÂ 1FINANCIAL STATEMENTSCALERES,Â INC.CONDENSED CONSOLIDATED BALANCE SHEETSâ€‹â€‹â€‹â€‹â€‹â€‹(Unaudited)($ thousands)Â Â Â November 2, 2024Â Â Â October 28, 2023Â Â Â February 3, 2024Assetsâ€‹Â Â Â â€‹Â Â Â â€‹Â Â Current assets:â€‹â€‹Â Â Â â€‹Â Â Â â€‹Â Â Cash and cash equivalentsâ€‹$ 33,685â€‹$ 34,031â€‹$ 21,358Receivables, netâ€‹Â 176,080â€‹Â 161,544â€‹Â 140,400Inventories, net â€‹Â 585,877â€‹Â 556,034â€‹Â 540,674Income taxesâ€‹Â 6,404â€‹Â 5,065â€‹Â 14,215Property and equipment, held for saleâ€‹â€‹ 16,777â€‹â€‹ 16,777â€‹â€‹ 16,777Prepaid expenses and other current assetsâ€‹Â 51,484â€‹Â 49,422â€‹Â 55,485Total current assetsâ€‹Â 870,307â€‹Â 822,873â€‹Â 788,909â€‹â€‹â€‹â€‹â€‹â€‹â€‹Prepaid pension costsâ€‹Â 78,799â€‹Â 87,541â€‹Â 74,951Lease right-of-use assetsâ€‹Â 589,141â€‹Â 508,736â€‹Â 528,029Property and equipment, netâ€‹Â 176,428â€‹Â 167,681â€‹Â 167,583Deferred income taxesâ€‹Â 4,176â€‹Â 26â€‹Â 4,401Goodwill and intangible assets, netâ€‹Â 195,033â€‹Â 206,275â€‹Â 203,310Other assetsâ€‹Â 42,055â€‹Â 33,761â€‹Â 37,563Total assetsâ€‹$ 1,955,939â€‹$ 1,826,893â€‹$ 1,804,746â€‹â€‹â€‹â€‹â€‹â€‹â€‹Liabilities and Equityâ€‹Â Â Â â€‹Â Â Â â€‹Â Â Current liabilities:â€‹Â Â Â â€‹Â Â Â â€‹Â Â Borrowings under revolving credit agreementâ€‹$ 238,500â€‹$ 222,000â€‹$ 182,000Trade accounts payableâ€‹Â 258,258â€‹Â 257,224â€‹Â 251,912Income taxesâ€‹Â 18,054â€‹Â 21,269â€‹Â 11,222Lease obligationsâ€‹Â 117,523â€‹Â 132,461â€‹Â 112,764Other accrued expensesâ€‹Â 174,095â€‹Â 194,967â€‹Â 185,058Total current liabilitiesâ€‹Â 806,430â€‹Â 827,921â€‹Â 742,956Other liabilities:â€‹Â Â Â â€‹Â Â Â â€‹Â Â Noncurrent lease obligationsâ€‹Â 506,336â€‹Â 431,474â€‹Â 453,097Income taxesâ€‹Â 2,464â€‹Â 2,464â€‹Â 2,464Deferred income taxesâ€‹Â 12,683â€‹Â 19,502â€‹Â 11,536Other liabilitiesâ€‹Â 21,720â€‹Â 25,360â€‹Â 27,123Total other liabilitiesâ€‹Â 543,203â€‹Â 478,800â€‹Â 494,220Equity:â€‹Â Â Â â€‹Â Â Â â€‹Â Â Common stockâ€‹Â 336â€‹Â 355â€‹Â 355Additional paid-in capitalâ€‹Â 186,924â€‹Â 181,630â€‹Â 184,451Accumulated other comprehensive lossâ€‹Â (28,779)â€‹Â (25,596)â€‹Â (34,504)Retained earningsâ€‹Â 439,803â€‹Â 356,993â€‹Â 410,329Total Caleres, Inc. shareholdersâ€™ equityâ€‹Â 598,284â€‹Â 513,382â€‹Â 560,631Noncontrolling interestsâ€‹Â 8,022â€‹Â 6,790â€‹Â 6,939Total equityâ€‹Â 606,306â€‹Â 520,172â€‹Â 567,570Total liabilities and equityâ€‹$ 1,955,939â€‹$ 1,826,893â€‹$ 1,804,746â€‹See notes to condensed consolidated financial statements.â€‹â€‹3Table of ContentsCALERES,Â INC.CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â (Unaudited)Â Â Â â€‹â€‹Thirteen Weeks Ended Â Â Â Thirty-Nine Weeks Ended â€‹($ thousands, except per share amounts)Â Â Â November 2, 2024â€‹October 28, 2023â€‹November 2, 2024Â Â Â October 28, 2023Â Â Â Net salesâ€‹$ 740,941â€‹$ 761,904â€‹$ 2,083,456â€‹$ 2,120,171â€‹Cost of goods soldâ€‹Â 413,981â€‹Â 421,530â€‹Â 1,136,522â€‹Â 1,162,942â€‹Gross profitâ€‹Â 326,960â€‹Â 340,374â€‹Â 946,934â€‹Â 957,229â€‹Selling and administrative expensesâ€‹Â 268,669â€‹Â 273,652â€‹Â 803,355â€‹Â 789,570â€‹Restructuring and other special charges, netâ€‹Â 1,593â€‹Â 2,304â€‹Â 1,593â€‹Â 3,951â€‹Operating earningsâ€‹Â 56,698â€‹Â 64,418â€‹Â 141,986â€‹Â 163,708â€‹Interest expense, netâ€‹Â (2,914)â€‹Â (4,488)â€‹Â (10,025)â€‹Â (15,240)â€‹Other income, netâ€‹Â 34â€‹Â 1,552â€‹Â 2,202â€‹Â 4,660â€‹Earnings before income taxesâ€‹Â 53,818â€‹Â 61,482â€‹Â 134,163â€‹Â 153,128â€‹Income tax provisionâ€‹Â (12,699)â€‹Â (14,467)â€‹Â (31,973)â€‹Â (36,956)â€‹Net earningsâ€‹Â 41,119â€‹Â 47,015â€‹Â 102,190â€‹Â 116,172â€‹Net (loss) earnings attributable to noncontrolling interestsâ€‹Â (308)â€‹Â 101â€‹Â (135)â€‹Â 588â€‹Net earnings attributable to Caleres, Inc.â€‹$ 41,427â€‹$ 46,914â€‹$ 102,325â€‹$ 115,584â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Basic earnings per common share attributable to Caleres, Inc. shareholdersâ€‹$ 1.20â€‹$ 1.32â€‹$ 2.93â€‹$ 3.23â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Diluted earnings per common share attributable to Caleres, Inc. shareholdersâ€‹$ 1.19â€‹$ 1.32â€‹$ 2.92â€‹$ 3.23â€‹â€‹See notes to condensed consolidated financial statements.â€‹â€‹4Table of ContentsCALERES,Â INC.CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹(Unaudited)â€‹â€‹Thirteen Weeks Ended Â Â Â Thirty-Nine Weeks Ended â€‹($ thousands)November 2, 2024Â Â Â October 28, 2023â€‹November 2, 2024Â Â Â October 28, 2023Â Â Â Net earnings$ 41,119â€‹$ 47,015â€‹$ 102,190â€‹$ 116,172â€‹Other comprehensive (loss) income ("OCI"), net of tax:Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Foreign currency translation adjustmentÂ (506)â€‹Â (626)â€‹Â 2,112â€‹Â (1,054)â€‹Pension and other postretirement benefits adjustmentsÂ 1,108â€‹Â 660â€‹Â 3,331â€‹Â 1,980â€‹Other comprehensive income, net of taxÂ 602â€‹Â 34â€‹Â 5,443â€‹Â 926â€‹Comprehensive income Â 41,721â€‹Â 47,049â€‹Â 107,633â€‹Â 117,098â€‹Comprehensive (loss) income attributable to noncontrolling interestsÂ (400)â€‹Â 201â€‹Â (417)â€‹Â 360â€‹Comprehensive income attributable to Caleres, Inc.$ 42,121â€‹$ 46,848â€‹$ 108,050â€‹$ 116,738â€‹â€‹See notes to condensed consolidated financial statements.â€‹â€‹5Table of ContentsCALERES,Â INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWSâ€‹â€‹â€‹â€‹â€‹(Unaudited)â€‹Thirty-Nine Weeks Ended ($ thousands)November 2, 2024Â Â Â October 28, 2023Operating Activitiesâ€‹Â Â Â â€‹Â Â Net earnings$ 102,190â€‹$ 116,172Adjustments to reconcile net earnings to net cash provided by operating activities:Â â€‹â€‹Â Â Â DepreciationÂ 29,456â€‹Â 25,575Amortization of capitalized softwareÂ 3,939â€‹Â 3,713Amortization of intangible assetsÂ 8,277â€‹Â 9,117Amortization of debt issuance costs and debt discountÂ 305â€‹Â 305Share-based compensation expenseÂ 11,293â€‹Â 10,924Loss on disposal of property and equipmentÂ 74â€‹Â 1,121Impairment charges for property, equipment, and lease right-of-use assetsÂ 1,340â€‹Â 589Adjustment to expected credit lossesâ€‹ (279)â€‹â€‹ 1,053Deferred income taxesÂ 1,372â€‹Â 501Changes in operating assets and liabilities:Â â€‹â€‹Â â€‹ReceivablesÂ (35,556)â€‹Â (29,794)InventoriesÂ (45,879)â€‹Â 23,769Prepaid expenses and other current and noncurrent assetsÂ (3,350)â€‹Â (8,414)Trade accounts payableÂ 6,499â€‹Â 27,491Accrued expenses and other liabilitiesÂ (21,204)â€‹Â (45,727)Income taxes, netÂ 14,670â€‹Â 20,759Other, netÂ 2,708â€‹Â 29Net cash provided by operating activitiesÂ 75,855â€‹Â 157,183â€‹â€‹â€‹â€‹â€‹Investing ActivitiesÂ Â Â â€‹Â Â Â Purchases of property and equipmentÂ (38,410)â€‹Â (33,976)Capitalized softwareÂ (1,918)â€‹Â (3,404)Net cash used for investing activitiesÂ (40,328)â€‹Â (37,380)â€‹â€‹â€‹â€‹â€‹Financing ActivitiesÂ Â Â â€‹Â Â Borrowings under revolving credit agreementÂ 537,368â€‹Â 365,000Repayments under revolving credit agreementÂ (480,868)â€‹Â (450,500)Dividends paidÂ (7,342)â€‹Â (7,483)Acquisition of treasury stockÂ (65,039)â€‹Â (17,445)Issuance of common stock under share-based plans, netÂ (8,820)â€‹Â (10,035)Contributions by noncontrolling interestsÂ 1,500â€‹Â 1,000Net cash used for financing activitiesÂ (23,201)â€‹Â (119,463)Effect of exchange rate changes on cash and cash equivalentsÂ 1â€‹Â (9)Increase in cash and cash equivalentsÂ 12,327â€‹Â 331Cash and cash equivalents at beginning of periodÂ 21,358â€‹Â 33,700Cash and cash equivalents at end of period$ 33,685â€‹$ 34,031â€‹See notes to condensed consolidated financial statements.â€‹â€‹6Table of ContentsCALERES,Â INC.CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERSâ€™ EQUITYâ€‹Accumulatedâ€‹â€‹Totalâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Caleres, Inc.â€‹â€‹â€‹â€‹â€‹(Unaudited)â€‹Common Stockâ€‹Additionalâ€‹Comprehensiveâ€‹Retainedâ€‹Shareholdersâ€™â€‹Noncontrollingâ€‹â€‹â€‹($ thousands, except number of shares and per share amounts)Â Â Â SharesÂ Â Â DollarsÂ Â Â Paid-In CapitalÂ Â Â LossÂ Â Â EarningsÂ Â Â EquityÂ Â Â InterestsÂ Â Â Total EquityBALANCE AUGUST 3, 2024Â 35,135,870â€‹$ 351â€‹$ 183,922â€‹$ (29,473)â€‹$ 451,262â€‹$ 606,062â€‹$ 7,422â€‹$ 613,484Net earnings (loss)Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â 41,427â€‹Â 41,427â€‹Â (308)â€‹Â 41,119Foreign currency translation adjustmentÂ â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â (414)â€‹Â Â Â â€‹Â (414)â€‹Â (92)â€‹Â (506)Pension and other postretirement benefits adjustments, net of tax of $383Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â 1,108â€‹Â Â Â â€‹Â 1,108â€‹Â Â Â â€‹Â 1,108Comprehensive income (loss)Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â 694â€‹Â 41,427â€‹Â 42,121â€‹Â (400)â€‹Â 41,721Contributions by noncontrolling interestsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹ â€”â€‹â€‹ 1,000â€‹â€‹ 1,000Dividends ($0.07 per share)Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â Â Â â€‹Â (2,443)â€‹Â (2,443)â€‹Â Â Â â€‹Â (2,443)Acquisition of treasury stockÂ (1,522,324)â€‹Â (15)â€‹Â â€‹â€‹Â â€‹â€‹Â (50,443)â€‹Â (50,458)â€‹Â Â Â â€‹Â (50,458)Issuance of common stock under share-based plans, netÂ 20,699â€‹Â 0 â€‹Â (363)â€‹Â â€‹â€‹Â â€‹â€‹Â (363)â€‹Â Â Â â€‹Â (363)Share-based compensation expenseÂ â€‹â€‹Â â€‹â€‹Â 3,365â€‹Â Â Â â€‹Â Â Â â€‹Â 3,365â€‹Â Â Â â€‹Â 3,365BALANCE NOVEMBER 2, 2024Â 33,634,245â€‹$ 336â€‹$ 186,924â€‹$ (28,779)â€‹$ 439,803â€‹$ 598,284â€‹$ 8,022â€‹$ 606,306â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹BALANCE JULY 29, 2023Â 35,540,093â€‹$ 355â€‹$ 177,602â€‹$ (25,530)â€‹$ 312,565â€‹$ 464,992â€‹$ 6,589â€‹$ 471,581Net earnings Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â 46,914â€‹Â 46,914â€‹Â 101â€‹Â 47,015Foreign currency translation adjustmentÂ â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â (726)â€‹Â Â Â â€‹Â (726)â€‹Â 100â€‹Â (626)Pension and other postretirement benefits adjustments, net of tax of $228Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â 660â€‹Â â€‹â€‹Â 660â€‹Â â€‹â€‹Â 660Comprehensive (loss) incomeÂ â€‹â€‹Â â€‹â€‹Â â€‹â€‹ (66)â€‹â€‹ 46,914â€‹â€‹ 46,848â€‹â€‹ 201â€‹Â 47,049Dividends ($0.07 per share)Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â â€‹â€‹Â (2,486)â€‹Â (2,486)â€‹Â â€‹â€‹Â (2,486)Issuance of common stock under share-based plans, netÂ 3,365â€‹Â 0 â€‹Â (25)â€‹Â â€‹â€‹Â â€‹â€‹Â (25)â€‹Â Â Â â€‹Â (25)Share-based compensation expenseÂ â€‹â€‹Â â€‹â€‹Â 4,053â€‹Â Â Â â€‹Â Â Â â€‹Â 4,053â€‹Â Â Â â€‹Â 4,053BALANCE OCTOBER 28, 2023Â 35,543,458â€‹$ 355â€‹$ 181,630â€‹$ (25,596)â€‹$ 356,993â€‹$ 513,382â€‹$ 6,790â€‹$ 520,172â€‹Accumulatedâ€‹â€‹â€‹â€‹ thousands, except number of shares and per share amounts)Â Â Â SharesÂ Â Â DollarsÂ Â Â Paid-InÂ CapitalÂ Â Â LossÂ Â Â EarningsÂ Â Â EquityÂ Â Â InterestsÂ Â Â TotalÂ EquityBALANCE FEBRUARY 3, 2024Â 35,490,019â€‹$ 355â€‹$ 184,451â€‹$ (34,504)â€‹$ 410,329â€‹$ 560,631â€‹$ 6,939â€‹$ 567,570Net earnings (loss)Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹â€‹Â 102,325â€‹Â 102,325â€‹Â (135)â€‹Â 102,190Foreign currency translation adjustmentÂ Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â 2,394â€‹Â Â Â â€‹Â 2,394â€‹Â (282)â€‹Â 2,112Pension and other postretirement benefits adjustments, net of tax of $1,154Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â 3,331â€‹Â Â Â â€‹Â 3,331â€‹Â â€‹â€‹Â 3,331Comprehensive income (loss)Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â 5,725â€‹Â 102,325â€‹Â 108,050â€‹Â (417)â€‹Â 107,633Contributions by noncontrolling interestsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹ â€”â€‹â€‹ 1,500â€‹â€‹ 1,500Dividends ($0.21 per share)Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â (7,342)â€‹Â (7,342)â€‹Â Â Â â€‹Â (7,342)Acquisition of treasury stockÂ (1,938,324)â€‹Â (19)â€‹Â Â Â â€‹Â Â Â â€‹â€‹ (65,509)â€‹Â (65,528)â€‹Â Â Â â€‹Â (65,528)Issuance of common stock under share-based plans, netÂ 82,550â€‹Â 0 â€‹Â (8,820)â€‹Â Â Â â€‹Â Â Â â€‹Â (8,820)â€‹Â Â Â â€‹Â (8,820)Share-based compensation expenseÂ Â Â â€‹Â Â Â â€‹Â 11,293â€‹Â Â Â â€‹Â Â Â â€‹Â 11,293â€‹Â Â Â â€‹Â 11,293BALANCE NOVEMBER 2, 2024Â 33,634,245â€‹$ 336â€‹$ 186,924â€‹$ (28,779)â€‹$ 439,803â€‹$ 598,284â€‹$ 8,022â€‹$ 606,306â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹BALANCE JANUARY 28, 2023Â 35,715,752â€‹$ 357â€‹$ 180,747â€‹$ (26,750)â€‹$ 266,329â€‹$ 420,683â€‹$ 5,430â€‹$ 426,113Net earnings Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â â€‹â€‹Â 115,584â€‹Â 115,584â€‹Â 588â€‹Â 116,172Foreign currency translation adjustmentÂ Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â (826)â€‹Â Â Â â€‹Â (826)â€‹Â (228)â€‹Â (1,054)Pension and other postretirement benefits adjustments, net of tax of $684Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â 1,980â€‹Â Â Â â€‹Â 1,980â€‹Â â€‹â€‹Â 1,980Comprehensive incomeÂ Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â 1,154â€‹Â 115,584â€‹Â 116,738â€‹Â 360â€‹Â 117,098Contributions by noncontrolling interestsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹ â€”â€‹â€‹ 1,000â€‹â€‹ 1,000Dividends ($0.21 per share)Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â (7,483)â€‹Â (7,483)â€‹Â Â Â â€‹Â (7,483)Acquisition of treasury stockÂ (763,000)â€‹Â (8)â€‹Â Â Â â€‹Â Â Â â€‹â€‹ (17,437)â€‹Â (17,445)â€‹Â Â Â â€‹Â (17,445)Issuance of common stock under share-based plans, netÂ 590,706â€‹Â 6â€‹Â (10,041)â€‹Â Â Â â€‹Â Â Â â€‹Â (10,035)â€‹Â Â Â â€‹Â (10,035)Share-based compensation expenseÂ Â Â â€‹Â Â Â â€‹Â 10,924â€‹Â Â Â â€‹Â Â Â â€‹Â 10,924â€‹Â Â Â â€‹Â 10,924BALANCE OCTOBER 28, 2023Â 35,543,458â€‹$ 355â€‹$ 181,630â€‹$ (25,596)â€‹$ 356,993â€‹$ 513,382â€‹$ 6,790â€‹$ 520,172â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹See notes to condensed consolidated financial statements.â€‹â€‹7Table of ContentsCALERES,Â INC. NOTESÂ TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSNoteÂ 1Â Â Â Basis of Presentation and GeneralBasis of PresentationThe accompanying condensed consolidated financial statements have been prepared in accordance with the instructions to FormÂ 10-Q of the United States Securities and Exchange Commission (â€œSECâ€) and reflect all adjustments and accruals of a normal recurring nature, which management believes are necessary to present fairly the financial position, results of operations,Â comprehensive income and cash flows of Caleres,Â Inc. ("the Company"). Â These statements, however, do not include all information and footnotes necessary for a complete presentation of the Companyâ€™s consolidated financial position, results of operations, comprehensive income and cash flows in conformity with accounting principles generally accepted in the United States. Â The condensed consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries, after the elimination of intercompany accounts and transactions.â€‹The Companyâ€™s business is seasonal in nature due to consumer spending patterns, with higher back-to-school and holiday season sales. Â Although the third fiscal quarter has historically accounted for a substantial portion of the Companyâ€™s earnings for theÂ year, the Company has experienced more equal distribution among the quarters in recent years. Â Interim results may not necessarily be indicative of results which may be expected for any other interim period or for theÂ year as a whole. The accompanying condensed consolidated financial statements and footnotes should be read in conjunction with the consolidated financial statements and footnotes included in the Companyâ€™s Annual Report on FormÂ 10-K for theÂ year ended February 3, 2024.Use of EstimatesThe preparation of financial statements in conformity with generally accepted accounting principles (â€œGAAPâ€) requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Â Actual results could differ from those estimates.â€‹Noncontrolling

InterestsNoncontrolling interests in the Companyâ€™s condensed consolidated financial statements result from the accounting for noncontrolling interests in partially-owned consolidated subsidiaries or affiliates. Â In 2019, the Company entered into a joint venture with Brand Investment Holding Limited (â€œBrand Investment Holdingâ€), a member of the Gemkell Group, to sell Sam Edelman, Naturalizer and other branded footwear in China. Â The Company and Brand Investment Holding are each 50% owners of the joint venture, which is named CLT Brand Solutions (â€œCLTâ€). Â During the thirteen and thirty-nine weeks ended November 2, 2024, capital contributions of $2.0 million and $3.0 million, respectively, were made to CLT, including $1.0 million and $1.5 million, respectively, received from Brand Investment Holding. Â During the thirty-nine weeks ended October 28, 2023, capital contributions of $2.0 million were made to CLT, including $1.0 million received from Brand Investment Holding.Net sales and operating (loss) earnings of CLT for the periods ended November 2, 2024 and October 28, 2023 were as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Thirteen Weeks Ended â€‹Thirty-Nine Weeks Ended ($ thousands)Â Â Â November 2, 2024Â Â Â October 28, 2023â€‹November 2, 2024Â Â Â October 28, 2023Net salesâ€‹$ 6,964â€‹$ 6,810â€‹$ 22,784â€‹$ 19,675Operating (loss) earnings â€‹Â (750)â€‹Â 229â€‹Â (363)â€‹Â 1,327â€‹The Company consolidates CLT into its condensed consolidated financial statements on a one-month lag. Â Net (loss) earnings attributable to noncontrolling interests represents the share of net earnings that is attributable to Brand Investment Holding. Â Transactions between the Company and the joint venture have been eliminated in the condensed consolidated financial statements.Supplier Finance ProgramThe Company facilitates a voluntary supplier finance program (â€œthe Programâ€) that provides certain of the Companyâ€™s suppliers the opportunity to sell receivables related to products that the Company has purchased to participating financial institutions at a rate that leverages the Companyâ€™s credit rating, which may be more beneficial to the suppliers than the rate they can obtain based upon their own credit rating. The Company negotiates payment and other terms directly with the suppliers, regardless of whether the supplier participates in the Program, and the Companyâ€™s responsibility is limited to making payment based on the terms originally negotiated with the supplier. Â The suppliers that participate in the Program have discretion to determine which invoices, if any, are sold to the participating financial â€‹8Table of Contentsinstitutions. Â The liabilities to the suppliers that participate in the Program are presented as accounts payable in the Companyâ€™s condensed consolidated balance sheets, with changes reflected within cash flows from operating activities when settled. Â As of November 2, 2024 and October 28, 2023, the Company had $17.2 million and $25.0 million, respectively, of accounts payable subject to the Program arrangements.â€‹Property and Equipment, Held for SaleThe Company continues to actively market for sale its nine-acre corporate headquarters campus (the â€œCampusâ€) located in Clayton, Missouri and, as of November 2, 2024, was engaged in discussions with a few potential buyers. Â The Company expects the Campus to qualify as a completed sale within the next year. Â Accordingly, the Campus, primarily consisting of land and buildings, has been classified as property and equipment, held for sale on the condensed consolidated balance sheet as of November 2, 2024 within the Eliminations and Other category. Â The Company evaluated the Campus asset group for impairment and determined that no indicators were present as of November 2, 2024. â€‹Enterprise Resource Planning (â€œERPâ€) ImplementationThe Company is in the process of a multi-year cloud-based ERP implementation. Â The wholesale and financial modules of the implementation went live in the second quarter of 2024. Â Other assets on the condensed consolidated balance sheets includes $20.3 million and $8.8 million as of November 2, 2024 and October 28, 2023, respectively, for capitalized costs associated with this implementation. â€‹NoteÂ 2Â Â Â Â Impact of New Accounting PronouncementsImpact of Recently Issued Accounting PronouncementsIn November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which is intended to improve reportable segment disclosures by disclosing significant segment expenses that are regularly provided to the chief operating decision maker. Â The ASU is effective for the Companyâ€™s annual disclosures for fiscal year 2024 and for interim periods beginning with the first quarter of 2025. Â The adoption of the ASU is not expected to have a material impact on the Companyâ€™s financial statement disclosures.â€‹In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. Â The ASU expands the income tax disclosure requirements, principally related to the rate reconciliation table and income taxes paid by jurisdiction. Â ASU 2023-09 is effective for the Company on a prospective basis in fiscal year 2025, with the option to apply the standard retrospectively, and early adoption is permitted. Â The adoption of the ASU is not expected to have a material impact on the Companyâ€™s financial statement disclosures.â€‹In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses. Â The ASU requires new financial statement disclosures in a tabular format, disaggregating information about certain income expenses. Â The ASU is effective for the Company on a prospective basis for the Companyâ€™s annual disclosures for fiscal year 2027 and for interim periods beginning with the first quarter of 2028. Â Early adoption and retrospective application is permitted. Â The Company is currently evaluating the impact of the ASU on its consolidated financial statement disclosures.â€‹â€‹â€‹â€‹9Table of ContentsNoteÂ 3Â Â Â Â RevenuesDisaggregation of RevenuesThe following table disaggregates revenue by segment and major source for the periods ended November 2, 2024 and October 28, 2023:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Ended November 2, 2024â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Eliminations and â€‹â€‹â€‹($ thousands)Â Â Â Â Famous FootwearÂ Â Â Â Brand PortfolioÂ Â Â Â OtherÂ Â Â Â Totalâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Retail stores â€‹$ 365,717â€‹$ 18,619â€‹$ â€”â€‹$ 384,336E-commerce - Company websites (1)â€‹Â 61,954â€‹Â 56,954â€‹Â â€”â€‹Â 118,908E-commerce - wholesale drop-ship (1)â€‹Â â€”â€‹Â 34,060â€‹Â (1,728)â€‹Â 32,332Total direct-to-consumer salesâ€‹â€‹ 427,671â€‹â€‹ 109,633â€‹â€‹ (1,728)â€‹â€‹ 535,576Wholesale - e-commerce (1)â€‹Â â€”â€‹Â 75,515â€‹Â â€”â€‹Â 75,515Wholesale - landedâ€‹Â â€”â€‹Â 121,011â€‹Â (8,531)â€‹Â 112,480Wholesale - first costâ€‹Â â€”â€‹Â 14,247â€‹Â â€”â€‹Â 14,247Licensing and royaltyâ€‹Â 467â€‹Â 2,519â€‹Â â€”â€‹Â 2,986Other (2)â€‹Â 126â€‹Â 11â€‹Â â€”â€‹Â 137Net salesâ€‹$ 428,264â€‹$ 322,936â€‹$ (10,259)â€‹$ 740,941â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Thirteen Weeks Ended October 28, 2023â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Eliminations and â€‹â€‹â€‹($ thousands)Â Â Â Â Famous FootwearÂ Â Â Â Brand PortfolioÂ Â Â Â OtherÂ Â Â Â Totalâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Retail storesâ€‹$ 388,764â€‹$ 17,126â€‹$ â€”â€‹$ 405,890E-commerce - Company websites (1)â€‹Â 60,276â€‹Â 56,204â€‹Â â€”â€‹Â 116,480E-commerce - wholesale drop-ship (1)â€‹â€‹ â€”â€‹Â 34,151â€‹Â (1,720)â€‹â€‹ 32,431Total direct-to-consumer salesâ€‹â€‹ 449,040â€‹â€‹ 107,481â€‹â€‹ (1,720)â€‹â€‹ 554,801Wholesale - e-commerce (1)â€‹Â â€”â€‹Â 72,424â€‹Â â€”â€‹Â 72,424Wholesale - landedâ€‹Â â€”â€‹Â 121,893â€‹Â (6,924)â€‹Â 114,969Wholesale - first costâ€‹Â â€”â€‹Â 16,332â€‹Â â€”â€‹Â 16,332Licensing and royaltyâ€‹Â 612â€‹Â 2,627â€‹Â â€”â€‹Â 3,239Other (2)â€‹Â 121â€‹Â 18â€‹Â â€”â€‹Â 139Net salesâ€‹$ 449,773â€‹$ 320,775â€‹$ (8,644)â€‹$ 761,904â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirty-Nine Weeks Ended November 2, 2024â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Eliminations and â€‹â€‹â€‹($ thousands)Â Â Â Â Famous FootwearÂ Â Â Â Brand PortfolioÂ Â Â Â OtherÂ Â Â Â Totalâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Retail storesâ€‹$ 1,040,313â€‹$ 53,297â€‹$ â€”â€‹$ 1,093,610E-commerce - Company websites (1)â€‹Â 156,059â€‹Â 168,502â€‹Â â€”â€‹Â 324,561E-commerce - wholesale drop-ship (1)â€‹Â â€”â€‹Â 87,965â€‹Â (4,090)â€‹Â 83,875Total direct-to-consumer salesâ€‹â€‹ 1,196,372â€‹â€‹ 309,764â€‹â€‹ (4,090)â€‹â€‹ 1,502,046Wholesale - e-commerce (1)â€‹Â â€”â€‹Â 194,818â€‹Â â€”â€‹Â 194,818Wholesale - landedâ€‹Â â€”â€‹Â 360,680â€‹Â (36,203)â€‹Â 324,477Wholesale - first costâ€‹Â â€”â€‹Â 52,580â€‹Â â€”â€‹Â 52,580Licensing and royaltyâ€‹Â 1,365â€‹Â 7,747â€‹Â â€”â€‹Â 9,112Other (2)â€‹Â 368â€‹Â 55â€‹Â â€”â€‹Â 423Net salesâ€‹$ 1,198,105â€‹$ 925,644â€‹$ (40,293)â€‹$ 2,083,456â€‹10Table of Contentsâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirty-Nine Weeks Ended October 28, 2023â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Eliminations and â€‹â€‹â€‹($ thousands)Â Â Â Â Famous FootwearÂ Â Â Â Brand PortfolioÂ Â Â Â OtherÂ Â Â Â Totalâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Retail storesâ€‹$ 1,065,448â€‹$ 50,323â€‹$ â€”â€‹$ 1,115,771E-commerce - Company websites (1)â€‹Â 145,585â€‹Â 163,088â€‹Â â€”â€‹Â 308,673E-commerce - wholesale drop-ship (1)â€‹Â â€”â€‹Â 97,565â€‹Â (4,119)â€‹Â 93,446Total direct-to-consumer salesâ€‹â€‹ 1,211,033â€‹â€‹ 310,976â€‹â€‹ (4,119)â€‹â€‹ 1,517,890Wholesale - e-commerce (1)â€‹Â â€”â€‹Â 181,980â€‹Â â€”â€‹Â 181,980Wholesale - landedâ€‹Â â€”â€‹Â 377,033â€‹Â (36,043)â€‹Â 340,990Wholesale - first costâ€‹Â â€”â€‹Â 67,940â€‹Â â€”â€‹Â 67,940Licensing and royaltyâ€‹Â 1,775â€‹Â 9,193â€‹Â â€”â€‹Â 10,968Other (2)â€‹Â 361â€‹Â 42â€‹Â â€”â€‹Â 403Net salesâ€‹$ 1,213,169â€‹$ 947,164â€‹$ (40,162)â€‹$ 2,120,171â€‹(1)Collectively referred to as "e-commerce" in the narrative below(2)Includes breakage revenue from unredeemed gift cards, which is recognized during the 24-month period following the sale of the gift cards according to the Companyâ€™s historical redemption patterns.Retail storesThe Company generates revenue from retail sales where control is transferred and revenue is recognized at the point of sale. Â Retail sales are recorded net of estimated returns and exclude sales tax. Â The Company recordsÂ a returns reserve and a corresponding return asset for expected returns of merchandise.Retail sales to members of the Companyâ€™s loyalty programs, including the Famously You Rewards program, include two performance obligations: the sale of merchandise and the delivery of points that may be converted to savings certificates and redeemed for future purchases. Â The transaction price is allocated to the separate performance obligations based on the relative stand-alone selling price. Â The stand-alone selling price for the points is estimated using the retail value of the merchandise earned, adjusted for estimated breakage based upon historical redemption patterns. Â The revenue associated with the initial merchandise purchased is recognized immediately and the value assigned to the points is deferred until the points are redeemed, forfeited or expired.E-commerceThe Company generates revenue from sales on websites maintained by the Company that are shipped from the Companyâ€™s distribution centers or retail stores directly to the consumer, or picked up directly by the consumer from the Companyâ€™s stores (â€œe-commerce â€“ Company websitesâ€); sales from the Companyâ€™s wholesale customersâ€™ websites that are fulfilled on a drop-ship basis (â€œe-commerce â€“ wholesale drop shipâ€); and other e-commerce sales (â€œwholesale â€“ e-commerceâ€), collectively referred to as "e-commerce". Â The Company transfers control and recognizes revenue for merchandise sold that is shipped directly to an individual consumer upon delivery to the consumer.Landed wholesaleLanded sales are wholesale sales in which the Company obtains title to the footwear from the overseas suppliers and maintains title until the merchandise is shipped to the customer from the Companyâ€™s warehouses. Â Many customers purchasing footwear on a landed basis arrange their own transportation of merchandise and, with limited exceptions, control is transferred at the time of shipment. Â Landed sales generally carry a higher profit rate than first-cost wholesale sales as a result of the brand equity associated with the product along with the additional customs, warehousing and logistics services provided to customers and the risks associated with inventory ownership.First-cost wholesaleFirst-cost sales are wholesale sales in which the Company purchases merchandise from an international factory that manufactures the product and subsequently sells to a customer at an overseas port. Many of the customers then import this product into the United States. Â Revenue is recognized at the time the merchandise is delivered to the customerâ€™s designated freight forwarder and control is transferred to the customer.â€‹11Table of ContentsLicensing and royaltyThe Company has license agreements with third parties allowing them to sell the Companyâ€™s branded product, or other merchandise that uses the Companyâ€™s owned or licensed brand names. These license agreements provide the licensee access to the Companyâ€™s symbolic intellectual property, and revenue is therefore recognized over the license term. For royalty contracts that do not have guaranteed minimums, the Company recognizes revenue as the licenseeâ€™s sales occur. For royalty contracts that have guaranteed minimums, revenue for the guaranteed minimum is recognized on a straight-line basis during the term, until such time that the cumulative royalties exceed the total minimum guarantee. Up-front payments are recognized over the contractual term to which the guaranteed minimum relates.The Company also licenses its Famous Footwear trade name and logo to a third-party financial institution to offer Famous Footwear-branded credit cards to its consumers. Â The Company receives royalties based upon cardholder spending, which is recognized as licensing revenue at the time the credit card is used. Â Â Contract BalancesRevenue is recorded at the transaction price, net of estimates for variable consideration for which reserves are established, including returns, allowances and discounts. Variable consideration is estimated using the expected value method and given the large number of contracts with similar characteristics, the portfolio approach is applied to determine the variable consideration for each revenue stream. Reserves for projected returns are based on historical patterns and current expectations.Information about significant balances from contracts with customers is as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹($ thousands)Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â February 3, 2024Customer allowances and discountsâ€‹$ 22,989â€‹$ 23,849â€‹$ 21,497Loyalty programs liabilityâ€‹Â 8,061â€‹Â 13,770â€‹Â 11,457Returns reserveâ€‹Â 15,771â€‹Â 14,609â€‹Â 10,586Gift card liabilityâ€‹Â 5,550â€‹Â 5,664â€‹Â 6,385â€‹Changes in contract balances with customers generally reflect differences in relative sales volume for the periods presented. Â In addition, during theÂ thirty-nine weeks ended November 2, 2024, the loyaltyÂ programs liability increased $24.0Â million due to points and material rights earned on purchasesÂ and decreased $27.4Â million due to expirations and redemptions. Â During 2023, the Company modified its Famous Footwear Rewards loyalty program. Â Under the modified program, points and savings certificates have a shorter time period to be either utilized or expired, which has resulted in a lower liability as of November 2, 2024. Â During theÂ thirty-nine weeks ended October 28, 2023, the loyaltyÂ programs liability increasedÂ $41.9Â millionÂ due to points and material rights earned on purchases and decreased $45.9Â millionÂ due to expirations and redemptions. Â The liability for loyalty programs is presented within other accrued expenses when earned and is generally expected to be recognized as revenue within one year.Â The gift card liability is established upon the sale of a gift card and revenue is recognized either upon redemption of the gift card by the consumer or based upon the gift card breakage rate, which is generally within the 24-month period following the sale of the gift card. â€‹The Company estimates and records an expected lifetime credit loss on accounts receivable by utilizing credit ratings and other customer-related information, as well as historical loss experience. Â The following table summarizes the activity in the Companyâ€™s allowance for expected credit losses during the thirty-nine weeks ended November 2, 2024 and October 28, 2023:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirty-Nine Weeks Ended ($ thousands)Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Balance, beginning of period â€‹$ 8,820â€‹$ 8,903Adjustment for expected credit lossesâ€‹â€‹ (279)â€‹â€‹ 1,053Uncollectible accounts written off, net of recoveriesâ€‹â€‹ 295â€‹â€‹ 18Balance, end of period â€‹$ 8,836â€‹$ 9,974â€‹â€‹â€‹â€‹â€‹NoteÂ 4Â Â Â Â Earnings Per ShareThe Company uses the two-class method to compute basic and diluted earnings per common share attributable to Caleres,Â Inc. shareholders. Â In periods of net loss, no effect is given to the Companyâ€™s participating securities since they do not contractually participate in the losses of â€‹12Table of Contentsthe Company. Â The following table sets forth the computation of basic and diluted earnings per common share attributable to Caleres,Â Inc. shareholders for the periods ended November 2, 2024 and October 28, 2023:â€‹Thirteen Weeks Ended â€‹Thirty-Nine Weeks Ended â€‹($ thousands, except per share amounts)Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹NUMERATORâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Net earningsâ€‹$ 41,119â€‹$ 47,015â€‹$ 102,190â€‹$ 116,172â€‹Net loss (earnings) attributable to noncontrolling interestsâ€‹Â 308â€‹Â (101)â€‹Â 135â€‹Â (588)â€‹Net earnings attributable to Caleres, Inc.â€‹$ 41,427â€‹$ 46,914â€‹$ 102,325â€‹$ 115,584â€‹Net earnings allocated to participating securitiesâ€‹Â (1,417)â€‹Â (2,121)â€‹Â (3,721)â€‹Â (5,103)â€‹Net earnings attributable to Caleres, Inc. after allocation of earnings to participating securitiesâ€‹$ 40,010â€‹$ 44,793â€‹$ 98,604â€‹$ 110,481â€‹â€‹â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹DENOMINATORâ€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Denominator for basic earnings per common share attributable to Caleres, Inc. shareholdersâ€‹Â 33,435â€‹Â 33,933â€‹Â 33,704â€‹Â 34,206â€‹Dilutive effect of share-based awardsâ€‹Â 106â€‹Â â€”â€‹Â 106â€‹Â â€”â€‹Denominator for diluted earnings per common share attributable to Caleres, Inc. shareholdersâ€‹Â 33,541â€‹Â 33,933â€‹Â 33,810â€‹Â 34,206â€‹â€‹â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Basic earnings per common share attributable to Caleres, Inc. shareholdersâ€‹$ 1.20â€‹$ 1.32â€‹$ 2.93â€‹$ 3.23â€‹â€‹â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Diluted earnings per common share attributable to Caleres, Inc. shareholdersâ€‹$ 1.19â€‹$ 1.32â€‹$ 2.92â€‹$ 3.23â€‹â€‹As further discussedÂ in ItemÂ 2, Unregistered Sales of Equity Securities and Use of Proceeds, the Company has a publicly announced share repurchase program. Â The Company repurchased 1,522,324 and 1,938,324 shares under this program during the thirteen and thirty-nine weeks ended November 2, 2024, respectively. Â The Company did not repurchase any shares under the program during the thirteen weeks ended October 28, 2023 and repurchased 763,000 shares during thirty-nine weeks ended October 28, 2023. Â â€‹Under the provisions of the Inflation Reduction Act of 2022 (â€œInflation Reduction Actâ€), a 1% excise tax is imposed on repurchases of common stock beginning on January 1, 2023. Â Excise taxes incurred on share repurchases are incremental costs to purchase the stock, and accordingly, are included in the total cost basis of the common stock acquired and reflected as a reduction of shareholdersâ€™ equity within retained earnings in the condensed consolidated statements of shareholdersâ€™ equity. Â Excise taxes of $0.5 million are due on the Companyâ€™s share repurchases during the thirty-nine weeks ended November 2, 2024. Â An immaterial amount of excise taxes were due on share repurchases during the thirty-nine weeks ended October 28, 2023. Â Â â€‹â€‹Note 5 Restructuring and Other Special ChargesThe Company incurred costs of approximately $1.6 million ($1.2 million on an after-tax basis) during the thirteen and thirty-nine weeks ended November 2, 2024 related to restructuring costs, primarily severance. Â Of the approximately $1.6 million in charges presented in restructuring and other special charges on the condensed consolidated statements of earnings for the thirteen and thirty-nine weeks ended November 2, 2024, $1.1 million is reflected in the Brand Portfolio segment, $0.3 million is reflected within the Eliminations and Other category, and $0.2 million is reflected in the Famous Footwear segment.â€‹The Company incurred costs of approximately $2.3 million ($1.7 million on an after-tax basis, or $0.05 per diluted share) and $3.9 million ($2.9 million on an after-tax basis, or $0.08 per diluted share) during the thirteen and thirty-nine weeks ended October 28, 2023, respectively, related to its expense reduction initiatives. Â The costs were primarily for severance related to organizational changes in the Famous Footwear segment and the Companyâ€™s corporate office, as well as severance and other costs to integrate the Blowfish Malibu office and information systems into the St. Louis corporate headquarters infrastructure. Â Of the approximately $2.3 million presented in restructuring and other special charges on the condensed consolidated statements of earnings for the thirteen weeks ended October 28, 2023, $1.2 million is reflected â€‹13Table of Contentsin the Famous Footwear segment, $0.8 million is reflected in the Brand Portfolio segment and $0.3 million is reflected within the Eliminations and Other category. Â Of the approximately $3.9 million presented in restructuring and other special charges on the condensed consolidated statements of earnings for the thirty-nine weeks ended October 28, 2023, $1.7 million is reflected in the Brand Portfolio segment, $1.3 million is reflected in the Famous Footwear segment and $0.9 million is reflected within the Eliminations and Other category. Â â€‹As of November 2, 2024 and October 28, 2023, restructuring reserves of $1.4 million and $2.6 million, respectively, were included in other accrued expenses on the condensed consolidated balance sheets.â€‹NoteÂ 6Â Â Â Â Business Segment InformationFollowing is a summary of certain key financial measures for the Companyâ€™s business segments for the periods ended November 2, 2024 and October 28, 2023:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Famous â€‹Brand â€‹Eliminations â€‹â€‹â€‹($ thousands)Â Â Â Â FootwearÂ Â Â Â PortfolioÂ Â Â Â and OtherÂ Â Â Â TotalThirteen Weeks Ended November 2, 2024â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â â€‹Net salesâ€‹$ 428,264â€‹$ 322,936â€‹$ (10,259)â€‹$ 740,941Intersegment sales (1)â€‹Â â€”â€‹â€‹ 10,259â€‹â€‹ â€”â€‹Â 10,259Operating earnings (loss)â€‹Â 29,568â€‹Â 34,052â€‹Â (6,922)â€‹Â 56,698Segment assetsâ€‹Â 907,461â€‹Â 882,054â€‹Â 166,424â€‹Â 1,955,939â€‹â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Thirteen Weeks Ended October 28, 2023â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Net salesâ€‹$ 449,773â€‹$ 320,775â€‹$ (8,644)â€‹$ 761,904Intersegment sales (1)â€‹Â â€”â€‹Â 8,644â€‹Â â€”â€‹Â 8,644Operating earnings (loss)â€‹Â 46,600â€‹Â 38,211â€‹Â (20,393)â€‹Â 64,418Segment assetsâ€‹Â 828,691â€‹Â 834,645â€‹Â 163,557â€‹Â 1,826,893â€‹â€‹Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Thirty-Nine Weeks Ended November 2, 2024â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â â€‹Net salesâ€‹$ 1,198,105â€‹$ 925,644â€‹$ (40,293)â€‹$ 2,083,456Intersegment sales (1)â€‹Â â€”â€‹Â 40,293â€‹Â â€”â€‹Â 40,293Operating earnings (loss)â€‹Â 80,808â€‹Â 99,097â€‹Â (37,919)â€‹Â 141,986â€‹â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Thirty-Nine Weeks Ended October 28, 2023â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Net salesâ€‹$ 1,213,169â€‹$ 947,164â€‹$ (40,162)â€‹$ 2,120,171Intersegment sales (1)â€‹Â â€”â€‹Â 40,162â€‹Â â€”â€‹Â 40,162Operating earnings (loss)â€‹Â 104,286â€‹Â 107,708â€‹Â (48,286)â€‹Â 163,708(1)Included in net sales in the Brand Portfolio segment and eliminated in the Eliminations and Other category.The Eliminations and Other category includes corporate assets, administrative expenses and other costs and recoveries, which are not allocated to the operating segments, as well as the elimination of intersegment sales and profit.Following is a reconciliation of operating earnings to earnings before income taxes:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Thirteen Weeks Ended â€‹Thirty-Nine Weeks Ended â€‹($ thousands)Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â Operating earningsâ€‹$ 56,698â€‹$ 64,418â€‹$ 141,986â€‹$ 163,708â€‹Interest expense, netâ€‹Â (2,914)â€‹Â (4,488)â€‹Â (10,025)â€‹Â (15,240)â€‹Other income, netâ€‹Â 34â€‹Â 1,552â€‹Â 2,202â€‹Â 4,660â€‹Earnings before income taxesâ€‹$ 53,818â€‹$ 61,482â€‹$ 134,163â€‹$ 153,128â€‹â€‹â€‹â€‹14Table of ContentsNoteÂ 7Â Â Â Â Inventoriesâ€‹â€‹The Companyâ€™s net inventory balance was comprised of the following:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹($ thousands)Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â February 3, 2024Raw materialsâ€‹$ 14,027â€‹$ 14,381â€‹$ 14,198Work-in-processâ€‹Â 599â€‹Â 628â€‹Â 665Finished goodsâ€‹Â 571,251â€‹Â 541,025â€‹Â 525,811Inventories, net (1)â€‹$ 585,877â€‹$ 556,034â€‹$ 540,674(1)Net of adjustment to last-in, first-out cost of $8.9 million, $7.7 million and $10.3 million as of November 2, 2024, October 28, 2023 and February 3, 2024, respectively. â€‹â€‹ NoteÂ 8Â Â Â Â Goodwill and Intangible AssetsGoodwill and intangible assets were as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹($ thousands)Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â February 3, 2024Intangible AssetsÂ â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Famous Footwearâ€‹$ 2,800â€‹$ 2,800â€‹$ 2,800Brand Portfolio (1)â€‹Â 342,083â€‹Â 342,083â€‹Â 342,083Total intangible assets â€‹Â 344,883â€‹Â 344,883â€‹Â 344,883Accumulated amortizationâ€‹Â (154,806)â€‹Â (143,564)â€‹Â (146,529)Total intangible assets, netâ€‹Â 190,077â€‹Â 201,319â€‹Â 198,354Goodwillâ€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Brand Portfolio (2)â€‹Â 4,956â€‹Â 4,956â€‹Â 4,956Total goodwillâ€‹Â 4,956â€‹Â 4,956â€‹Â 4,956Goodwill and intangible assets, netâ€‹$ 195,033â€‹$ 206,275â€‹$ 203,310(1)The carrying amount of intangible assets as of November 2, 2024, October 28, 2023 and February 3, 2024 is presented net of accumulated impairment charges of $106.2 million. (2)The carrying amount of goodwill as of November 2, 2024, October 28, 2023 and February 3, 2024 is presented net of accumulated impairment charges of $415.7 million. â€‹â€‹15Table of ContentsThe Companyâ€™s intangible assets as of November 2, 2024, October 28, 2023 and February 3, 2024 were as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹($ thousands)Â Â Â Â November 2, 2024â€‹Â EstimatedÂ UsefulÂ LivesÂ Â â€‹â€‹Â AccumulatedÂ AccumulatedÂ Â â€‹â€‹â€‹â€‹(InÂ Years)â€‹CostÂ Basisâ€‹Amortization â€‹Impairmentâ€‹NetÂ CarryingÂ ValueTrade namesÂ 2 - 40â€‹$ 299,488â€‹$ 138,237â€‹$ 10,200â€‹$ 151,051Trade namesÂ Indefiniteâ€‹Â 107,400â€‹Â â€”â€‹Â 92,000â€‹Â 15,400Customer relationshipsÂ Â Â Â 15 - 16Â Â Â Â 44,200Â Â Â Â Â 16,569Â Â Â Â Â 4,005Â Â Â Â Â 23,626â€‹â€‹â€‹$ 451,088â€‹$ 154,806â€‹$ 106,205â€‹$ 190,077â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â October 28, 2023â€‹Â EstimatedÂ UsefulÂ LivesÂ Â â€‹â€‹Â AccumulatedÂ AccumulatedÂ Â â€‹â€‹â€‹â€‹(InÂ Years)â€‹CostÂ Basisâ€‹Amortization â€‹Impairmentâ€‹NetÂ CarryingÂ ValueTrade namesÂ 2 - 40â€‹$ 299,488â€‹$ 128,592â€‹$ 10,200â€‹$ 160,696Trade namesÂ Indefiniteâ€‹Â 107,400â€‹Â â€”â€‹Â 92,000â€‹Â 15,400Customer relationshipsÂ Â Â Â 15 - 16Â Â Â Â 44,200Â Â Â Â Â 14,972Â Â Â Â Â 4,005Â Â Â Â Â 25,223â€‹â€‹â€‹$ 451,088â€‹$ 143,564â€‹$ 106,205â€‹$ 201,319â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â February 3, 2024â€‹Â EstimatedÂ UsefulÂ LivesÂ Â â€‹â€‹Â AccumulatedÂ AccumulatedÂ Â â€‹â€‹â€‹â€‹(InÂ Years)â€‹CostÂ Basisâ€‹Amortization â€‹Impairmentâ€‹NetÂ CarryingÂ ValueTrade namesÂ 2 - 40â€‹$ 299,488â€‹$ 131,677â€‹$ 10,200â€‹$ 157,611Trade namesÂ Indefiniteâ€‹Â 107,400â€‹Â â€”â€‹Â 92,000â€‹Â 15,400Customer relationshipsÂ Â Â Â 15 - 16Â Â Â Â 44,200Â Â Â Â Â 14,852Â Â Â Â Â 4,005Â Â Â Â Â 25,343â€‹â€‹â€‹$ 451,088â€‹$ 146,529â€‹$ 106,205â€‹$ 198,354â€‹Amortization expense related to intangible assets wasÂ $2.8Â million and $3.0 million for the thirteen weeks ended November 2, 2024 and October 28, 2023, respectively, and $8.3 million and $9.1 million for the thirty-nine weeks ended November 2, 2024 and October 28, 2023, respectively. Â The Company estimates that amortization expense related to intangible assets will be approximately $11.0Â million in 2024, 2025, and 2026, $10.9 million in 2027 and $10.7 million in 2028.Goodwill is tested for impairment as of the first day of the fourth quarter of each fiscal year, or more frequently if events or circumstances indicate it might be impaired, using either the qualitative assessment or a quantitative fair value-based test. Â The Company recorded no goodwill impairment charges during the thirty-nine weeks ended November 2, 2024 or October 28, 2023.Indefinite-lived intangible assets are tested for impairment as of the first day of the fourth quarter of each fiscalÂ year unless events or circumstances indicate an interim test is required. Â The Company recorded no impairment chargesÂ for indefinite-lived intangible assets during the thirty-nine weeks ended November 2, 2024 or October 28, 2023.Note 9Â Â Â Â LeasesThe Company leases all of its retail locations, a manufacturing facility, and certain office locations, distribution centers and equipment. Â At contract inception, leases are evaluated and classified as either operating or finance leases. Â Leases with an initial term of 12Â months or less are not recorded on the balance sheet.Lease right-of-use assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. Â The majority of the Companyâ€™s leases do not provide an implicit rate and therefore, the Company uses an incremental borrowing rate based on information available at the commencement date to determine the present value of future payments. Â For operating leases, lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Â Variable lease payments are expensed as incurred.The Company regularly analyzes the results of all of its stores and assesses the viability of underperforming stores to determine whether events or circumstances exist that indicate the stores should be closed or whether the carrying amount of their long-lived assets may not be recoverable. Â After allowing for an appropriate start-up period and consideration of any unusual nonrecurring events, property and equipment â€‹16Table of Contentsat stores and the lease right-of-use assetsÂ indicated as impaired are written down to fair value as calculated using a discounted cash flow method. Â The fair value of the lease right-of-use assets is determined utilizing projected cash flows for each store location, discounted using a risk-adjusted discount rate, subject to a market floor based on current market lease rates. Â Refer to Note 14 to the condensed consolidated financial statements for further discussion of impairment charges on the Companyâ€™s operating lease right-of-use assets and property and equipment in retail stores. During the thirty-nine weeks ended November 2, 2024, the Company entered into new or amended leases that resulted in the recognition of right-of-use assets and lease obligations of $166.0 million on the condensed consolidated balance sheets. Â As of November 2, 2024, the Company has entered into lease commitments for four retail locations for which the leases have not yet commenced. Â The Company anticipates that two leases will begin in the current fiscal year, one will begin in fiscal 2025 and one will begin in fiscal 2026. Â Upon commencement, right-of-use assets and lease liabilities of approximately $2.0 million will be recorded in the current fiscal year, $0.7 million will be recorded in fiscal 2025 and $1.0 million will be recorded in fiscal 2026 on the condensed consolidated balance sheets.The components of lease expense for the thirteen and thirty-nine weeks ended November 2, 2024 and October 28, 2023Â were as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Ended ($ thousands)â€‹November 2, 2024Â Â Â Â October 28, 2023Operating lease expenseÂ Â Â Â $ 40,773Â Â Â Â $ 39,308Variable lease expenseâ€‹Â 10,490â€‹Â 10,404Short-term lease expenseâ€‹Â 233â€‹Â 727Total lease expenseâ€‹$ 51,496â€‹$ 50,439â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirty-Nine Weeks Ended ($ thousands)â€‹November 2, 2024Â Â Â Â October 28, 2023Operating lease expenseÂ Â Â Â $ 121,046Â Â Â Â $ 117,241Variable lease expenseâ€‹Â 32,096â€‹Â 32,154Short-term lease expenseâ€‹Â 902â€‹Â 2,157Total lease expenseâ€‹$ 154,044â€‹$ 151,552â€‹During the thirty-nine weeks ended November 2, 2024 and October 28, 2023, the Company paid cash for lease liabilities of $126.4 million and $124.7 million, respectively. Â â€‹â€‹NoteÂ 10Â Â Financing ArrangementsCredit AgreementThe Company maintains a revolving credit facility for working capital needs. Â The Company is the lead borrower, and Sidney Rich Associates,Â Inc., BG Retail, LLC, Allen Edmonds LLC, Vionic Group LLC, Vionic International LLC and Blowfish, LLC are each co-borrowers and guarantors. Â Â OnÂ October 5, 2021, the Company entered into a Fifth Amendment to Fourth Amended and Restated Credit Agreement (as so amended, the "Credit Agreement") which,Â among other modifications, decreased the amount available under the revolving credit facilityÂ by $100.0 million to an aggregate amount of up to $500.0 million, subject to borrowing base restrictions,Â and may be increased by up to $250.0 million. Â TheÂ Credit Agreement also decreased the spread applied to the London Interbank Offered Rate (â€œLIBORâ€) or prime rate by a total of 75 basis points. Â On April 27, 2023, the Company entered into a Sixth Amendment to Fourth Amended and Restated Credit agreement to transition the borrowings on the revolving credit facility from bearing interest based on LIBOR to a term secured overnight financing rate (â€œSOFRâ€).Borrowing availability under the Credit Agreement is limited to the lesser of the total commitments and the borrowing base ("Loan Cap"), which is based on statedÂ percentages of the sum of eligible accounts receivable, eligible inventory and eligible credit card receivables, as defined, less applicable reserves. Â Under the Credit Agreement, the Loan Partiesâ€™ obligations are secured by a first-priority security interest in all accounts receivable, inventory and certain other collateral.Interest on borrowings is at variable rates based on the SOFR, or the prime rate (as defined in the Credit Agreement), plus a spread. Â The interest rate and fees for letters of credit vary based upon the level of excess availability under the Credit Agreement. Â There is an unused â€‹17Table of Contentsline fee payable on the unused portion under the facility and a letterÂ of credit fee payable on the outstanding face amount under lettersÂ of credit.The Credit Agreement limits the Companyâ€™s ability to create, incur, assume or permit to exist additional indebtedness and liens, make investments or specified payments, give guarantees, pay dividends, make capital expenditures and merge or acquire or sell assets. Â In addition, if excess availability falls below the greater of 10.0% of the Loan Cap and $40.0 million for three consecutive businessÂ days, and the fixed charge coverage ratio is less than 1.25 to 1.0, the Company would be in default under the Credit Agreement andÂ certain additional covenants would be triggered.The Credit Agreement contains customary events of default, including, without limitation, payment defaults, breaches of representations and warranties, covenant defaults, cross-defaults to similar obligations, certain events of bankruptcy and insolvency, judgment defaults and the failure of any guaranty or security document supporting the agreement to be in full force and effect. Â IfÂ an event of default occurs, the collateral agent may assume dominion and control over the Companyâ€™s cash (a â€œcash dominion eventâ€) until such event of default is cured or waived or the excess availability exceeds such amount for 30 consecutiveÂ days, provided that a cash dominion event shall be deemed continuing (even if an event of default is no longer continuing and/or excess availability exceeds the required amount for 30 consecutive businessÂ days) after a cash dominion event has occurred and been discontinued on two occasions in any 12-month period. Â The Credit Agreement also contains certain other covenants and restrictions. Â The Company was in compliance with all covenants and restrictions under the Credit Agreement as of November 2, 2024.At November 2, 2024, the Company had $238.5Â million of borrowings outstanding and $9.4 million in letters of credit outstanding under the Credit Agreement. Â Total additional borrowing availability was $252.1Â million as of November 2, 2024. Â As further discussed in Note 4 to the condensed consolidated financial statements, the Company repurchased approximately 1.5 million shares of common stock during the thirteen weeks ended November 2, 2024 at a total cost of approximately $50.0 million, excluding the cost of broker commissions and excise taxes due under the Inflation Reduction Act. Â Borrowings under the revolving credit agreement were used to repurchase these shares of common stock. Â â€‹â€‹18Table of ContentsNoteÂ 11Â Â Shareholdersâ€™ EquityAccumulated Other Comprehensive LossThe following table sets forth the changes in accumulated other comprehensiveÂ loss (OCL) by component for the periods ended November 2, 2024 and October 28, 2023:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â â€‹â€‹Â Â Â Â â€‹Â Â Â Â â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Pension and â€‹Accumulatedâ€‹â€‹Foreign â€‹Otherâ€‹ Other â€‹â€‹Currencyâ€‹ Postretirementâ€‹Comprehensive ($ thousands)â€‹ Translationâ€‹ Transactions (1)â€‹(Loss) IncomeBalance at August 3, 2024â€‹$ 1,710â€‹$ (31,183)â€‹$ (29,473)Other comprehensive loss before reclassificationsâ€‹â€‹ (414)â€‹â€‹ â€”â€‹â€‹ (414)Reclassifications:â€‹Â Â â€‹â€‹Â Â Â â€‹Amounts reclassified from accumulated other comprehensive lossâ€‹â€‹ â€”â€‹â€‹ 1,491â€‹â€‹ 1,491Tax benefitÂ â€‹ â€”Â â€‹ (383)Â â€‹ (383)Net reclassificationsÂ â€‹ â€”Â â€‹ 1,108Â â€‹ 1,108Other comprehensive (loss) incomeÂ â€‹ (414)Â â€‹ 1,108Â â€‹ 694Balance at November 2, 2024â€‹$ 1,296â€‹$ (30,075)â€‹$ (28,779)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Balance at July 29, 2023â€‹$ (1,313)â€‹$ (24,217)â€‹$ (25,530)Other comprehensive loss before reclassificationsâ€‹Â (726)â€‹Â â€”â€‹Â (726)Reclassifications:â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Amounts reclassified from accumulated other comprehensive lossâ€‹Â â€”â€‹Â 888â€‹Â 888Tax benefitâ€‹Â â€”â€‹Â (228)â€‹Â (228)Net reclassificationsâ€‹Â â€”â€‹Â 660â€‹Â 660Other comprehensive (loss) incomeâ€‹Â (726)â€‹Â 660â€‹Â (66)Balance at October 28, 2023â€‹$ (2,039)â€‹$ (23,557)â€‹$ (25,596)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Balance at February 3, 2024â€‹$ (1,098)â€‹$ (33,406)â€‹$ (34,504)Other comprehensive income before reclassificationsâ€‹Â 2,394â€‹Â â€”â€‹Â 2,394Reclassifications:â€‹Â â€‹Â Â Â â€‹Â Â Â Amounts reclassified from accumulated other comprehensive lossâ€‹Â â€”â€‹Â 4,485â€‹Â 4,485Tax benefitâ€‹Â â€”â€‹Â (1,154)â€‹Â (1,154)Net reclassificationsâ€‹Â â€”â€‹Â 3,331â€‹Â 3,331Other comprehensive incomeâ€‹Â 2,394â€‹Â 3,331â€‹Â 5,725Balance at November 2, 2024â€‹$ 1,296â€‹$ (30,075)â€‹$ (28,779)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Balance at January 28, 2023â€‹$ (1,213)â€‹$ (25,537)â€‹$ (26,750)Other comprehensive loss before reclassificationsâ€‹Â (826)â€‹Â â€”â€‹Â (826)Reclassifications:â€‹Â Â Â â€‹Â Â â€‹â€‹Â Â Â Amounts reclassified from accumulated other comprehensive lossâ€‹Â â€”â€‹Â 2,664â€‹Â 2,664Tax benefitâ€‹Â â€”â€‹Â (684)â€‹Â (684)Net reclassificationsâ€‹Â â€”â€‹Â 1,980â€‹Â 1,980Other comprehensive (loss) incomeâ€‹Â (826)â€‹Â 1,980â€‹Â 1,154Balance at October 28, 2023â€‹$ (2,039)â€‹$ (23,557)â€‹$ (25,596)(1)Amounts reclassified are included in other income, net. Refer to Note 13 to the condensed consolidated financial statements for additional information related to pension and other postretirement benefits.â€‹NoteÂ 12Â Â Share-Based CompensationThe Company recognized share-based compensation expense of $3.4 million and $4.1Â million during the thirteen weeks and $11.3 million and $10.9Â million during the thirty-nine weeks ended November 2, 2024 and October 28, 2023, respectively.â€‹19Table of ContentsThe Company had net issuances of 20,699 and 3,365Â shares of common stock during theÂ thirteen weeks ended November 2, 2024 and October 28, 2023, respectively,Â for restricted stock grants, stock performance awards issued to employees and common and restricted stock grants issued to non-employee directors, net of forfeitures and shares withheld to satisfy the tax withholding requirement. Â During the thirty-nine weeks ended November 2, 2024 and October 28, 2023, the Company had net issuances of 82,550 and 590,706 shares of common stock, respectively, related to share-based plans. Restricted StockThe following table summarizes restricted stock activity for the periods ended November 2, 2024 and October 28, 2023:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Endedâ€‹â€‹Thirteen Weeks Endedâ€‹â€‹November 2, 2024â€‹â€‹October 28, 2023â€‹â€‹â€‹â€‹â€‹Weighted- â€‹â€‹â€‹â€‹â€‹â€‹Weighted-â€‹â€‹Total Number â€‹â€‹Average â€‹â€‹â€‹Total Number â€‹â€‹Averageâ€‹â€‹of Restrictedâ€‹â€‹Grant Dateâ€‹â€‹â€‹of Restricted â€‹â€‹Grant Date â€‹Â Â Â Â SharesÂ Â Â Â â€‹ Fair ValueÂ Â Â â€‹Â Â Â Â SharesÂ Â Â Â â€‹ Fair ValueNonvested at August 3, 2024â€‹ 1,240,275â€‹$ 27.48â€‹Nonvested at July 29, 2023â€‹ 1,608,057â€‹$ 21.55Grantedâ€‹ 2,783â€‹â€‹ 32.62â€‹Grantedâ€‹ 10,906â€‹â€‹ 28.35Forfeitedâ€‹ (39,621)â€‹â€‹ 27.60â€‹Forfeitedâ€‹ (6,650)â€‹â€‹ 21.48VestedÂ (37,164)Â â€‹ 26.75Â VestedÂ (3,000)Â â€‹ 9.76Nonvested at November 2, 2024Â 1,166,273â€‹$ 27.51â€‹Nonvested at October 28, 2023Â 1,609,313â€‹$

21.62â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirty-Nine Weeks Ended â€‹â€‹â€‹Thirty-Nine Weeks Ended â€‹Â Â Â Â November 2, 2024Â Â Â Â â€‹Â Â Â Â October 28, 2023â€‹â€‹â€‹â€‹Weighted-â€‹â€‹â€‹â€‹â€‹Weighted-â€‹â€‹Total Numberâ€‹Averageâ€‹â€‹â€‹Total Numberâ€‹Averageâ€‹â€‹of Restrictedâ€‹Grant Dateâ€‹â€‹â€‹of Restrictedâ€‹ Grant Dateâ€‹â€‹SharesÂ â€‹Fair Valueâ€‹â€‹â€‹Sharesâ€‹Fair ValueNonvested at February 3, 2024Â 1,512,421â€‹$ 21.96â€‹Nonvested at January 28, 2023Â 1,603,960â€‹$ 18.57GrantedÂ 322,880â€‹Â 40.67â€‹GrantedÂ 590,900â€‹Â 22.97ForfeitedÂ (88,980)â€‹Â 25.77â€‹ForfeitedÂ (150,823)â€‹Â 18.68VestedÂ (580,048)â€‹Â 20.82â€‹VestedÂ (434,724)â€‹Â 13.24Nonvested at November 2, 2024Â 1,166,273â€‹$ 27.51â€‹Nonvested at October 28, 2023Â 1,609,313â€‹$ 21.62â€‹The Company granted 2,783 restricted shares during the thirteen weeks ended November 2, 2024, which have a graded vesting term of three years, with 50% vesting after two years and 50% after three years. Â Of the 322,880 restricted shares the Company granted during the thirty-nine weeks ended November 2, 2024, 13,692 have a cliff-vesting term of one year and 309,188 shares have a graded vesting term of three years, with 50% vesting after two years and 50% after three years. The Company granted 10,906 restricted shares during the thirteen weeks ended October 28, 2023, which have a graded vesting term of three years, with 50% vesting after two years and 50% after three years. Â Of the 590,900 restricted shares granted during the thirty-nine weeks ended October 28, 2023, 554,832 shares have a graded vesting term of three years, with 50% vesting after two years and 50% after three years, 23,268 shares have a cliff-vesting term of one year, 7,000 shares have a graded vesting term of three years, with 50% vesting after eighteen months and 50% after three years, and 5,800 shares have a cliff-vesting term of two years. Â Â Performance AwardsDuring the thirty-nine weeks ended November 2, 2024, the Company granted performance share awards for a targeted 165,854 shares, with a weighted-average grant date fair value of $41.05 in connection with the 2024 performance award (2024 â€“ 2026 performance period). Â During the thirty-nine weeks ended October 28, 2023, the Company granted performance share awards for a targeted 276,434 shares, with a weighted-average grant date fair value of $23.12 in connection with the 2023 performance award (2023 â€“ 2025 performance period). Â At the end of the vesting period, the employee will have earned an amount of shares or units between 0% and 200% of the targeted award, depending on the attainment of certain financial goals for the service period and individual achievement of strategic initiatives over the cumulative period of the award. Â The performance awards are payable in common stock for up to 100% of the targeted award and the remainder in cash if any portion exceeds the targeted award. Â Compensation expense is recognized based on the fair value of the award and the anticipated number of shares or units to be awarded for each tranche in accordance with the vesting schedule of the units over theÂ three-year service period. â€‹20Table of ContentsRestricted Stock Units for Non-Employee DirectorsEquity-based grants may be made to non-employee directors in the form of restricted stock units ("RSUs") payable in cash or common stock at no cost to the non-employee director. Â The RSUs are subject to a vesting requirement (usually one year) and earn dividend equivalents at the same rate as dividends on the Companyâ€™s common stock. Â The dividend equivalents, which vest immediately, are automatically reinvested in additional RSUs. Â Expense related to the initial grant of RSUs is recognized ratably over the vesting period based upon the fair value of the RSUs. Â The RSUs payable in cash are remeasured at the end of each period. Â Expense for the dividend equivalents is recognized at fair value when the dividend equivalents are granted. Â Gains and losses resulting from changes in the fair value of the RSUs payable in cash subsequent to the vesting period and through the settlement date are recognized in the Companyâ€™s condensed consolidated statements of earnings. Â The Company granted 868 and 1,081 RSUs for dividend equivalents, during the thirteen weeks ended November 2, 2024 and October 28, 2023, respectively, with weighted-average grant date fair values ofÂ $33.78Â andÂ $28.80, respectively. Â The Company granted 30,191 and 50,376 RSUs to non-employee directors, including 2,807 and 3,840 and for dividend equivalents, during the thirty-nine weeks ended November 2, 2024 and October 28, 2023, respectively, with weighted-average grant date fair values of $34.99 and $19.72, respectively. Â â€‹NoteÂ 13Â Â Retirement and Other Benefit PlansThe following table sets forth the components of net periodic benefit expense (income) for the Company, including the domestic and Canadian plans:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹PensionÂ BenefitsÂ Â Â Â OtherÂ PostretirementÂ Benefitsâ€‹Â Â Â Â Thirteen Weeks Ended â€‹Thirteen Weeks Ended ($ thousands)â€‹November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Service costâ€‹$ 1,233â€‹$ 1,256â€‹$ â€”â€‹$ â€”Interest costâ€‹Â 3,760â€‹Â 3,635â€‹Â 11â€‹Â 12Expected return on assetsâ€‹Â (6,079)â€‹Â (6,087)â€‹Â â€”â€‹Â â€”Amortization of:â€‹Â â€‹â€‹Â Â Â â€‹Â â€‹â€‹Â Â Â Actuarial loss (gain)â€‹Â 1,506â€‹Â 946â€‹Â (27)â€‹Â (27)Prior service cost (income)â€‹Â 12â€‹Â (31)â€‹Â â€”â€‹Â â€”Total net periodic benefit expense (income)â€‹$ 432â€‹$ (281)â€‹$ (16)â€‹$ (15)â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹PensionÂ BenefitsÂ Â Â Â OtherÂ PostretirementÂ Benefitsâ€‹Â Â Â Â Thirty-Nine Weeks Ended â€‹Thirty-Nine Weeks Ended ($ thousands)Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Service costâ€‹$ 3,699â€‹$ 3,767â€‹$ â€”â€‹$ â€”Interest costâ€‹Â 11,279â€‹Â 10,905â€‹Â 34â€‹Â 36Expected return on assetsâ€‹Â (18,210)â€‹Â (18,265)â€‹Â â€”â€‹Â â€”Amortization of:â€‹â€‹â€‹â€‹Â Â Â â€‹â€‹Â Â Â Actuarial loss (gain)â€‹Â 4,530â€‹Â 2,840â€‹Â (81)â€‹Â (82)Prior service cost (income)â€‹Â 36â€‹Â (94)â€‹Â â€”â€‹Â â€”Total net periodic benefit expense (income)â€‹$ 1,334â€‹$ (847)â€‹$ (47)â€‹$ (46)â€‹Service cost is included in selling and administrative expenses. Â All other components of net periodic benefit expense (income) are included in other income, net in the condensed consolidated statements of earnings. â€‹NoteÂ 14Â Â Fair Value MeasurementsFair Value HierarchyFair value measurement disclosure requirements specify a hierarchy of valuation techniques based upon whether the inputs to those valuation techniques reflect assumptions other market participants would use based upon market data obtained from independent sources (â€œobservable inputsâ€) or reflect the Companyâ€™s own assumptions of market participant valuation (â€œunobservable inputsâ€). Â In accordance with the fair â€‹21Table of Contentsvalue guidance, the inputs to valuation techniques used to measure fair value are categorized into three levels based on the reliability of the inputs as follows:â—Level 1Â â€“ Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;â€‹â—Level 2Â â€“ Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly; andâ€‹â—Level 3Â â€“ Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.â€‹In determining fair value, the Company uses valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. Â The Company also considers counterparty credit risk in its assessment of fair value. Â Classification of the financial or non-financial asset or liability within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.Measurement of Fair ValueThe Company measures fair value as an exit price, the price to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date, using the procedures described below for all financial and non-financial assets and liabilities measured at fair value.Non-Qualified Deferred Compensation Plan Assets and LiabilitiesThe Company maintains a non-qualified deferred compensation plan (the â€œDeferred Compensation Planâ€) for the benefit of certain management employees. Â The investment funds offered to the participants generally correspond to the funds offered in the Companyâ€™s 401(k)Â plan, and the account balance fluctuates with the investment returns on those funds. Â The Deferred Compensation Plan permits the deferral of up to 50% of base salary and 100% of compensation received under the Companyâ€™s annual incentive plan. Â The deferrals are held in a separate trust, which has been established by the Company to administer the Deferred Compensation Plan. Â The assets of the trust are subject to the claims of the Companyâ€™s creditors in the event that the Company becomes insolvent. Â Consequently, the trust qualifies as a grantor trust for income tax purposes (i.e., a â€œRabbi Trustâ€). Â The liabilities of the Deferred Compensation Plan are presented in other accrued expenses and the assets held by the trust are classified within prepaid expenses and other current assets in the condensed consolidated balance sheets. Â Changes in the Deferred Compensation Plan assets and liabilities are charged to selling and administrative expenses. Â The fair value is based on unadjusted quoted market prices for the funds in active markets with sufficient volume and frequency (Level 1). Â Non-Qualified Restoration Plan Assets and LiabilitiesIn 2023, the Company adopted a non-qualified restoration deferred compensation plan (the â€œRestoration Planâ€) for the benefit of certain members of executive management. Â The Restoration Plan provides an incremental retirement benefit to key executives whose contributions to qualified retirement plans are limited by Internal Revenue Service annual compensation maximums. Â The investment funds offered to the participants generally correspond to the funds offered in the Companyâ€™s 401(k)Â plan. Â The initial contribution to the Restoration Plan was funded in January 2024 and contributions are expected to continue on an annual basis. The plan assets and liabilities will fluctuate with the returns on the investment funds. Â The deferrals are held in a separate trust, which has been established by the Company to administer the Restoration Plan. Â The assets of the trust are subject to the claims of the Companyâ€™s creditors in the event that the Company becomes insolvent. Â Consequently, the trust qualifies as a grantor trust for income tax purposes (i.e., a â€œRabbi Trustâ€). Â The liabilities of the Restoration Plan are presented in other accrued expenses and the assets held by the trust are classified within prepaid and other current assets in the condensed consolidated balance sheets. Â Â Changes in the Restoration Plan assets and liabilities are charged to selling and administrative expenses. Â The fair value is based on unadjusted quoted market prices for the funds in active markets with sufficient volume and frequency (Level 1). Â Deferred Compensation Plan for Non-Employee DirectorsNon-employee directors are eligible to participate in a deferred compensation plan with deferred amounts valued as if invested in the Companyâ€™s common stock through the use of phantom stock units (â€œPSUsâ€). Â Under the plan, each participating directorâ€™s account is credited with the number of PSUs equal to the number of shares of the Companyâ€™s common stock that the participant could purchase or receive with the amount of the deferred compensation, based upon the average of the high and low prices of the Companyâ€™s common stock on the last trading day of the fiscal quarter when the cash compensation was earned. Â Dividend equivalents are paid on PSUs at the same rate as dividends on the Companyâ€™s common stock and are reinvested in additional PSUs at the next fiscal quarter-end. Â The liabilities of the plan are based on the fair value of the outstanding PSUs and are presented in other accrued expenses (current portion) or other liabilities in the â€‹22Table of Contentscondensed consolidated balance sheets. Â Gains and losses resulting from changes in the fair value of the PSUs are presented in selling and administrative expenses in the Companyâ€™s condensed consolidated statements of earnings. Â The fair value of each PSU is based on an unadjusted quoted market price for the Companyâ€™s common stock in an active market with sufficient volume and frequency on each measurement date (Level 1).Restricted Stock Units for Non-Employee DirectorsUnder the Companyâ€™s incentive compensation plans, cash-equivalent restricted stock units (â€œRSUsâ€) of the Company were previouslyÂ granted at no cost to non-employee directors. Â These cash-equivalent RSUs are subject to a vesting requirement (usually one year), earn dividend-equivalent units, and are settled in cash on the date the director terminates service or such earlier date as a director may elect, subject to restrictions, based on the then current fair value of the Companyâ€™s common stock. Â The fair value of each cash-equivalent RSU is based on an unadjusted quoted market price for the Companyâ€™s common stock in an active market with sufficient volume and frequency on each measurement date (Level 1). Â Additional information related to RSUs for non-employee directors is disclosed in NoteÂ 12Â to the condensed consolidated financial statements.The following table presents the Companyâ€™s assets and liabilities that are measured at fair value on a recurring basis at November 2, 2024, October 28, 2023 and February 3, 2024. Â During the thirty-nine weeks ended November 2, 2024 and October 28, 2023, there were no transfers into or out of Level 3.â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Â Â Â Â FairÂ ValueÂ Measurements($ thousands)Â Â Â Â TotalÂ Â Â Â LevelÂ 1Â Â Â Â LevelÂ 2Â Â Â Â LevelÂ 3Asset (Liability)â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â November 2, 2024:â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â Non-qualified deferred compensation plan assetsâ€‹$ 10,636â€‹Â 10,636â€‹$ â€”â€‹$ â€”Non-qualified deferred compensation plan liabilitiesâ€‹Â (10,636)â€‹Â (10,636)â€‹Â â€”â€‹â€‹ â€”Non-qualified restoration plan assetsâ€‹â€‹ 250â€‹â€‹ 250â€‹â€‹ â€”â€‹â€‹ â€”Non-qualified restoration plan liabilitiesâ€‹â€‹ (250)â€‹â€‹ (250)â€‹â€‹ â€”â€‹â€‹ â€”Deferred compensation plan liabilities for non-employee directorsâ€‹Â (1,597)â€‹Â (1,597)â€‹Â â€”â€‹â€‹ â€”Restricted stock units for non-employee directorsâ€‹Â (1,807)â€‹Â (1,807)â€‹Â â€”â€‹â€‹ â€”October 28, 2023:â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â Non-qualified deferred compensation plan assetsâ€‹â€‹ 8,908â€‹â€‹ 8,908â€‹â€‹ â€”â€‹â€‹ â€”Non-qualified deferred compensation plan liabilitiesâ€‹Â (8,908)â€‹Â (8,908)â€‹Â â€”â€‹â€‹ â€”Non-qualified restoration plan liabilitiesâ€‹â€‹ (173)â€‹â€‹ (173)â€‹â€‹â€‹â€‹â€‹Deferred compensation plan liabilities for non-employee directorsâ€‹Â (1,547)â€‹Â (1,547)â€‹Â â€”â€‹â€‹ â€”Restricted stock units for non-employee directorsâ€‹Â (2,057)â€‹Â (2,057)â€‹Â â€”â€‹â€‹ â€”February 3, 2024:â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â â€‹â€‹Â Â Non-qualified deferred compensation plan assetsâ€‹Â 9,494â€‹Â 9,494â€‹Â â€”â€‹â€‹ â€”Non-qualified deferred compensation plan liabilitiesâ€‹Â (9,494)â€‹Â (9,494)â€‹Â â€”â€‹â€‹ â€”Non-qualified restoration plan assetsâ€‹Â 271â€‹Â 271â€‹Â â€”â€‹â€‹ â€”Non-qualified restoration plan liabilitiesâ€‹â€‹ (271)â€‹â€‹ (271)â€‹â€‹ â€”â€‹â€‹ â€”Deferred compensation plan liabilities for non-employee directorsâ€‹Â (1,921)â€‹Â (1,921)â€‹Â â€”â€‹â€‹ â€”Restricted stock units for non-employee directorsâ€‹Â (2,606)â€‹Â (2,606)â€‹Â â€”â€‹â€‹ â€”â€‹â€‹Impairment ChargesThe Company assesses the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Â Factors the Company considers important that could trigger an impairment review include underperformance relative to historical or projected future operating results, a significant change in the manner of the use of the asset, or a negative industry or economic trend. Â When the Company determines that the carrying value of long-lived assets may not be recoverable based upon the existence of one or more of the aforementioned factors, impairment is measured based on a projected discounted cash flow method. Â Certain factors, such as estimated store sales and expenses, used for this nonrecurring fair value measurement are considered Level 3 inputs as defined by FASB ASC Topic 820, Fair Value Measurement. Â Long-lived assets held and used with carrying amounts of $651.5 million and $559.0Â million at November 2, 2024 and October 28, 2023, respectively, were assessed for indicators of impairment. Â This assessment â€‹23Table of Contentsresulted in impairment charges for operating lease right-of-use assets, leasehold improvements and furniture and fixtures in the Companyâ€™s retail stores. Â â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Ended â€‹Thirty-Nine Weeks Ended â€‹($ thousands)Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â Long-Lived Asset Impairment Charges:Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â â€‹Â Â Â Famous Footwearâ€‹$ 287â€‹$ 175â€‹$ 787â€‹$ 589â€‹Brand Portfolioâ€‹Â 253â€‹Â â€”â€‹Â 553â€‹Â â€”â€‹Total long-lived asset impairment chargesâ€‹$ 540â€‹$ 175â€‹$ 1,340â€‹$ 589â€‹â€‹Fair Value of the Companyâ€™s Other Financial InstrumentsThe fair values of cash and cash equivalents, receivables and trade accounts payable approximate their carrying values due to the short-term nature of these instruments (Level 1).The fair values of the borrowings under revolving credit agreement of $238.5 million and $222.0 million as of November 2, 2024 and October 28, 2023, respectively, approximate their carrying values due to the short-term nature of the borrowings (Level 1). Â â€‹NoteÂ 15Â Â Income TaxesThe Companyâ€™s consolidated effective tax rate can vary considerably from period to period, depending on a number of factors. Â The Companyâ€™s consolidated effective tax rates were 23.6% and 23.5% for the thirteen weeks ended November 2, 2024 and October 28, 2023, respectively. Â The Companyâ€™s consolidated effective tax rates were 23.8% and 24.1% for the thirty-nine weeks ended November 2, 2024 and October 28, 2023, respectively. Â The lower effective tax rate for the thirty-nine weeks ended November 2, 2024 reflects discrete tax benefits of $1.1 million related to the Companyâ€™s share-based compensation, compared to discrete tax benefits of $0.9 million for the thirty-nine weeks ended October 28, 2023.As ofÂ November 2, 2024,Â noÂ deferred taxes have been provided on the accumulated unremitted earnings of the Companyâ€™s foreign subsidiaries that are not subject to United States income tax, beyond the amounts recorded for the one-time transition tax for the mandatory deemed repatriation of cumulative international earnings, as required by the Tax Cuts and Jobs Act. Â The Company periodically evaluates its international investment opportunities and plans, as well as its international working capital needs, to determine the level of investment required and, accordingly, determines the level of international earnings that is considered indefinitely reinvested. Â Based upon that evaluation, earnings of the Companyâ€™s international subsidiaries that are not otherwise subject to United States taxation are considered to be indefinitely reinvested, and accordingly, deferred taxes have not been provided. Â If changes occur in future investment opportunities and plans, those changes will be reflected when known and may result in providing residual United States deferred taxes on unremitted international earnings.â€‹NoteÂ 16Â Â Commitments and ContingenciesEnvironmental RemediationPrior operations included numerous manufacturing and other facilities for which the Company may have responsibility under various environmental laws for the remediation of conditions that may be identified in the future. Â The Company is involved in environmental remediation and ongoing compliance activities at several sites and has been notified that it is or may be a potentially responsible party at several other sites.RedfieldThe Company is remediating, under the oversight of Colorado authorities, the groundwater and indoor air at its owned facility in Colorado (the â€œRedfield siteâ€ or, when referring to remediation activities at or under the facility, the â€œon-site remediationâ€) and residential neighborhoods adjacent to and near the property (the â€œoff-site remediationâ€) that have been affected by solvents previously used at the facility. Â The on-site remediation calls for the operation of a pump and treat system (which prevents migration of contaminated groundwater off the property) as the final remedy for the site, subject to monitoring and periodic review of the on-site conditions and other remedial technologies that may be developed in the future. Â In 2016, the Company submitted a revised plan to address on-site conditions, including direct treatment of source areas, and received approval from the oversight authorities to begin implementing the revised plan. Â The Company received permission from the oversight authorities to convert the pump and treat system to a passive treatment barrier system and completed the conversion during 2023.â€‹24Table of ContentsOff-site groundwater concentrations have been reducing over time since installation of the pump and treat system in 2000 and injection of clean water beginning in 2003. Â However, localized areas of contaminated bedrock just beyond the property line continue to impact off-site groundwater. Â The modified work plan for addressing this condition includes converting the off-site bioremediation system into a monitoring well network and employing different remediation methods in these recalcitrant areas. In accordance with the work plan, a pilot test was conducted of certain groundwater remediation methods and the results of that test were used to develop more detailed plans for remedial activities in the off-site areas, which were approved by the authorities and are being implemented in a phased manner. Â The results of groundwater monitoring are being used to evaluate the effectiveness of these activities. Â The Company continues to implement the expanded remedy work plan that was approved by the oversight authorities in 2015 and to work with the oversight authorities on the off-site work plan.The cumulative expenditures for both on-site and off-site remediation through November 2, 2024 were $34.7Â million. Â The Company has recovered a portion of these expenditures from insurers and other third parties. Â The reserve for the anticipated future remediation activities at November 2, 2024 is $9.3Â million, of which $8.4 million is recorded within other liabilities and $0.9Â million is recorded within other accrued expenses. Â Of the total $9.3Â million reserve, $4.9Â million is for off-site remediation and $4.4Â million is for on-site remediation. The liability for the on-site remediation was discounted at 4.8%. Â On an undiscounted basis, the on-site remediation liability would be $12.5Â million as of November 2, 2024. Â The Company expects to spend approximately $0.2 million in 2024, $0.1 million in each of the following fourÂ years and $11.9Â million in the aggregate thereafter related to the on-site remediation.OtherVarious federal and state authorities have identified the Company as a potentially responsible party for remediation at certain other sites. However, the Company does not currently believe that its liability for such sites, if any, would be material.The Company continues to evaluate its remediation plans in conjunction with its environmental consultants and records its best estimate of remediation liabilities. Â However, future actions and the associated costs are subject to oversight and approval of various governmental authorities. Â Accordingly, the ultimate costs may vary, and it is possible costs may exceed the recorded amounts.LitigationThe Company is involved in legal proceedings and litigation arising in the ordinary course of business. In the opinion of management, the outcome of such ordinary course of business proceedings and litigation currently pending is not expected to have a material adverse effect on the Companyâ€™s results of operations or financial position. Legal costs associated with litigation are generally expensed as incurred.â€‹â€‹25Table of ContentsITEMÂ 2Â Â Â Â MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSâ€‹OVERVIEWBusiness OverviewWe are a global footwear company that operates retail stores and e-commerce websites, and designs, develops, sources, manufactures and distributes footwear for people of all ages. Â Our mission is to inspire people to feel great...feet first. Â We offer retailers and consumers a diversified portfolio of leading footwear brands. Â Outfitted in our brands, customers can step confidently into every aspect of their lives. Â As both a retailer and a wholesaler, we have a perspective on the marketplace that enables us to serve consumers from different vantage points. Â We believe our diversified business model provides us with synergies by spanning consumer segments, categories and distribution channels. Â A combination of thoughtful planning and rigorous execution is key to our success in optimizing our business and portfolio of brands. Â â€‹Known Trends Impacting Our BusinessBased on the current macroeconomic environment and our recent operating results, we believe the following trends may continue to impact our business and operating results:â€‹Macroeconomic Environment Macroeconomic factors, including, among others, inflation, elevated interest rates, increased real estate costs and higher consumer debt levels continued to impact consumer discretionary spending and our financial results during the first nine months of 2024. Â We continued to experience lighter consumer traffic in our retail stores during the third quarter, resulting in lower net sales. Â While we believe that the structural changes we have implemented in the last few years, as well as our diversified model and operational discipline, enable the Company to drive value in a variety of market conditions, changes in macro-level consumer spending trends may continue to adversely impact our financial results in the future. Â We believe our focus on cost control and our commitment to execute our clearly defined strategic initiatives have positioned us for sustainable, long-term growth.â€‹Liquidity Our liquidity position remains strong, with $33.4 million in cash and cash equivalents and excess availability on our revolving credit agreement of $252.1 million as of November 2, 2024. Â During the nine months ended November 2, 2024, borrowings on our revolving credit agreement increased by $53.8 million to $238.5 million, primarily driven by $65.5 million of our common stock repurchases under our share repurchase programs. Â While our interest expense during the fourth quarter of 2024 will continue to be negatively impacted by the elevated interest rates, we expect to reduce the borrowings under our revolving credit agreement to mitigate the impact of the high interest rate environment. Â Â Â Â Financial HighlightsHighlights of our consolidated and segment results for the third quarter of 2024 and 2023 are as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirteen Weeks Ended â€‹â€‹â€‹â€‹â€‹($ millions, except per share amounts)â€‹November 2, 2024Â Â Â Â October 28, 2023â€‹Change (1)Consolidated net salesâ€‹$740.9 â€‹â€‹$761.9 â€‹â€‹($21.0)â€‹(2.8)%Famous Footwear segment net salesâ€‹$428.3 â€‹â€‹$449.8 â€‹â€‹($21.5)â€‹(4.8)%Famous Footwear comparable sales % changeâ€‹ 2.5%â€‹ (6.9)%â€‹n/mâ€‹n/mâ€‹Brand Portfolio segment net salesâ€‹$322.9 â€‹â€‹$320.8 â€‹â€‹$2.1 â€‹0.7 %Gross profitâ€‹$327.0 â€‹â€‹$340.4 â€‹â€‹($13.4)â€‹(3.9)%Gross marginâ€‹ 44.1%â€‹ 44.7%â€‹n/mâ€‹(55 bps)Operating earningsâ€‹$56.7 â€‹â€‹$64.4 â€‹â€‹($7.7)â€‹ (12.0)%Diluted earnings per shareâ€‹$1.19 â€‹â€‹$1.32 â€‹â€‹($0.13)â€‹ (9.8)%(1)n/m â€“ not meaningfulâ€‹â€‹26Table of ContentsMetrics Used in the Evaluation of Our BusinessThe following areÂ a few key metrics by which we evaluate our business, identify trendsÂ and make strategic decisions:Comparable salesThe comparable sales metric is a metric commonly used in the retail industry to evaluate the revenue generated for stores that have been open for more than aÂ year, though otherÂ retailers may calculate the metric differently. Â Management uses the comparable sales metric as a measure of an individual storeâ€™s success to determine whether it is performing in line with expectations. Â Our comparable sales metric is a daily-weighted calculation for the period, which includes sales for stores that have been open for at least 13Â months. Â In addition, in order to be included in the comparable sales metric, a store must be open in the current period as well as the corresponding day(s)Â of the comparable retail calendar in the priorÂ year. Â Accordingly, closed stores are excluded from the comparable sales metric for each day of the closure. Â Relocated stores are treated as new stores and therefore excluded from the calculation. Â E-commerce sales for those websites that function as an extension of a retail chain are included in the comparable sales calculation. Â In fiscal years with 53 weeks (e.g. 2023), the 53rd week of comparable sales is included in the calculation. Â In the following year (e.g. 2024), the prior fiscal year period is shifted by one week to compare similar calendar weeks. Â We believe the comparable sales metric is useful to shareholders and investors in assessing our retail sales performance of existing locations with comparable priorÂ year sales, separate from the impact of store openings or store closures.Sales per square footThe sales per square foot metric is commonly used in the retail industry toÂ calculate the efficiency of sales based upon the square footage in a store. Â Management uses the sales per square foot metric as a measure of an individual storeâ€™s success to determine whether it is performing in line with expectations. The sales per square foot metric is calculated by dividing total retail store sales, excluding e-commerce sales and the retail operations of our joint venture in China, by the total square footage of the retail store base in North America at the end of eachÂ month of the respective period. Â Direct-to-consumer salesDirect-to-consumer sales includes sales from our retail stores, our company-owned websites and sales through our customersâ€™ websites that we fulfill on a drop-ship basis. Â While we take an omni-channel approach to reach consumers, we believe that our direct-to-consumer channels reinforce the image of our brands and strengthens our connection with the end consumer. Â In addition, direct-to-consumer sales generally result in a higher gross margin for the Company as compared to wholesale sales. Â As a result, management monitors trends in direct-to-consumer sales as a percentage of our Brand Portfolio segment and total consolidated net sales.RESULTS OF OPERATIONSâ€‹Following are the consolidated results and the results by segment:â€‹CONSOLIDATED RESULTSâ€‹Â Â Â Â Thirteen Weeks Ended â€‹â€‹Thirty-Nine Weeks Ended Â Â Â Â â€‹Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â â€‹â€‹â€‹â€‹â€‹% ofâ€‹â€‹â€‹â€‹% ofâ€‹â€‹â€‹â€‹â€‹% ofâ€‹â€‹â€‹â€‹% ofâ€‹($ millions)Â Â Â Â Â Â â€‹Â Â Â Â Net SalesÂ Â Â Â Â Â â€‹Â Â Â Â Net SalesÂ Â Â Â Â Â Â Â Â Â â€‹Â Â Â Â Net SalesÂ Â Â Â Â Â â€‹Â Â Â Â Net SalesÂ Â Â Â Net salesâ€‹$ 740.9Â 100.0%Â Â $ 761.9Â 100.0%Â Â â€‹$ 2,083.5Â 100.0%Â Â $ 2,120.2Â 100.0%Â Â Cost of goods soldâ€‹Â 413.9Â 55.9%Â Â Â 421.5Â 55.3%Â Â â€‹Â 1,136.6Â 54.5%Â Â Â 1,163.0Â 54.9%Â Â Gross profitâ€‹Â 327.0Â 44.1%Â Â Â 340.4Â 44.7%Â Â â€‹Â 946.9Â 45.5%Â Â Â 957.2Â 45.1%Â Â Selling and administrative expensesâ€‹Â 268.7Â 36.2%Â Â Â 273.7Â 35.9%Â Â â€‹Â 803.3Â 38.6%Â Â Â 789.6Â 37.2%Â Â Restructuring and other special charges, netâ€‹Â 1.6Â 0.2%Â Â Â 2.3Â 0.3%Â Â â€‹Â 1.6Â 0.1%Â Â Â 3.9Â 0.2%Â Â Operating earningsâ€‹Â 56.7Â 7.7%Â Â Â 64.4Â 8.5%Â Â â€‹Â 142.0Â 6.8%Â Â Â 163.7Â 7.7%Â Â Interest expense, netâ€‹Â (2.9)Â (0.4)%Â Â Â (4.5)Â (0.6)%Â Â â€‹Â (10.0)â€‹ (0.5)%Â Â Â (15.3)Â (0.7)%Â Â Other income, netâ€‹Â 0.0Â 0.0%Â Â Â 1.6Â 0.2%Â Â â€‹Â 2.2â€‹ 0.1%Â Â Â 4.7Â 0.2%Â Â Earnings before income taxesâ€‹Â 53.8Â 7.3%Â Â Â 61.5Â 8.1%Â Â â€‹Â 134.2Â 6.4%Â Â Â 153.1Â 7.2%Â Â Income tax provisionâ€‹Â (12.7)Â (1.7)%Â Â Â (14.5)Â (1.9)%Â Â â€‹Â (32.0)Â (1.5)%Â Â Â (36.9)Â (1.7)%Â Â Net earningsâ€‹Â 41.1Â 5.6%Â Â Â 47.0â€‹ 6.2%Â Â â€‹Â 102.2Â 4.9%Â Â Â 116.2â€‹ 5.5%Â Â Net (loss) earnings attributable to noncontrolling interestsâ€‹Â (0.3)Â (0.0)%Â Â Â 0.1Â 0.0%Â Â â€‹Â (0.1)Â (0.0)%Â Â Â 0.6Â 0.0%Â Â Net earnings attributable to Caleres, Inc.â€‹$ 41.4Â 5.6%Â Â $ 46.9Â 6.2%Â Â â€‹$ 102.3Â 4.9%Â Â $ 115.6Â 5.5%Â Â â€‹Net SalesNet sales decreased $21.0 million, or 2.8%, to $740.9Â million for the third quarter of 2024, compared toÂ $761.9 million for the third quarter of 2023, driven by a $21.5 million, or 4.8%, decline in net sales for our Famous Footwear segment largely due to the retail calendar shift associated with the 53rd week in fiscal year 2023, as well as softer seasonal demand in the boots category. Â The decrease in the Famous â€‹27Table of ContentsFootwear segment net sales was partially offset by an increase in net sales in the Brand Portfolio segment of $2.2 million, or 0.7% during the third quarter of 2024, with our brands with premium positioning generally outperforming our other brands. Â We also experienced growth in sales from our owned e-commerce businesses, which increased approximately 2.1% on a consolidated basis compared to the third quarter of 2023. Â Our direct-to-consumer sales represented approximately 72% of consolidated net sales for the third quarter of 2024, compared to 73% in the third quarter of 2023. Â We remain focused on maximizing the vertical opportunity between the Famous Footwear and Brand Portfolio segments, with LifeStride, Dr. Schollâ€™s, Naturalizer and Blowfish Malibu representing four of Famous Footwearâ€™s top 20 best-selling footwear brands during the quarter.Net sales decreased $36.7 million, or 1.7%, to $2,083.5 million for the nine months ended November 2, 2024, compared to $2,120.2 million for the nine months ended October 28, 2023. Â Net sales for our Brand Portfolio segment decreased $21.6 million, or 2.3% during the nine months ended November 2, 2024, compared to the nine months ended October 28, 2023. Â In addition, net sales for our Famous Footwear segment decreased $15.1 million, or 1.2%, in the nine months ended November 2, 2024, compared to the nine months ended October 28, 2023, due in part to a decline in customer traffic in our retail stores. Â Comparable sales decreased 0.9% in the nine months ended November 2, 2024. Â On a consolidated basis, our direct-to-consumer sales were approximately 72% of total net sales for both the nine months ended November 2, 2024 and the nine months ended October 28, 2023.Gross ProfitGross profit decreased $13.4Â million, or 3.9%,Â to $327.0 million for the third quarter of 2024, compared to $340.4 million for the third quarter of 2023. Â As aÂ percentage of net sales, gross profit decreased toÂ 44.1% for the third quarter of 2024, compared toÂ 44.7% for the third quarter of 2023, driven by a decrease in the gross margin of our Famous Footwear segment, partially offset by a slight increase in the gross margin of our Brand Portfolio segment. Â The lower gross margin at Famous Footwear reflects an increase in promotional activity and higher clearance sales, partially due to aged boot inventory. Â In addition, we experienced higher freight costs, due in part to the higher mix of e-commerce sales.Gross profit decreased $10.3 million, or 1.1%, to $946.9 million for the nine months ended November 2, 2024, compared to $957.2 million for the nine months ended October 28, 2023. Â As a percentage of net sales, gross profit increased to 45.5% for the nine months ended November 2, 2024, compared to 45.1% for the nine months ended October 28, 2023, driven by an increase in the gross margin of our Brand Portfolio segment, reflecting higher merchandise margins and a higher mix of retail sales, including e-commerce sales from our owned brands and sales from our branded retail stores, both of which have higher gross margins than our wholesale sales. Â This increase was partially offset by a decrease in the gross margin in the Famous Footwear segment, driven by higher levels of promotional activity and clearance sales.We classify certain warehousing, distribution, sourcing and other inventory procurement costs in selling and administrative expenses. Â Accordingly, our gross profit and selling and administrative expense rates, as aÂ percentage of net sales, may not be comparable to other companies.Selling and Administrative ExpensesSelling and administrative expenses decreased $5.0 million, or 1.8%, toÂ $268.7 million for the third quarter of 2024, compared toÂ $273.7 million for the third quarter of 2023. Â The decrease was driven by lower expenses for our cash and share-based incentive compensation. Â The decrease was partially offset by higher facilities costs, reflecting higher depreciation associated with the investment in Famous Footwear store renovations and upgrades and higher store rent expense as leases are renewed, higher salary and benefit expenses, higher information technology and consulting expense associated with the implementation of our cloud-based ERP platform, and higher marketing expenses driven by marketing investments for certain brands. As aÂ percentage of net sales, selling and administrative expenses increased to 36.2%Â for the third quarter of 2024, fromÂ 35.9% for the third quarter of 2023. Selling and administrative expenses increased $13.7 million, or 1.7%, toÂ $803.3 million for the nine months ended November 2, 2024, compared toÂ $789.6 million for the nine months ended October 28, 2023. Â The increase was primarily due to higher salary and benefit expenses, higher marketing expenses, higher information technology and consulting expense associated with the implementation of our cloud-based ERP platform, and higher facilities costs, partially offset by lower expenses for our cash and share-based incentive compensation. Â As aÂ percentage of net sales, selling and administrative expenses increased to 38.6%Â for the nine months ended November 2, 2024, fromÂ 37.2% for the nine months ended October 28, 2023.â€‹28Table of ContentsRestructuring and Other Special Charges, NetRestructuring and other special charges of $1.6 million for the three and nine months ended November 2, 2024 were associated with restructuring costs, primarily severance. Â Restructuring and other special charges of $2.3 million and $3.9 million for the three and nine months ended October 28, 2023, respectively, were associated with expense reduction initiatives. Â Refer to Note 5 to the condensed consolidated financial statements for additional information related to these charges. Â â€‹Operating EarningsOperating earnings decreased $7.7Â millionÂ to $56.7 million for the third quarter of 2024, compared to $64.4 million for the third quarter of 2023, reflecting the factors described above. Â As aÂ percentage of net sales, operating earnings were 7.7% for the third quarter of 2024, compared to 8.5% for the third quarter of 2023. Operating earnings decreased $21.7Â millionÂ to $142.0 million for the nine months ended November 2, 2024, compared to $163.7 million for the nine months ended October 28, 2023, primarily reflecting lower net sales. Â As aÂ percentage of net sales, operating earnings were 6.8% for the nine months ended November 2, 2024, compared to 7.7% for the nine months ended October 28, 2023.Interest Expense, NetInterest expense, net decreasedÂ $1.6 million, or 35.1%, toÂ $2.9 million for the third quarter of 2024, compared toÂ $4.5 million for the third quarter of 2023. Â Interest expense, net decreasedÂ $5.3 million, or 34.2%, toÂ $10.0 million for the nine months ended November 2, 2024, compared toÂ $15.3 million for the nine months ended October 28, 2023. Â The decreases primarily reflect lower average borrowings on the revolving credit facility. Â The interest on our revolving credit facility is based on a variable rate, which adversely impacts our interest expense in the current elevated interest rate environment. Â While our interest expense for the remainder of 2024 will continue to be adversely impacted by the elevated interest rates, we expect to reduce the borrowings under our revolving credit agreement to mitigate the impact of the high interest rate environment. Other Income, NetOther income, net decreasedÂ $1.6 million toÂ an immaterial amount for the third quarter of 2024, compared toÂ $1.6 million for the third quarter of 2023, and decreasedÂ $2.5 million, or 52.7%, toÂ $2.2 million for the nine months ended November 2, 2024, compared toÂ $4.7 million for the nine months ended October 28, 2023. Â The decreases are primarily attributable to higher amortization of the actuarial loss related to our pension plans. Â Refer to Note 13 of the condensed consolidated financial statements for further information. Â These decreases were partially offset by non-operating income associated with logistics services provided to a third party, which the Company began providing in the second half of 2023.Income Tax ProvisionOur effective tax rate can vary considerably from period to period, depending on a number of factors. Â Our consolidated effective tax rate was 23.6% for the third quarter of 2024, compared to 23.5% for the third quarter of 2023. Â Our consolidated effective tax rate was 23.8% for the nine months ended November 2, 2024, compared to 24.1% for the nine months ended October 28, 2023. Â The lower effective tax rate was driven by discrete tax benefits, primarily related to share-based compensation, of approximately $1.1 million in the nine months ended November 2, 2024, compared to $0.9 million in the nine months ended October 28, 2023.In 2021, the Organization for Economic Cooperation and Development (OECD) released Pillar Two Global Anti-Base Erosion model rules, designed to ensure large corporations are taxed at a minimum rate of 15% in all countries of operation. Â The OECD continues to release guidance and countries are implementing legislation to adopt the rules, which became effective on January 1, 2024. Â The United States has not yet enacted legislation implementing Pillar Two. Â We are continuing to evaluate the Pillar Two rules and their potential impact on future periods, but we do not expect the rules to have a material impact on our tax provision or effective tax rate.â€‹Net EarningsÂ Attributable to Caleres,Â Inc.Net earnings attributable to Caleres,Â Inc. were $41.4Â million and $102.3 million for the third quarter and nine months ended November 2, 2024, respectively, compared to $46.9 million and $115.6 million for the third quarter and nine months ended October 28, 2023, respectively, as a result of the factors described above.â€‹29Table of ContentsFAMOUS FOOTWEARâ€‹Thirteen Weeks Ended â€‹â€‹Thirty-Nine Weeks Ended â€‹â€‹â€‹November

2, 2024Â Â Â â€‹October 28, 2023Â Â Â Â Â Â Â November 2, 2024Â Â Â â€‹October 28, 2023â€‹â€‹â€‹â€‹â€‹â€‹% ofâ€‹â€‹â€‹â€‹â€‹% ofâ€‹â€‹â€‹â€‹â€‹% ofâ€‹â€‹â€‹â€‹â€‹% ofâ€‹($ millions, except sales per square foot)Â Â Â Â â€‹â€‹Â Â Â Â Net SalesÂ Â Â Â â€‹â€‹â€‹Â Â Â Â Net SalesÂ Â Â Â Â Â Â Â â€‹â€‹Â Â Â Â Net SalesÂ Â Â Â â€‹â€‹â€‹Â Â Â Â Net SalesÂ Â Â Â Net salesâ€‹$ 428.3â€‹ 100.0%â€‹$ 449.8â€‹ 100.0%â€‹$ 1,198.1â€‹ 100.0%â€‹$ 1,213.2â€‹ 100.0%Cost of goods soldâ€‹â€‹ 244.5â€‹ 57.1%â€‹â€‹ 251.0â€‹ 55.8%â€‹â€‹ 663.9â€‹ 55.4%â€‹â€‹ 663.8â€‹ 54.7%Gross profitâ€‹â€‹ 183.8â€‹ 42.9%â€‹$ 198.8â€‹ 44.2%â€‹â€‹ 534.2â€‹ 44.6%â€‹$ 549.4â€‹ 45.3%Selling and administrative expensesâ€‹â€‹ 154.0â€‹ 36.0%â€‹â€‹ 151.0â€‹ 33.6%â€‹â€‹ 453.2â€‹ 37.9%â€‹â€‹ 443.8â€‹ 36.6%Restructuring and other special charges, netâ€‹â€‹ 0.2â€‹ 0.0%â€‹â€‹ 1.2â€‹ 0.2%â€‹â€‹ 0.2â€‹ 0.0%â€‹â€‹ 1.3â€‹ 0.1%Operating earningsâ€‹$ 29.6â€‹ 6.9%â€‹$ 46.6â€‹ 10.4%â€‹$ 80.8â€‹ 6.7%â€‹$ 104.3â€‹ 8.6%â€‹â€‹â€‹Â Â â€‹Â Â â€‹â€‹â€‹Â Â â€‹Â Â â€‹â€‹â€‹Â Â â€‹Â Â â€‹â€‹â€‹Â Â â€‹Â Â â€‹Key Metricsâ€‹â€‹Â Â â€‹â€‹Â Â â€‹Â Â â€‹â€‹â€‹Â Â â€‹Â Â â€‹â€‹â€‹Â Â â€‹Â Â â€‹Comparable sales % changeâ€‹â€‹ 2.5%Â Â â€‹â€‹ (6.9)%Â Â â€‹â€‹ (0.9)%Â Â â€‹â€‹ (6.5)%Â Â â€‹Comparable sales $ changeâ€‹$ 10.3â€‹Â Â â€‹â€‹$ (32.4)â€‹Â Â â€‹â€‹$ (10.2)â€‹Â Â â€‹â€‹$ (82.4)â€‹Â Â â€‹Sales change from new and closed stores, netâ€‹$ (31.7)â€‹Â Â â€‹â€‹$ 0.4â€‹Â Â â€‹â€‹$ (4.5)â€‹Â Â â€‹â€‹$ (6.1)â€‹Â Â â€‹Impact of changes in Canadian exchange rate on salesâ€‹$ (0.1)â€‹Â Â â€‹â€‹$ (0.2)â€‹Â Â â€‹â€‹$ (0.4)â€‹Â Â â€‹â€‹$ (1.1)â€‹Â Â â€‹Sales per square foot, excluding e-commerce (thirteen and thirty-nine weeks ended)â€‹$ 65â€‹Â Â â€‹â€‹$69â€‹Â Â â€‹â€‹$ 185â€‹Â Â â€‹â€‹$ 188â€‹Â Â â€‹Sales per square foot, excluding e-commerce (trailing twelve months)â€‹$ 244â€‹Â Â â€‹â€‹$246â€‹Â Â â€‹â€‹$ 244â€‹Â Â â€‹â€‹$ 246â€‹Â Â â€‹Square footage (thousand sq. ft.)â€‹Â 5,592â€‹Â Â â€‹â€‹â€‹ 5,677â€‹Â Â â€‹â€‹Â 5,592â€‹Â Â â€‹â€‹â€‹ 5,677â€‹Â Â â€‹â€‹â€‹Â Â â€‹â€‹â€‹Â Â â€‹â€‹â€‹Â Â â€‹â€‹â€‹Â Â â€‹Stores openedâ€‹Â 6â€‹Â Â â€‹â€‹â€‹ 3â€‹Â Â â€‹â€‹Â 12â€‹Â Â â€‹â€‹â€‹ 5â€‹Â Â â€‹Stores closedâ€‹Â 10â€‹Â Â â€‹â€‹â€‹ 2â€‹Â Â â€‹â€‹Â 21â€‹Â Â â€‹â€‹â€‹ 16â€‹Â Â â€‹Ending storesâ€‹Â 851â€‹Â Â â€‹â€‹â€‹ 862â€‹Â Â â€‹â€‹Â 851â€‹Â Â â€‹â€‹â€‹ 862â€‹Â Â â€‹â€‹Net SalesNet sales of $428.3 million in the third quarter of 2024 decreased $21.5Â million, or 4.8%, compared to the third quarter of 2023 driven by the retail calendar shift associated with the 53rd week in fiscal year 2023. Â The shift resulted in one less week of our high-volume back-to-school selling season in the third quarter of 2024 compared to the third quarter of last year. Â Comparable sales, which reflects the calendar shift, increased 2.5%. Â We experienced a strong start to the third quarter of 2024 with the back-to-school selling season, but sales moderated as the quarter progressed. Â During the third quarter of 2024, we experienced soft demand in our boots category due in part to the unseasonably warm fall weather. Â Our sales were also adversely impacted by late product receipts of certain athletic footwear during the important back-to-school selling season. Â Our kids category, which is a key differentiator for Famous Footwear, continues to outperform many of our categories. Â Penetration of the kids category to total Famous Footwear sales was 25% in the third quarter of 2024. Â Our athletics category performed well during the quarter, driven by several of our key brands. Â We also experienced growth in our e-commerce sales and higher penetration of this channel in the third quarter of 2024. Â Penetration of e-commerce sales increased to approximately 15% of net sales in the third quarter of 2024, compared to 13% in the third quarter of 2023. Â We opened six stores and closed 10 stores during the third quarter of 2024, resulting in 851 stores and total square footage of 5.6Â million at the end of theÂ quarter, compared to 862 stores and total square footage of 5.7 million at the end of theÂ third quarter of 2023. Â Sales to members of our customer loyalty program, Famously You Rewards, continue to account for a majority of the segmentâ€™s sales, with approximately 74% of our net sales made to program members in the third quarter of 2024, compared to 77% in the third quarter of 2023.Net sales of $1,198.1 million in the nine months ended November 2, 2024 decreased $15.1Â million, or 1.2%, compared to the nine months ended October 28, 2023, primarily due to the same factors described for the third quarter. Â Comparable sales declined 0.9% in the nine months ended November 2, 2024, driven by a decline in customer traffic in our retail stores. Â Athletics and casual continue to be our top-selling categories, while sales in the fashion categories, including boots, were weaker. Â We remain focused on maximizing the vertical opportunity between the Famous Footwear and Brand Portfolio segments, with Dr. Schollâ€™s, LifeStride, Naturalizer and Blowfish Malibu representing four of Famous Footwearâ€™s top 20 best-selling footwear brands for the nine months ended November 2, 2024. Â During the first nine months of 2024, we opened 12 stores and closed 21 stores. Â During the nine months ended November 2, 2024, we also converted 11 stores to the new FLAIR (Famous Localized and Immersive Retail) concept, which has been successful in driving sales growth, and ended the quarter with a total of 32 FLAIR stores. Â Â â€‹30Table of ContentsGross ProfitGross profit decreasedÂ $15.0 million, or 7.5%, toÂ $183.8 million for the third quarter of 2024, compared toÂ $198.8 million for the third quarter of 2023. Â As aÂ percentage of net sales, our gross profit decreased toÂ 42.9% for the third quarter of 2024, fromÂ 44.2% for the third quarter of 2023 as a result of higher levels of promotional activity. Higher levels of clearance selling, due in part to aged boot inventory, also negatively impacted our gross profit margin during the quarter. Â In addition, we experienced higher freight costs, due in part to the higher mix of e-commerce sales. Â Â Â Gross profit decreasedÂ $15.2 million, or 2.8%, toÂ $534.2 million for the nine months ended November 2, 2024, compared toÂ $549.4 million for the nine months ended October 28, 2023, driven by lower net sales. Â As aÂ percentage of net sales, our gross profit decreased toÂ 44.6% for the nine months ended November 2, 2024, compared toÂ 45.3% for the nine months ended October 28, 2023, driven by higher levels of promotional activity and clearance sales. Â Â Selling and Administrative ExpensesSelling and administrative expenses increasedÂ $3.0 million, or 2.0%, toÂ $154.0 million for the third quarter of 2024, compared toÂ $151.0 million for the third quarter of 2023. Â The increase was primarily driven by higher facilities costs, including depreciation expense associated with the investments in the FLAIR store concept, and higher salary and benefits expenses. Â As a percentage of net sales, selling and administrative expenses increased to 36.0% for the third quarter of 2024, compared to 33.6% for the third quarter of 2023.Selling and administrative expenses increasedÂ $9.4 million, or 2.1%, toÂ $453.2 million for the nine months ended November 2, 2024, compared toÂ $443.8 million for the nine months ended October 28, 2023. Â The increase was driven by higher facilities costs and higher salary and benefits expenses, partially offset by lower marketing expenses. Â As a percentage of net sales, selling and administrative expenses increased to 37.9% for the nine months ended November 2, 2024, compared to 36.6% for the nine months ended October 28, 2023.Restructuring and Other Special Charges, NetRestructuring and other special charges of $0.2 million for the three and nine months ended November 2, 2024 were associated with restructuring costs, primarily severance. Â Restructuring and other special charges of $1.2 million and $1.3 million for the three and nine months ended October 28, 2023, respectively, were associated with expense reduction initiatives. Â Refer to Note 5 to the condensed consolidated financial statements for additional information related to these charges. Operating EarningsÂ Operating earnings decreased $17.0 million toÂ $29.6 million for the third quarter of 2024, compared to $46.6 million for the third quarter of 2023, primarily reflecting the factors described above. Â As aÂ percentage of net sales, operating earnings declined to 6.9%Â for the third quarter of 2024, compared to 10.4%Â for the third quarter of 2023.Operating earnings decreased $23.5 million toÂ $80.8 million for the nine months ended November 2, 2024, compared to $104.3 million for the nine months ended October 28, 2023. Â As aÂ percentage of net sales, operating earnings were 6.7%Â for the nine months ended November 2, 2024, compared to 8.6%Â for the nine months ended October 28, 2023.â€‹31Table of ContentsBRAND PORTFOLIOâ€‹Thirteen Weeks Ended â€‹â€‹Thirty-Nine Weeks Ended â€‹â€‹November 2, 2024Â Â Â Â â€‹October 28, 2023Â Â Â Â Â Â Â November 2, 2024Â Â Â Â â€‹October 28, 2023â€‹â€‹â€‹â€‹% ofâ€‹â€‹Â â€‹% ofâ€‹â€‹â€‹â€‹% ofâ€‹â€‹Â Â â€‹% ofâ€‹($ millions)â€‹â€‹Â Â Â Net SalesÂ Â Â Â â€‹â€‹â€‹Â Â Â Â Â Â Net SalesÂ Â Â Â Â Â Â â€‹â€‹â€‹Â Â Â Net SalesÂ Â Â Â â€‹â€‹â€‹Â Â Â Â Â Â Net SalesÂ Â Â Â Net sales$ 322.9â€‹ 100.0%â€‹$ 320.8â€‹ 100.0%â€‹$ 925.6â€‹ 100.0%â€‹$ 947.2â€‹ 100.0%Cost of goods soldâ€‹ 181.3â€‹ 56.2%â€‹â€‹ 180.6â€‹ 56.3%â€‹â€‹ 514.3â€‹ 55.6%â€‹â€‹ 539.1â€‹ 56.9%Gross profitâ€‹ 141.6â€‹ 43.8%â€‹â€‹ 140.2â€‹ 43.7%â€‹â€‹ 411.3â€‹ 44.4%â€‹â€‹ 408.1â€‹ 43.1%Selling and administrative expensesâ€‹ 106.4â€‹ 33.0%â€‹â€‹ 101.1â€‹ 31.5%â€‹â€‹ 311.1â€‹ 33.6%â€‹â€‹ 298.7â€‹ 31.5%Restructuring and other special charges, netâ€‹ 1.1â€‹ 0.3%â€‹â€‹ 0.9â€‹ 0.3%â€‹â€‹ 1.1â€‹ 0.1%â€‹â€‹ 1.7â€‹ 0.2%Operating earnings$ 34.1â€‹ 10.5%â€‹$ 38.2â€‹ 11.9%â€‹$ 99.1â€‹ 10.7%â€‹$ 107.7â€‹ 11.4%â€‹â€‹Â Â â€‹Â Â â€‹â€‹Â Â â€‹Â Â â€‹â€‹Â Â â€‹Â Â â€‹â€‹Â Â â€‹Â Â â€‹Key Metricsâ€‹Â Â â€‹Â Â â€‹â€‹Â Â â€‹Â Â â€‹â€‹Â Â â€‹Â Â â€‹â€‹Â Â â€‹Â Â â€‹Direct-to-consumer (% of net sales) (1)â€‹ 34%Â Â â€‹â€‹â€‹ 34%Â Â â€‹â€‹â€‹ 33%Â Â â€‹Change in wholesale net sales ($)$ 1.1â€‹Â Â â€‹â€‹$ (4.9)â€‹Â Â â€‹â€‹$ (26.1)â€‹Â Â â€‹â€‹$ (74.5)â€‹Â Â â€‹Change in retail net sales ($)$ 1.0â€‹Â Â â€‹â€‹$ 2.5â€‹Â Â â€‹â€‹$ 4.5â€‹Â Â â€‹â€‹$ 8.7â€‹Â Â â€‹Unfilled order position at end of period$ 246.6â€‹Â Â â€‹â€‹$ 243.9â€‹Â Â â€‹â€‹â€‹â€‹â€‹â€‹Â Â â€‹â€‹â€‹â€‹Â Â â€‹â€‹â€‹Â Â â€‹Â Â â€‹â€‹â€‹â€‹â€‹Â Â â€‹â€‹â€‹â€‹Â Â â€‹â€‹â€‹â€‹Â Â â€‹Â Â â€‹Company-Operated Stores:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹North Americaâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Stores openedâ€‹ 1â€‹Â Â â€‹â€‹â€‹ 1â€‹Â Â â€‹â€‹â€‹ 4â€‹Â Â â€‹â€‹â€‹ 3â€‹Â Â â€‹Stores closedâ€‹ â€”â€‹Â Â â€‹â€‹â€‹ â€”â€‹Â Â â€‹â€‹â€‹ 4â€‹Â Â â€‹â€‹â€‹ 4â€‹Â Â â€‹Ending stores - North America â€‹ 62â€‹â€‹â€‹â€‹â€‹ 62â€‹â€‹â€‹â€‹â€‹ 62â€‹â€‹â€‹â€‹â€‹ 62â€‹â€‹â€‹East Asiaâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Ending stores - East Asiaâ€‹ 49â€‹â€‹â€‹â€‹â€‹ 34â€‹â€‹â€‹â€‹â€‹ 49â€‹â€‹â€‹â€‹â€‹ 34â€‹â€‹â€‹Total Company-Operated Storesâ€‹ 111â€‹â€‹â€‹â€‹â€‹ 96â€‹â€‹â€‹â€‹â€‹ 111â€‹â€‹â€‹â€‹â€‹ 96â€‹International franchise locationsâ€‹ 113â€‹â€‹â€‹â€‹â€‹ 97â€‹â€‹â€‹â€‹â€‹ 113â€‹â€‹â€‹â€‹â€‹ 97â€‹â€‹â€‹Total â€‹ 224â€‹Â Â â€‹â€‹â€‹ 193â€‹Â Â â€‹â€‹â€‹ 224â€‹Â Â â€‹â€‹â€‹ 193â€‹Â Â â€‹(1)Direct-to-consumer includes sales of our retail stores and e-commerce sites and sales through our customersâ€™ websites that we fulfill on a drop-ship basis.â€‹Net SalesNet sales of $322.9 million in the third quarter of 2024 increased $2.1Â million, or 0.7%, compared to the third quarter of 2023. During the third quarter of 2024, we continued to see strong demand for new products, with momentum in fashion sneakers and certain casual footwear categories, including slingbacks, Mary Janes and ballet flats. Â We also had sales growth in our wide-shaft and tall boot categories, while our short boot category experienced soft demand. Â Our brands with premium positioning generally outperformed our other brands in the quarter. Â During the third quarter of 2024, we opened one store in the United States, resulting in a total of 62Â stores, consistent with the third quarter of 2023. Â In addition, we continued to expand our retail store presence in East Asia in the third quarter of 2024 by opening six new Sam Edelman stores and one new Naturalizer store. Â During the third quarter of 2024, we closed one Naturalizer store, resulting in a total of 49Â stores at the end of the third quarter of 2024, compared to 34 stores at the end of the third quarter of 2023. Â There were also 113 international branded stores owned and operated by third parties through franchise agreements at November 2, 2024, compared to 97 international branded stores at October 28, 2023. Â â€‹Net sales decreased $21.6 million, or 2.3%, to $925.6 million for the nine months ended November 2, 2024, compared to $947.2 million for the nine months ended October 28, 2023. Â The sales decline was driven by lower wholesale sales, partially offset by solid growth in the e-commerce business. Â Our net sales were unfavorably impacted by operational disruptions related to the launch of our new cloud-based ERP system in the second quarter of 2024, primarily while our e-commerce and drop-ship platforms were either offline or ramping up after the launch. As we progressed through the second quarter, the development of several key operational reports was delayed, resulting in a lack of visibility to certain data and tools we rely on to manage the wholesale business. Â The decrease in net sales also reflects softer demand associated with the challenging macroeconomic environment and competitive retail landscape. Â Â â€‹â€‹32Table of ContentsOur unfilled order position for our wholesale sales increased $2.7 million, or 1.1%, to $246.6 million at November 2, 2024, compared to $243.9 million at October 28, 2023. Â â€‹Gross ProfitGross profit increased $1.4 million, or 1.0%, to $141.6 million for the third quarter of 2024, compared to $140.2 million for the third quarter of 2023, driven by higher net sales. Â As aÂ percentage of net sales, our gross profit increased slightly toÂ 43.8% for the third quarter of 2024, compared toÂ 43.7% for the third quarter of 2023. Â Gross profit increased $3.2Â million, or 0.8%, toÂ $411.3 million for the nine months ended November 2, 2024, compared toÂ $408.1 million for the nine months ended October 28, 2023. Â As aÂ percentage of net sales, our gross profit increased toÂ 44.4% for the nine months ended November 2, 2024, compared toÂ 43.1% for the nine months ended October 28, 2023 reflecting higher merchandise margins and a higher mix of retail sales, including e-commerce sales from our owned brands and sales from our branded retail stores, both of which have higher gross margins than our wholesale sales. Â Selling and Administrative ExpensesSelling and administrative expenses increasedÂ $5.3 million, or 5.3%,Â toÂ $106.4 million for the third quarter of 2024, compared toÂ $101.1 million for the third quarter of 2023. Â The increase was primarily due to higher marketing expenses, higher salary and benefits expense and higher distribution expenses. Â As aÂ percentage of net sales, selling and administrative expenses increasedÂ toÂ 33.0% for the third quarter of 2024, compared to 31.5%Â for the third quarter of 2023.Selling and administrative expenses increasedÂ $12.4 million, or 4.1%,Â toÂ $311.1 million for the nine months ended November 2, 2024, compared toÂ $298.7 million for the nine months ended October 28, 2023. Â The increase was primarily due to higher salary and benefits expense, higher marketing expenses for certain brands, including Sam Edelman and Vionic, and higher distribution expenses. Â As aÂ percentage of net sales, selling and administrative expenses increasedÂ toÂ 33.6% for the nine months ended November 2, 2024, compared to 31.5%Â for the nine months ended October 28, 2023, reflecting deleveraging of expenses over lower net sales.Restructuring and Other Special Charges, NetRestructuring and other special charges of $1.1 million for the three and nine months ended November 2, 2024 were associated with restructuring costs, primarily severance. Â Restructuring and other special charges of $0.9 million and $1.7 million for the three and nine months ended October 28, 2023, respectively, were associated with expense reduction initiatives. Â Refer to Note 5 to the condensed consolidated financial statements for additional information related to these charges. Â Operating EarningsOperating earnings decreased to $34.1 million for the third quarter of 2024, from $38.2 million for the third quarter of 2023, as a result of the factors described above. Â As aÂ percentage of net sales, operating earnings were 10.5% for the third quarter of 2024, compared to 11.9%Â for the third quarter of 2023. Â Operating earnings decreased to $99.1 million for the nine months ended November 2, 2024, compared to $107.7 million for the nine months ended October 28, 2023, as a result of the factors described above. Â As aÂ percentage of net sales, operating earnings were 10.7% for the nine months ended November 2, 2024, compared to 11.4%Â in the nine months ended October 28, 2023.ELIMINATIONS AND OTHERâ€‹Thirteen Weeks Ended â€‹â€‹Thirty-Nine Weeks Ended â€‹â€‹November 2, 2024Â Â Â Â â€‹October 28, 2023Â Â Â Â Â Â Â November 2, 2024Â Â Â Â â€‹October 28, 2023â€‹â€‹â€‹â€‹% ofâ€‹â€‹â€‹â€‹% ofâ€‹â€‹â€‹â€‹% ofâ€‹â€‹â€‹â€‹% of($ millions)â€‹â€‹Net Salesâ€‹â€‹Â Â Â Net SalesÂ Â Â Â â€‹â€‹Â Â Â Net Salesâ€‹â€‹â€‹Â Â Â Net SalesNet sales$ (10.3)â€‹ 100.0%â€‹$ (8.6)â€‹ 100.0%â€‹$ (40.3)â€‹ 100.0%â€‹$ (40.2)â€‹ 100.0%Cost of goods soldâ€‹ (11.8)â€‹ 115.4%â€‹â€‹ (10.0)â€‹ 116.3%â€‹â€‹ (41.8)â€‹ 103.8%â€‹â€‹ (39.9)â€‹ 99.2%Gross profitâ€‹ 1.5â€‹ (15.4)%â€‹â€‹ 1.4â€‹ (16.3)%â€‹â€‹ 1.5â€‹ (3.8)%â€‹â€‹ (0.3)â€‹ 0.8%Selling and administrative expensesâ€‹ 8.1â€‹ (79.6)%â€‹â€‹ 21.5â€‹ (248.9)%â€‹â€‹ 39.1â€‹ (97.1)%â€‹â€‹ 47.1â€‹ (117.3)%Restructuring and other special charges, netâ€‹ 0.3â€‹ (3.0)%â€‹â€‹ 0.3â€‹ (3.3)%â€‹â€‹ 0.3â€‹ (0.8)%â€‹â€‹ 0.9â€‹ (2.1)%Operating loss$ (6.9)â€‹ 67.2%â€‹$ (20.4)â€‹ 235.9%â€‹$ (37.9)â€‹ 94.1%â€‹$ (48.3)â€‹ 120.2%â€‹The Eliminations and Other category includes the elimination of intersegment sales and profit, unallocated corporate administrative expenses, and other costs and recoveries.â€‹33Table of ContentsThe net sales elimination of $10.3 million for theÂ third quarter of 2024 isÂ $1.7 million, or 18.7%, higher than the third quarter of 2023, reflecting an increase in product soldÂ from ourÂ Brand Portfolio segment to Famous Footwear. Â The net sales elimination of $40.3 million for theÂ nine months ended November 2, 2024 isÂ $0.1 million higher than the nine months ended October 28, 2023. Â Selling and administrative expenses decreased $13.4 million, to $8.1 million in theÂ third quarter of 2024, compared toÂ $21.5 millionÂ for theÂ third quarterÂ of 2023. Â The decrease reflects lower expenses for our cash and share-based incentive compensation, partially offset by higher information technology and consulting expenses associated with the implementation of our cloud-based ERP platform. Â Selling and administrative expenses decreased $8.0 million, to $39.1 million for the nine months ended November 2, 2024, compared toÂ $47.1 millionÂ for the nine months ended October 28, 2023. Â The decrease primarily reflects the same factors described for the quarter.Restructuring and other special charges of $0.3 million for the three and nine months ended November 2, 2024 were associated with restructuring costs, primarily severance, at our corporate headquarters. Â Restructuring and other special charges of $0.3 million and $0.9 million for the three and nine months ended October 28, 2023, respectively, were associated with expense reduction initiatives at our corporate headquarters. Â Refer to Note 5 to the condensed consolidated financial statements for additional information related to these charges. Â LIQUIDITY AND CAPITAL RESOURCESâ€‹BorrowingsAs further discussed in NoteÂ 10 to the condensed consolidated financial statements, the Company maintains a revolving credit facility for working capital needs that matures on October 5, 2026. The aggregate amount available under the revolving credit facilityÂ is up to $500.0 million, subject to borrowing base restrictions,Â and may be increased by up to $250.0 million. Â Interest on the borrowings is at variable rates based on the SOFR, or the prime rate (as defined in the Credit Agreement), plus a spread.Total debt obligations of $238.5Â million at November 2, 2024 increasedÂ $16.5 million, fromÂ $222.0 million at October 28, 2023, andÂ $56.5 million, fromÂ $182.0 million at February 3, 2024. Â During the third quarter of 2024, we used our revolving credit facility to repurchase $50.0 million of shares of our common stock under our share repurchase program. Â Net interest expense for theÂ third quarter of 2024 decreased $1.6Â million to $2.9Â million, compared to $4.5 million for the third quarter of 2023, reflecting lower average borrowings and a lower weighted-average interest rate on our revolving credit facility. Â Â Â At November 2, 2024, we had $238.5 million in borrowings and $9.4 million in letters of credit outstanding under the Credit Agreement.

Â Total borrowing availability was $252.1 million at November 2, 2024. Â We were in compliance with all covenants and restrictions under the Credit Agreement as of November 2, 2024. Â Working Capital and Cash Flowâ€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹Thirty-Nine Weeks Ended â€‹â€‹($ millions)Â Â Â Â November 2, 2024Â Â Â Â October 28, 2023Â Â Â Â ChangeNet cash provided by operating activitiesâ€‹$ 75.8â€‹$ 157.2â€‹$ (81.4)Net cash used for investing activitiesâ€‹â€‹ (40.3)â€‹â€‹ (37.4)â€‹â€‹ (2.9)Net cash used for financing activitiesâ€‹â€‹ (23.2)â€‹â€‹ (119.5)â€‹â€‹ 96.3Effect of exchange rate changes on cash and cash equivalentsâ€‹â€‹ 0.0â€‹â€‹ (0.0)â€‹â€‹ 0.0Increase in cash and cash equivalentsâ€‹$ 12.3â€‹$ 0.3â€‹$ 12.0â€‹Reasons for the major variances in cash provided in the table above are as follows:Cash provided by operating activities wasÂ $81.4 million lower in the thirty-nine weeks ended November 2, 2024 as compared to the thirty-nine weeks ended October 28, 2023, primarily reflecting the following factors:â—An increase in inventory during the thirty-nine weeks ended November 2, 2024, compared to a decrease in the thirty-nine weeks ended October 28, 2023,â€‹34Table of Contentsâ—A smaller increase in trade accounts payable during the thirty-nine weeks ended November 2, 2024, compared to the thirty-nine weeks ended October 28, 2023, â—Lower net earnings in the thirty-nine weeks ended November 2, 2024, compared to the thirty-nine weeks ended October 28, 2023; partially offset byâ—A smaller decrease in accrued expenses and other liabilities during the thirty-nine weeks ended November 2, 2024, compared to the thirty-nine weeks ended October 28, 2023.â€‹We are in the process of a multi-year cloud-based ERP implementation and launched the wholesale and finance modules in the second quarter of 2024. Â These modules were funded with cash provided by operating activities. Cash used for investing activities wasÂ $2.9 million higher for the thirty-nine weeks ended November 2, 2024 as compared to the thirty-nine weeks ended October 28, 2023, reflecting higher capital expenditures, due in part to the Famous Footwear store remodels to the new FLAIR concept.Â We expect purchases of property and equipment and capitalized software to be between $50 million and $55 million in 2024, compared to $49.6 million in 2023. Cash used for financing activities wasÂ $96.3 million lowerÂ for the thirty-nine weeks ended November 2, 2024 as compared to the thirty-nine weeks ended October 28, 2023, primarily due to net borrowings on our revolving credit agreement of $56.5 million in the thirty-nine weeks ended November 2, 2024, compared to net repayments of $85.5 million in the comparable period in 2023. Â In addition, we repurchased $65.0 million of our common stock under our share repurchase program during the nine months ended November 2, 2024, compared to $17.4 million in repurchases during the nine months ended October 28, 2023.In conjunction with the share repurchases during the thirty-nine weeks ended November 2, 2024, we incurred excise taxes of $0.5 million. Â The excise taxes payable are presented in other accrued expenses on the condensed consolidated balance sheet and accrued expenses and other liabilities on the consolidated statement of cash flows. Â The associated share repurchases presented as acquisition of treasury stock on the condensed consolidated cash flow for the thirty-nine weeks ended November 2, 2024 excludes the excise taxes payable. Â Refer to Note 4 to the condensed consolidated financial statements for further information. Â A summary of key financial data and ratios at the dates indicated is as follows:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹November 2, 2024Â Â Â Â October 28, 2023â€‹Â Â Â Â February 3, 2024Â Â Â Â Working capital ($ millions) (1)$ 63.9â€‹$ (5.0)â€‹â€‹$ 46.0â€‹Current ratio (2)â€‹1.08:1â€‹â€‹0.99:1â€‹â€‹â€‹1.06:1â€‹Debt-to-capital ratio (3)â€‹ 28.2%â€‹ 29.9%â€‹â€‹ 24.3%(1)Working capital has been computed as total current assets less total current liabilities. Â (2)The current ratio has been computed by dividing total current assets by total current liabilities.(3)The debt-to-capital ratio has been computed by dividing the borrowings under our revolving credit agreement by total capitalization. Total capitalization is defined as total debt and total equity.Working capital at November 2, 2024 was $63.9 million, which was an improvement of $68.9 million from October 28, 2023 and a $17.9 million increase from February 3, 2024. Â The increase in working capital from October 28, 2023 primarily reflects higher inventory, lower accrued expenses and higher accounts receivable, partially offset by higher borrowings under our revolving credit agreement. Â The increase in working capital from February 3, 2024 primarily reflects higher inventory and higher accounts receivable, partially offset by higher borrowings under our revolving credit agreement. Â Our current ratio was 1.08:1 as of November 2, 2024, compared to 0.99:1 at October 28, 2023 and 1.06:1 at February 3, 2024. Â Our debt-to-capital ratio was 28.2% as of November 2, 2024, compared to 29.9% as of October 28, 2023 and 24.3% at February 3, 2024. Â We declared and paid dividends of $0.07 per share in the third quarter of both 2024 and 2023. Â The declaration and payment of any future dividend is at the discretion of the Board of Directors and will depend on our results of operations, financial condition, business conditions and other factors deemed relevant by our Board of Directors. Â However, we presently expect that dividends will continue to be paid.We have various contractual or other obligations, including borrowings under our revolving credit facility, operating lease commitments, one-time transition tax for the mandatory deemed repatriation of cumulative foreign earnings and obligations for our supplemental executive â€‹35Table of Contentsretirement plan and other postretirement benefits. Â We also have purchase obligations to purchase inventory, assets and other goods and services. Â We believe our operating cash flows are sufficient to meet our material cash requirements for at least the next 12 months. Â CRITICAL ACCOUNTING POLICIES AND ESTIMATESNo material changes have occurred related to critical accounting policies and estimates since the end of the most recent fiscalÂ year. Â For further information on the Companyâ€™s critical accounting policies and estimates, see PartÂ II, ItemÂ 7 of our Annual Report on FormÂ 10-K for theÂ year ended February 3, 2024.RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTSRecently issued accounting pronouncements, if any, and their impact on the Company are described in NoteÂ 2 to the condensed consolidated financial statements.FORWARD-LOOKING STATEMENTSThis FormÂ 10-Q contains certain forward-looking statements and expectations regarding the Companyâ€™s future performance and the performance of its brands. Â Such statements are subject to various risks and uncertainties that could cause actual results to differ materially. Â These risks include (i) changing consumer demands, which may be influenced by general economic conditions and other factors; (ii) inflationary pressures and supply chain disruptions; (iii) rapidly changing consumer preferences and purchasing patterns and fashion trends; (iv) the ability to maintain relationships with current suppliers; (v) customer concentration and increased consolidation in the retail industry; (vi) intense competition within the footwear industry; (vii) foreign currency fluctuations; (viii) political and economic conditions or other threats to the continued and uninterrupted flow of inventory from China and other countries, where the Company relies heavily on third-party manufacturing facilities for a significant amount of its inventory; (ix) cybersecurity threats or other major disruption to the Companyâ€™s information technology systems, including those related to our ERP upgrade; (x) the ability to accurately forecast sales and manage inventory levels; (xi) a disruption in the Companyâ€™s distribution centers; (xii) the ability to recruit and retain senior management and other key associates; (xiii) the ability to secure/exit leases on favorable terms; (xiv) transitional challenges with acquisitions and divestitures; Â (xv) changes to tax laws, policies and treaties; (xvi) commitments and shareholder expectations relating to environmental, social and governance ("ESG") considerations (xvii) compliance with applicable laws and standards with respect to labor, trade and product safety issues; and (xviii) the ability to attract, retain, and maintain good relationships with licensors and protect our intellectual property rights. Â The Companyâ€™s reports to the Securities and Exchange Commission contain detailed information relating to such factors, including, without limitation, the information under the caption â€œRisk Factorsâ€ in PartÂ I, ItemÂ 1A of the Companyâ€™s Annual Report on FormÂ 10-K for theÂ year ended February 3, 2024, which information is incorporated by reference herein and updated by the Companyâ€™s Quarterly Reports on FormÂ 10-Q. Â The Company does not undertake any obligation or plan to update these forward-looking statements, even though its situation may change.â€‹ITEMÂ 3Â Â Â Â QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKNo material changes have taken place in the quantitative and qualitative information about market risk since the end of the most recent fiscalÂ year. Â For further information, see PartÂ II, ItemÂ 7A of the Companyâ€™s Annual Report on FormÂ 10-K for theÂ year ended February 3, 2024.ITEMÂ 4Â Â Â Â CONTROLS AND PROCEDURESEvaluation of Disclosure Controls and ProceduresIt is the Chief Executive Officerâ€™s and Chief Financial Officerâ€™s ultimate responsibility to ensure we maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Commissionâ€™s rulesÂ and forms and is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Â Our disclosure controls and procedures include mandatory communication of material events, automated accounting processing and reporting, management review ofÂ monthly, quarterly and annual results, an established system of internal controls and ongoing monitoringÂ by our internal auditors.A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Â Furthermore, the design of a control system must reflect the fact there are resource constraints, and the benefits of â€‹36Table of Contentscontrols must be considered relative to their costs. Â Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Â These inherent limitations include the realities that judgments in decision-making can be faulty, and breakdowns can occur because of simple error or mistake. Â Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. Â The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Â Because of the inherent limitations in a cost-effective control system, misstatements due to errors or fraud may occur and not be detected. Â Our disclosure controls and procedures are designed to provide a reasonable level of assurance that their objectives are achieved. Â As of November 2, 2024, management of the Company, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in RuleÂ 13a-15(e)Â under the Securities Exchange Act of 1934). Â Based upon and as of the date of that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded our disclosure controls and procedures were effective at the reasonable assurance level.Based on the evaluation of internal control over financial reporting, the Chief Executive Officer and Chief Financial Officer have concluded that there have been no changes in the Companyâ€™s internal controls over financial reporting during the quarter ended November 2, 2024 that have materially affected, or are reasonably likely to materially affect, the Companyâ€™s internal control over financial reporting.â€‹PARTÂ IIÂ Â OTHER INFORMATIONâ€‹ITEMÂ 1Â Â Â Â LEGAL PROCEEDINGSWe are involved in legal proceedings and litigation arising in the ordinary course of business. Â In the opinion of management, the outcome of such ordinary course of business proceedings and litigation currently pending will not have a material adverse effect on our results of operations or financial position. Â All legal costs associated with litigation are expensed as incurred.Information regarding Legal Proceedings is set forth within NoteÂ 16 to the condensed consolidated financial statements and incorporated by reference herein.â€‹ITEMÂ 1AÂ Â RISK FACTORSExcept as disclosed below, there have been no material changes that have occurred related to our risk factors since the end of the most recent fiscalÂ year. Â For further information, see PartÂ I, ItemÂ 1A of our Annual Report on FormÂ 10-K for theÂ year ended February 3, 2024.â€‹We are reliant upon our information technology systems, and any major disruption of these systems could adversely impact our ability to effectively operate our business.Our computer network and systems are essential to all aspects of our operations, including design, pricing, production, accounting, reporting, forecasting, ordering, manufacturing, transportation, marketing, sales and distribution. Our ability to manage and maintain our inventory and to deliver products in a timely manner depends on these systems. With the continued growth in e-commerce direct-to-consumer sales, any system disruption may result in an adverse impact to our operations. If any of these systems fails to operate as expected, we experience problems with transitioning to upgraded or replacement systems, we fail to realize the expected return on our technology investment, a breach in security occurs or a natural disaster interrupts system functions, we may experience delays in product fulfillment, reduced efficiency in our operations, or delays in reporting our financial results to investors, or we may be required to expend significant capital to correct the problem, which may have an adverse effect on our results of operations and financial condition.We are in the process of a multi-year ERP implementation, which has required significant financial and human capital resources. We have experienced, and may continue to experience, difficulties as we implement the new ERP system. The implementation has been and may continue to be more difficult, costly and time-consuming than anticipated, and it is possible that the system will not yield the expected benefits. Any disruptions, delays or deficiencies related to the new ERP system may materially and adversely impact our business operations, including our ability to process orders, manage our inventory, ship products to our customers, maintain effective internal control over financial reporting, or perform other business functions.â€‹â€‹â€‹37Table of ContentsITEMÂ 2Â Â Â Â UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDSThe following table provides information relating to our repurchases of common stock during the third quarter of 2024:â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹â€‹TotalÂ Numberâ€‹MaximumÂ Numberâ€‹â€‹â€‹â€‹â€‹â€‹â€‹PurchasedÂ asÂ Partâ€‹ofÂ SharesÂ thatÂ Mayâ€‹â€‹TotalÂ NumberÂ ofâ theFiscal PeriodÂ Purchased (1)Â â€‹per Share (1)Â Program (2)Â Â Â Â Â Program (2)August 4, 2024 - August 31, 2024Â 2,517â€‹$ 43.36Â â€”Â 5,188,379â€‹Â â€‹â€‹Â â€‹Â â€‹Â â€‹September 1, 2024 - October 5, 2024Â 868,554â€‹Â 32.97Â 860,515Â 4,327,864â€‹Â Â Â â€‹Â â€‹Â Â Â Â Â Â October 6, 2024 - November 2, 2024Â 661,809â€‹Â 32.62Â 661,809Â 3,666,055TotalÂ 1,532,880â€‹$ 32.83Â 1,522,324Â 3,666,055(1)Includes shares that are tendered by employees related to certain share-based awards to satisfy tax withholding amounts for restricted stock awards. Â The average price per share on repurchases of our common stock excludes the cost of broker commissions and excise taxes due under the provisions of the Inflation Reduction Act. Â (2)On March 10, 2022, the Board of Directors approved a stock repurchase program ("2022 Program") authorizing the repurchase of 7,000,000 shares of our outstanding common stock. Â We can use the repurchase program to repurchase shares on the open market or in private transactions. Â During the thirteen and thirty-nine weeks ended November 2, 2024, the Company repurchased 1,522,324 and 1,938,324 shares, respectively, under the 2022 Program. Â During the thirteen and thirty-nine weeks ended October 28, 2023, the Company repurchased zero and 763,000 shares, respectively, under the 2022 Program. Â As of November 2, 2024, there were 3,666,055 shares authorized to be repurchased. Â Our repurchases of common stock are limited under our revolving credit agreement.â€‹ITEMÂ 3Â Â Â Â DEFAULTS UPON SENIOR SECURITIESNone.â€‹ITEMÂ 4Â Â Â Â MINE SAFETY DISCLOSURESNot applicable.â€‹ITEMÂ 5Â Â Â Â OTHER INFORMATIONDirector and Section 16 Officer Trading ArrangementsOn September 16, 2024, Steven W. Korn, Director, adopted a Rule 10b5-1 plan (â€œRule 10b5-1 Planâ€) intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act of 1934. Â The Rule 10b5-1 Plan for Mr. Korn provides for the sale of up to 7,500 shares of the Companyâ€™s common stock, pursuant to the terms of the Rule 10b5-1 Plan. Â The Rule 10b5-1 Plan expires on December 31, 2025, or upon the earlier completion of all authorized transactions under such Rule 10b5-1 Plan.â€‹On October 9, 2024, Daniel R. Friedman, Chief Sourcing Officer, adopted a Rule 10b5-1 plan (â€œRule 10b5-1 Planâ€) intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act of 1934. Â The Rule 10b5-1 Plan for Mr. Friedman provides for the sale of up to 16,782 shares of the Companyâ€™s common stock, pursuant to the terms of the Rule 10b5-1 Plan. Â The Rule 10b5-1 Plan expires on December 31, 2025, or upon the earlier completion of all authorized transactions under such Rule 10b5-1 Plan.â€‹No other director or Section 16 officer adopted or terminated any â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangementâ€, as each term is defined in Item 408(a) of Regulation S-K, during the thirteen weeks ended November 2, 2024.â€‹â€‹38Table of ContentsITEMÂ 6Â Â Â Â EXHIBITSâ€‹â€‹ExhibitNo.Â Â 3.1Â Restated Certificate of Incorporation of Caleres,Â Inc. (the â€œCompanyâ€) incorporated herein by reference to ExhibitÂ 3.1 to the Companyâ€™s FormÂ 8-K filed June 1, 2020.3.2Â Bylaws of the Company as amended through November 5, 2024, incorporated herein by reference to ExhibitÂ 3.1 to the Companyâ€™s FormÂ 8-K filed November 7, 2024.31.1â€ Certification of the Chief Executive Officer pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002.31.2â€ Certification of the Chief Financial Officer pursuant to SectionÂ 302 of the Sarbanes-Oxley Act of 2002.32.1â€ Certification of the Chief Executive Officer and Chief Financial Officer pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002.101.INSâ€ iXBRL Instance Document101.SCHâ€ iXBRL Taxonomy Extension Schema Document101.CALâ€ iXBRL Taxonomy Extension Calculation Linkbase Document101.LABâ€ iXBRL Taxonomy Extension Label Linkbase Document101.PREâ€ iXBRL Taxonomy Presentation Linkbase Document101.DEFâ€ iXBRL Taxonomy Definition Linkbase Document104â€ Cover PageÂ Interactive Data File, formatted in iXBRL and contained in ExhibitÂ 101.â€ Â Denotes exhibit is filed with this FormÂ 10-Q.â€‹â€‹â€‹â€‹39Table of ContentsSIGNATUREPursuant 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.â€‹Â Â Â Â CALERES,Â INC.Â Date: December 11, 2024/s/ Jack P. CalandraJack P. CalandraSenior Vice President and Chief Financial Officeron behalf of the Registrant and as thePrincipal Financial Officerâ€‹â€‹â€‹â€‹â€‹â€‹40Exhibit 31.1â€‹CERTIFICATIONSâ€‹I, John W. Schmidt, certify that:1.Â Â Â Â Â Â Â Â Â Â Â I have reviewed this report on Form 10-Q of Caleres, Inc. (the â€œregistrantâ€);â€‹2.Â Â Â Â Â Â Â Â Â Â Â 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;â€‹3.Â Â Â Â Â Â Â Â Â Â Â 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;â€‹4.Â Â Â Â Â Â Â Â Â Â Â The registrantâ€™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:â€‹a)Â Â Â Â Â Â Â Â Â Â Â Â 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;â€‹b)Â Â Â Â Â Â Â Â Â Â Â Â 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;â€‹c)Â Â Â Â Â Â Â Â Â Â Â Â Evaluated the effectiveness of the registrantâ€™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; andâ€‹d)Â Â Â Â Â Â Â Â Â Â Â Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™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; andâ€‹5.Â Â Â Â Â Â Â Â Â Â Â Â The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):â€‹a)Â Â Â Â Â Â Â Â Â Â Â Â 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; andâ€‹b)Â Â Â Â Â Â Â Â Â Â Â Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.â€‹â€‹â€‹/s/ John W. SchmidtJohn W. SchmidtPresident, Chief Executive Officer and DirectorCaleres, Inc.December 11, 2024â€‹Exhibit 31.2â€‹â€‹CERTIFICATIONSÂ â€‹I, Jack P. Calandra, certify that:â€‹1.Â Â Â Â Â Â Â Â Â Â Â Â I have reviewed this report on Form 10-Q of Caleres, Inc. (the â€œregistrantâ€);â€‹2.Â Â Â Â Â Â Â Â Â Â Â Â 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;â€‹3.Â Â Â Â Â Â Â Â Â Â Â Â 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;â€‹4.Â Â Â Â Â Â Â Â Â Â Â Â The registrantâ€™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:â€‹a)Â Â Â Â Â Â Â Â Â Â Â Â 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;â€‹b)Â Â Â Â Â Â Â Â Â Â Â Â 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;â€‹c)Â Â Â Â Â Â Â Â Â Â Â Â Evaluated the effectiveness of the registrantâ€™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; andâ€‹d)Â Â Â Â Â Â Â Â Â Â Â Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™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; andâ€‹5.Â Â Â Â Â Â Â Â Â Â Â Â The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):â€‹a)Â Â Â Â Â Â Â Â Â Â Â Â 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; andâ€‹b)Â Â Â Â Â Â Â Â Â Â Â Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.â€‹â€‹/s/ Jack P. CalandraJack P. CalandraSenior Vice President and Chief Financial OfficerCaleres, Inc.December 11, 2024â€‹Exhibit 32.1â€‹Certification Pursuant to18 U.S.C. Â§1350,As Adopted Pursuant toSection 906 of the Sarbanes-Oxley Act of 2002â€‹In connection with the Quarterly Report of Caleres, Inc. (the â€œRegistrantâ€) on Form 10-Q for the quarter ended November 2, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), we, John W. Schmidt, President, Chief Executive Officer and Director of the Registrant, and Jack P. Calandra, Senior Vice President and Chief Financial Officer of the Registrant, certify, to the best of our knowledge, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:â€‹(1)Â Â Â Â Â Â Â Â Â Â The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; andâ€‹(2)Â Â Â Â Â Â Â Â Â Â The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.â€‹â€‹â€‹/s/ John W. SchmidtJohn W. SchmidtPresident, Chief Executive Officer and DirectorCaleres, Inc.December 11, 2024â€‹Â /s/ Jack P. CalandraJack P. CalandraSenior Vice President and Chief Financial OfficerCaleres, Inc.December 11, 2024â€‹