ELIAS HOWARD D
Form 4
February 02, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELIAS HOWARD D

(Last) (First) (Middle)

EMC CORPORATION, 176 SOUTH STREET

(Street)

HOPKINTON, MA 01748

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
EMC CORP [EMC]

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP,Corp Mkt & Office of Tech

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/31/2006		F		21,389 (1)	D	$ 13.4	707,356 (2)	D	
Common Stock	02/01/2006		F		1,385 (1)	D	$ 13.48	705,971	D	
Common Stock								250	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELIAS HOWARD D EMC CORPORATION 176 SOUTH STREET HOPKINTON, MA 01748			EVP,Corp Mkt & Office of Tech	

Signatures

/s/ Barbara E. Coluci, Attorney In Fact	02/02/2006
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares withheld by EMC to satisfy certain taxes payable in connection with the vesting of previously awarded shares of restricted stock.

(2) Includes 647 shares acquired under the EMC Corporation 1989 Employee Stock Purchase Plan in December 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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- independent jewelry stores;
- retail jewelry store chains, such as Tiffany & Co.;
- online retailers that sell jewelry and online jewelry retailers, such as Amazon.com, James Allen, and Brilliant Earth;
- department stores, chain stores and mass retailers, such as Nordstrom and Neiman Marcus;
- online auction sites, such as eBay;
- catalog and television shopping retailers, such as HSN and QVC;

- discount superstores and wholesale clubs, such as Wal-Mart and Costco Wholesale; and
- Internet shopping clubs, such as Gilt Groupe and Rue La La.

In addition to these competitors, we may face competition from suppliers of our products that decide to sell directly to consumers, either through physical retail outlets or through online stores. We also face competition from entities that make and market synthetic stones and gems to compete in the market for diamonds and diamond jewelry.

As a result of seasonal fluctuations in our net sales, our quarterly results may fluctuate and could be below expectations.

We have experienced and expect to continue to experience seasonal fluctuations in our net sales. In particular, a disproportionate amount of our net sales has been realized during the fourth quarter as a result of the December holiday season, and we expect this seasonality to continue in the future. Approximately 33%, 32% and 34% of our net sales in the years ended January 4, 2015, December 29, 2013 and December 30, 2012, respectively, were generated during the fourth quarter of each year. In anticipation of increased sales activity during the fourth quarter, we may incur significant additional expenses, including higher inventory of fine jewelry, additional marketing, and additional staffing in our fulfillment and customer support operations. If we experience lower than expected net sales during any fourth quarter, it may have a disproportionately large impact on our operating results and financial condition for that year. Further, we may experience an increase in our net shipping costs due to complimentary upgrades, split-shipments, and additional long-zone shipments necessary to ensure timely delivery for the holiday season. We also experience considerable fluctuations in net sales in periods preceding other annual occasions such as Valentine's Day (first quarter) and Mother's Day (second quarter). In the future, our seasonal sales patterns may become more pronounced, may strain our personnel and fulfillment activities, and may cause a shortfall in net sales as compared with expenses in a given period, which could substantially harm our business and results of operations.

We may have exposure to greater than anticipated tax liabilities.

We are subject to various federal, state and local taxes in both the United States and foreign jurisdictions. Significant judgment is required in evaluating and estimating worldwide provisions and accruals for these taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Our determination of our tax liability is always subject to audit in various jurisdictions, and such jurisdictions may assess additional tax liabilities, penalties, and interest against us. Although we believe our estimates are reasonable, the ultimate outcome of a tax audit and any related litigation could be materially different from our tax provisions and accruals, and could have a material adverse effect on our financial results. Changes to tax laws, changes to interpretations of existing tax laws, and/or developments in an audit or litigation could have a material effect on our operating results and cash flow for the period or periods for which that change or development occurs, as well as for prior and subsequent periods. In addition, the imposition of additional tax obligations on our business by federal, state and local governments could create significant administrative burdens for us, decrease our future sales and harm our cash flow and operating results.

System interruptions that impair customer access to our website would damage our reputation and brand and substantially harm our business and results of operations.

The satisfactory performance, reliability and availability of our website, transaction processing systems and network infrastructure are critical to our reputation, our ability to attract and retain customers, and to maintain adequate customer service levels. Any future system interruptions, downtime or technical difficulties that result in the unavailability of our website or reduced order fulfillment performance could result in negative publicity, damage our reputation and brand, and cause our business and results of operations to suffer. We may be susceptible to such disruptions in the future. We may also experience temporary system interruptions for a variety of other reasons in the future, including power failures, failures of Internet service and telecommunication providers, software or human errors, or an overwhelming number of visitors trying to reach our website during periods of strong seasonal demand or promotions. Because we are dependent, in part, on third parties for the implementation and maintenance of certain aspects of our systems and because some of the causes of system interruptions may be outside of our control, we may not be able to remedy such interruptions in a timely manner, or at all.

Our corporate headquarters, primary fulfillment center, and the co-location facility which houses our computer and communication systems are located in Seattle, Washington. A natural disaster in Seattle, Washington may result in significant physical damage to or closure of one or more of these facilities, and significantly interrupt our customer service and fulfillment center operations, which could adversely affect our results of operations. Additionally, our systems and operations are vulnerable to damage or interruption from human error, fire, flood, power loss, telecommunications failure, terrorist attacks, acts of war, break-ins, and similar events. We do not presently have redundant systems in multiple locations and our business interruption insurance may be insufficient to compensate us for losses that may occur. Any interruptions in our fulfillment center operations for any significant period of time could damage our reputation and brand and substantially harm our business and results of operations.

We rely on our suppliers, third-party carriers and third-party jewelers as part of our fulfillment process, and these third parties may fail to adequately serve our customers.

We significantly rely on our suppliers to promptly ship us diamonds ordered by our customers. Any failure by our suppliers to sell and ship such products to us in a timely manner will have an adverse effect on our ability to fulfill customer orders and harm our business and results of operations. Our suppliers, in turn, rely on third-party carriers to ship diamonds to us, and in some cases, directly to our customers. We also rely on a limited number of third-party carriers to deliver inventory to us and product shipments to our customers. We and our suppliers are therefore subject to the risks, including employee strikes, inclement weather, power outages, national disasters, rising fuel costs and financial constraints associated with such carriers' abilities to provide delivery services to meet our and our suppliers' shipping needs. In addition, for some customer orders we rely on third-party jewelers to assemble and ship the product. Our suppliers', third-party carriers' or third-party jewelers' failure to deliver high-quality products to us or our customers in a timely manner or to otherwise adequately serve our customers would damage our reputation and brand and substantially harm our business and results of operations.

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Our stock price has been volatile historically, and may continue to be volatile. Further, sales of our common stock by stockholders with significant holdings may cause the price of our common stock to decrease.

The trading price of our common stock has been and may continue to be subject to wide fluctuations. Our stock price may fluctuate in response to a number of events and factors, such as quarterly variations in operating results, announcements by us or our competitors, including announcements relating to strategic decisions or key personnel, service disruptions, changes in financial estimates and recommendations by security analysts, the operating and stock price performance of other companies that investors may deem comparable to us, volatility in the financial markets, and news reports relating to trends in our markets or general economic conditions. The impact of these events and factors on our stock price is amplified by the relatively low number of our shares on the market.

In addition, several of our stockholders own significant portions of our common stock. If these stockholders were to sell all or a portion of their holdings of our common stock, the market price of our common stock could be negatively impacted. The effect of such sales, or of significant portions of our stock being offered or made available for sale, could result in strong downward pressure on our stock price. Investors should be aware that they could experience significant short-term volatility in our stock if such stockholders decide to sell all or a portion of their holdings of our common stock at once or within a short period of time.

Repurchases of our common stock or other investments we may make may not prove to be the best use of our cash resources.

We have and plan to continue to opportunistically repurchase shares of our common stock. Since the inception of our stock repurchase program in the first quarter of 2005 through January 4, 2015, we have repurchased an aggregate of 9.0 million shares for a total of $316.1 million. On October 28, 2013, our board of directors authorized the renewal of our stock repurchase program. We are authorized to repurchase up to $100.0 million of our common stock over the 24 months following the approval date. As of January 4, 2015, $59.7 million remained under the repurchase authorization.
These repurchases and any repurchases we may make in the future may not prove to be at optimal prices and our use of cash for the stock repurchase program may not prove to be the best use of our cash resources and may adversely impact our future liquidity.
In addition, we have used in the past, and may use in the future, our cash and cash equivalents to make investments in certain businesses and ventures as our management thinks appropriate. These investments may decline in value after they are made or we may entirely lose the cash associated with the investment.

We may not accurately forecast net sales and appropriately plan our expenses.

We may base our current and future expense levels on our operating forecasts and estimates of future net sales. Net sales and operating results are difficult to forecast because they generally depend on the volume and timing of the orders we receive, which are uncertain. Additionally, our business is affected by general economic and business conditions in the U.S. and international markets. A softening in net sales, whether caused by changes in customer preferences or a weakening in the U.S. or global economies, may result in decreased revenue levels. Some of our expenses are fixed, and as a result, we may be unable to adjust our spending in a timely manner to compensate for any unexpected shortfall in net sales. This inability could cause our net income in a given quarter to be lower than expected. We also make certain assumptions when forecasting the amount of expense we expect related to our stock-based compensation, which includes the expected volatility of our stock price, the expected life of stock options granted and the expected rate of stock option and restricted stock unit forfeitures. These assumptions are partly based on historical results. If actual results differ from our estimates, our net income in a given quarter may be lower than expected.

If we are unable to accurately manage our inventory of fine jewelry, our reputation, results of operations and cash flow could suffer.

Except for loose diamonds, substantially all of the fine jewelry we sell is from our physical inventory. We are faced with the constant challenge of balancing our inventory levels with our ability to meet our customer needs. Based on internally generated projections, we purchase jewelry and jewelry components. These projections are based on many unknown assumptions around consumer demand, fashion trends, time to manufacture, pricing, etc.. If these inventory projections are too high, our inventory may be too high, which may result in lower retail prices and gross margins, risk of obsolescence, and harm to our financial results. Conversely, if these projections are too low, and we underestimate the consumer demand for our products, we are exposed to lost business opportunities which could have a material adverse effect on our business, results of

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operations, financial condition, and cash flows. Additionally, as we increase our product offerings, we may be forced to increase inventory levels, which will increase our risks related to our inventory.

We rely on our relationship with a third-party consumer credit company to offer financing for the purchase of our products.

The purchase of the diamond and fine jewelry products we sell is a substantial expense for many of our customers. We currently rely on our relationship with a consumer finance company to provide financing to our customers. If this company is not able to meet our customer's needs for credit or otherwise adequately serve our customers or if we are unable to maintain this or other similar arrangements, we may not be able to offer financing alternatives to our customers, which may reduce demand for our products and substantially harm our business and results of operations.

Unusual weather patterns could adversely affect the Company's performance.

Our operating results could be negatively impacted by unusual weather patterns. Frequent or unusually heavy snow, ice or rain storms, hurricanes, floods, tornadoes or extended periods of unseasonable temperatures could adversely affect our product availability, and ability to deliver products to our customers, which may harm our brand, lead to higher return rates, and negatively impact our performance. Additionally, significant power outages may result in a loss of sales. Given the seasonality of our business, unusual weather in the fourth quarter may have a disproportionately larger impact on operating results for the fourth quarter and the full year.

We face foreign exchange risk.

The results of operations of certain of our subsidiaries are exposed to foreign exchange rate fluctuations. Upon translation from foreign currency from international sales into U.S. dollars, operating results may differ materially from expectations, and we may record significant gains or losses.
Additionally, we allow customers to purchase our products in 23 currencies. This exposes us to foreign exchange rate fluctuations and we may record significant gains or losses as a result of such fluctuations. We price our diamonds based on costs denominated in U.S. dollars. Therefore, when the U.S. dollar strengthens, the retail prices of our products in international markets will become more expensive and sales may decline.

We rely on the services of our small, specialized workforce and key personnel, many of whom would be difficult to replace.

We rely upon the continued service and performance of key technical, fulfillment and senior management personnel. If we lose any of these personnel or if our personnel do not work efficiently and effectively together, our business could suffer. Competition for qualified personnel in our industry is intense. We believe that our future success will depend on our continued ability to attract, hire and retain key employees. We do not have "key person" life insurance policies covering our employees.

The success of our business may depend on our ability to successfully expand our product offerings.

A component of our strategy is to expand our product offerings beyond our current offerings. If we offer new products that are not accepted by consumers, our net sales may fall short of expectations, our brand and reputation could be adversely affected, and we may incur substantial expenses that are not offset by increased net sales. Expansion of our product lines may also increase our inventory levels and strain our management and operational resources.

We face the risk of theft of our products from inventory or during shipment.

We have experienced and may continue to experience theft of our products while they are being held in our fulfillment centers or during the course of shipment to our customers by third-party shipping carriers. We have taken steps to prevent such theft. However, if security measures fail, losses exceed our insurance coverage or we are not able to maintain insurance at a reasonable cost, we could incur significant losses from theft, which would substantially harm our business and results of operations.

Our net sales consist exclusively of diamonds and fine jewelry, and demand for these products could decline.

Our net sales and results of operations are highly dependent on the demand for diamonds and diamond jewelry, particularly engagement rings. Should prevailing consumer tastes for diamonds decline, customs with respect to engagement

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shift away from the presentation of diamond jewelry, or if there is a reduced rate of marriages, demand for our products would decline and our business and results of operations would be substantially harmed.

The significant cost of diamonds results in part from their scarcity. From time to time, attempts have been made to develop and market synthetic stones and gems to compete in the market for diamonds and diamond jewelry. We expect such efforts to continue in the future. If any such efforts are successful in creating widespread demand for alternative diamond products, demand and price levels for our products would decline and our business and results of operations would be substantially harmed.

Increased attention on “conflict” diamonds, which are diamonds extracted from war-torn regions in Africa and sold by rebel forces to fund insurrection, may decrease demand for diamonds. Diamonds are, in some cases, also believed to be used to fund terrorist activities in some regions. We support the Kimberley Process, an international initiative intended to ensure diamonds are not illegally traded to fund conflict. As part of this initiative, we require our diamond suppliers to sign a statement acknowledging compliance with the Kimberley Process, and invoices received for diamonds purchased by us must include a certification from the vendor that the diamonds are conflict free. In addition, we prohibit the use of our business or services for money laundering or terrorist financing in accordance with the USA Patriot Act. Through these and other efforts, we believe that the suppliers from whom we purchase our diamonds exclude conflict diamonds from their inventories. However, we cannot independently determine whether any diamond we offer was extracted from these regions. Current efforts to increase consumer awareness of this issue and encourage legislative response could adversely affect consumer demand for diamonds.

Consumer confidence is dependent, in part, on the certification of our diamonds by independent laboratories. A decline in the quality of the certifications provided by these laboratories could adversely impact demand for our products. Additionally, a decline in consumer confidence in the credibility of independent diamond grading certifications could adversely impact demand for our diamond products.

Our fine jewelry offerings must reflect the tastes and preferences of a wide range of consumers whose preferences may change regularly. There can be no assurance that the styles we offer will continue to be popular with consumers in the future. If our merchandise offerings are not popular with consumers and we are not able to adjust our product offerings in a timely manner, our net sales may decline or fail to meet expected levels.

Failure to adequately protect or enforce our intellectual property rights could substantially harm our business and results of operations.

We rely on a combination of patent, trademark, trade secret and copyright law, and contractual restrictions to protect our intellectual property. These afford only limited protection. Despite our efforts to protect and enforce our proprietary rights, unauthorized parties have attempted, and may in the future attempt, to copy aspects of our website images, features, compilation and functionality or to obtain and use information that we consider as proprietary, such as the technology used to operate our website, our content and our trademarks. We have registered or have applications pending for, “Blue Nile,” the BN logo, the Blue Nile BN stylized logo, “Build Your Own Ring”, “Build Your Own Five-Stone Ring,” “Build Your Own Three Stone Ring,” “Build Your Own Diamond Jewelry,” “Build Your Own Diamond Pendant,” “Build Your Own Earrings,” and "Build Your Own Charm Bracelet" as trademarks in the United States and in certain other countries. Our competitors have, and other competitors may, adopt service names similar to ours, thereby impeding our ability to build brand identity and possibly leading to consumer confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of the term Blue Nile or our other trademarks. Any claims or consumer confusion related to our trademarks could damage our reputation and brand and substantially harm our business and results of operations. In addition, we are the holder of a patent entitled "Computerized Search Technique, such as an Internet-Based Gemstone Search Technique" (U.S. Patent No. 8,271,521) and have several other U.S.

patent applications pending at this time.

We currently hold the bluenile.com, bluenile.co.uk and bluenile.ca Internet domain names and various other related domain names. Domain names generally are regulated by Internet regulatory bodies. The regulation of domain names in the United States and in foreign countries is subject to change. Regulatory bodies have and may continue to establish additional top-level domains, appoint additional domain name registrars or modify the requirements for holding domain names. We may not be able to, or it may not be cost effective to, acquire or maintain all domain names that utilize the name Blue Nile in all of the countries in which we currently conduct or intend to conduct business. If we lose the ability to use a domain name, we could incur significant additional expenses to market our products within that country, including the development of new branding. This could substantially harm our business and results of operations.

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Litigation or similar proceedings has been in the past and may be necessary in the future to enforce our intellectual property rights, to protect our trade secrets and domain names and to determine the validity and scope of the proprietary rights of others. Any litigation or adverse priority proceeding could result in substantial costs and diversion of resources and could substantially harm our business and results of operations. We sell and intend to increasingly sell our products internationally, and the laws of many countries do not protect our proprietary rights to as great an extent as do the laws of the United States.

Assertions by third parties of infringement by us of their intellectual property rights could result in significant costs and substantially harm our business and results of operations.

Third parties have, and may in the future, assert that we have infringed their patents or other intellectual property rights. We cannot predict whether any such assertions or claims arising from such assertions will substantially harm our business and results of operations. If we are forced to defend against any infringement claims, whether they are with or without merit or are determined in our favor, we may face costly litigation, diversion of technical and management personnel, or product shipment delays. Furthermore, the outcome of a dispute may be that we would need to develop non-infringing technology or enter into royalty or licensing agreements. Royalty or licensing agreements, if required, may be unavailable on terms acceptable to us, or at all.

Purchasers of diamonds and fine jewelry may not choose to shop online, which would prevent us from growing our business.

The online market for diamonds and fine jewelry is significantly less developed than the online market for books, music, toys and other consumer products. If this market does not gain widespread acceptance, our business may suffer. Our success will depend, in part, on our ability to attract consumers who have historically purchased diamonds and fine jewelry through traditional retailers. Furthermore, we may have to incur significantly higher and more sustained advertising and promotional expenditures or price our products more competitively than we currently anticipate in order to attract additional online consumers to our website and convert them into purchasing customers. Specific factors that could prevent consumers from purchasing diamonds and fine jewelry from us include:

- concerns about buying luxury products such as diamonds and fine jewelry without a physical storefront, face-to-face interaction with sales personnel and the ability to physically handle and examine products;
- delivery time associated with Internet orders;
- product offerings that do not reflect consumer tastes and preferences;
- pricing that does not meet consumer expectations;
- concerns about the security of online transactions and the privacy of personal information;
- delayed shipments or shipments of incorrect or damaged products;
- inconvenience associated with returning or exchanging Internet purchased items; and
- usability, functionality and features of our website.

Our failure to address risks associated with payment methods, credit card fraud and other consumer fraud could damage our reputation and brand and may cause our business and results of operations to suffer.

Under current credit card practices, we are liable for fraudulent credit card transactions because we do not obtain a cardholder’s signature. We do not currently carry insurance against this risk. To date, we have experienced minimal losses from credit card fraud, but we face the risk of significant losses from this type of fraud as our net sales increase and as we expand internationally. Our failure to adequately control fraudulent credit card transactions could damage our reputation and brand and substantially harm our business and results of operations. Additionally, for certain payment transactions, including credit and debit cards, we pay interchange and other fees. These fees may increase over time, which would raise our operating costs and lower our operating margins.

Government regulation of the Internet and e-commerce is evolving and unfavorable changes could substantially harm our business and results of operations.

We are not currently subject to direct federal, state or local regulation other than regulations applicable to businesses generally or directly applicable to retailing and online commerce. However, it is possible that laws and regulations may be adopted with respect to the Internet, which may impede the growth of Internet-based businesses. These regulations and laws may cover issues such as taxation, advertising, intellectual property rights, freedom of expression, pricing, restrictions on imports and exports, customs, tariffs, information security, privacy, data protection, content, distribution, electronic contracts and other communications, the provision of online payment services, broadband residential Internet access, and the characteristics and quality of products and services. Further, the growth of online commerce has prompted calls for more

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stringent consumer protection laws. Several states have proposed legislation to limit the uses of personal user information gathered online or require online companies to establish privacy policies. The adoption of additional privacy or consumer protection laws could create uncertainty in Internet usage and reduce the demand for our products and services.

We are not certain how our business may be affected by the application of existing laws governing issues such as property ownership, copyrights, personal property, encryption and other intellectual property issues, taxation, libel, obscenity, qualification to do business, and export or import matters. The vast majority of these laws were adopted prior to the advent of the Internet. As a result, they do not contemplate or address the unique issues of the Internet and related technologies. Changes in laws intended to address these issues could create uncertainty for those conducting online commerce. This uncertainty could reduce demand for our products and services or increase the cost of doing business as a result of litigation costs or increased fulfillment costs and may substantially harm our business and results of operations.

We may need to implement additional finance and accounting systems, procedures and controls as we grow our business and organization to satisfy international and other new reporting requirements.

As a public reporting company, we are required to comply with the Sarbanes-Oxley Act of 2002 and the related rules and regulations of the SEC, including expanded disclosures and accelerated reporting requirements and more complex accounting rules. Additionally, as we expand internationally, we will be subject to international accounting and reporting requirements that are new to our business. Compliance with these and other new requirements may increase our costs and require additional management time and resources. We may need to implement additional or enhance our current finance and accounting systems, procedures and controls to satisfy new accounting and reporting requirements. If our internal controls over financial reporting are determined to be ineffective, investors could lose confidence in the reliability of our internal controls over financial reporting, which could adversely affect our stock price.

We may undertake acquisitions to expand our business, which may pose risks to our business and dilute the ownership of our existing stockholders.

A key component of our business strategy includes strengthening our competitive position and refining the customer experience on our website through internal development. However, from time to time, we may selectively pursue acquisitions of businesses, technologies or services. Integrating any newly acquired businesses, technologies or services may be expensive and time-consuming. To finance any acquisitions, it may be necessary for us to raise additional funds through public or private financings. Additional funds may not be available on terms that are favorable to us, and, in the case of equity financings, would result in dilution to our stockholders. If we do complete any acquisitions, we may be unable to operate such acquired businesses profitably or otherwise implement our strategy successfully. If we are unable to integrate any newly-acquired entities or technologies effectively, our business and results of operations could suffer. The time and expense associated with finding suitable and compatible businesses, technologies or services could also disrupt our ongoing business and divert our management’s attention. Future acquisitions by us could also result in large and immediate write-offs or assumptions of debt and contingent liabilities, any of which could substantially harm our business and results of operations.

Regulations related to conflict minerals could adversely impact our business.
The Dodd-Frank Wall Street Reform and Consumer Protection Act contains provisions to improve transparency and accountability concerning the supply of certain minerals, known as conflict minerals, originating from the Democratic Republic of Congo (the "DRC") and adjoining countries. As a result, in August 2012 the SEC adopted annual disclosure and reporting requirements for those companies who use conflict minerals mined from the DRC and adjoining countries in their products. We performed due diligence efforts in fiscal 2014 and will continue these efforts

to adhere with the disclosure requirements. There may be costs associated with complying with these disclosure requirements, including those that may be incurred in conducting due diligence procedures to determine the sources of conflict minerals used in our products and other potential changes to products, processes or sources of supply as a consequence of such verification activities. The implementation of these rules could adversely affect the sourcing, supply and pricing of materials used in our products. As there may be only a limited number of suppliers offering conflict free conflict minerals, we cannot be sure that we will be able to obtain necessary conflict free conflict minerals from such suppliers in sufficient quantities or at competitive prices. Also, we may face reputational challenges if we determine that certain of our products contain minerals not determined to be conflict free or if we are unable to sufficiently verify the origins for all conflict minerals used in our products through the procedures we may implement.

Item 1B. Unresolved Staff Comments

None.

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Item 2. Properties

As of January 4, 2015, our operational facilities consisted of five separate locations: a corporate headquarters and a fulfillment center, both located in Seattle, Washington, a fulfillment center located in Dublin, Ireland, and two facilities in Shanghai, People's Republic of China, one for Blue Nile Diamond (Shanghai), Ltd. and the other for Blue Nile (Shanghai) Trading Co., Ltd. Certain of the leases include renewal provisions at our option. We believe that the facilities housing our fulfillment centers will be adequate to meet our current requirements for our operations and that suitable additional or substitute space will be available as needed.

Location	Approximate Square Feet	Purpose	Lease Termination Date
Corporate headquarters	40,000	Office space	August 2021
U.S. fulfillment center	27,000	Warehouse space	October 2019
Ireland fulfillment center	10,000	Office and warehouse space	December 2016
Blue Nile Diamond (Shanghai), Ltd.	900	Office space	December 2016
Blue Nile (Shanghai) Trading Co., Ltd	2,500	Office space	March 2016

Item 3. Legal Proceedings

See discussion of legal proceedings in Note 4 to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information and Dividend Policy

Our common stock is quoted on The NASDAQ Stock Market LLC under the symbol “NILE.” On February 20, 2015, we had approximately 35 stockholders of record.

The following table sets forth the high and low sales prices of our common stock for fiscal years 2014 and 2013. The quotations are as reported in published financial sources.

	High	Low
Fiscal year 2014:		
First Quarter	$49.14	$32.60
Second Quarter	$36.16	$27.45
Third Quarter	$30.39	$23.10
Fourth Quarter	$37.50	$27.57
Fiscal year 2013:		
First Quarter	$40.54	$28.90
Second Quarter	$40.44	$30.62
Third Quarter	$42.34	$35.90

Fourth Quarter	$48.56	$36.56

We have not paid cash dividends on our common stock since inception, and it is not anticipated that cash dividends will be paid on shares of our common stock in the foreseeable future. Future payment of dividends, if any, will be at the discretion of our board of directors.

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Performance Measurement Comparison (1)

The following graph compares the total cumulative stockholder return on the Company's common stock with the total cumulative return of the NASDAQ Market Index and the RDG Internet Composite Index for the five-year period ending on January 4, 2015, our 2014 fiscal year end. Historical stock price performance should not be relied upon as an indication of future stock price performance.

(1) This Section is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

(2) Assumes $100 was invested on January 3, 2010 at the closing price on this day, in Blue Nile's common stock and on December 31, 2009 for each index, and all dividends have been reinvested. No cash dividends have been declared on Blue Nile's common stock. Stockholder returns over the indicated period should not be considered indicative of future stockholder returns.

Item 6. Selected Consolidated Financial Data

Blue Nile's fiscal year ends on the Sunday nearest to December 31. The fiscal year ended on January 4, 2015 which included 53 weeks with the 53rd week falling in our fourth quarter. Fiscal years ended on December 29, 2013, December 30, 2012, January 1, 2012 and January 2, 2011 each included 52 weeks.

The table below shows selected consolidated financial data for each of our fiscal years ended January 4, 2015, December 29, 2013, December 30, 2012, January 1, 2012, and January 2, 2011. The consolidated statements of operations data and the additional operating data for each of the fiscal years ended January 4, 2015, December 29, 2013 and

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December 30, 2012 and the consolidated balance sheets as of January 4, 2015 and December 29, 2013 are derived from our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The consolidated statements of operations for the fiscal years ended January 1, 2012 and January 2, 2011 and the consolidated balance sheet data as of December 30, 2012, January 1, 2012 and January 2, 2011, are derived from audited consolidated financial statements not included in this Annual Report on Form 10-K.

You should read the following selected consolidated financial and operating information together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our audited consolidated financial statements and the related notes included elsewhere in this Annual Report on Form 10-K. The historical results presented below are not necessarily indicative of future results. See Note 10 of the related notes to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for the calculation of weighted average shares outstanding used in computing basic and diluted net income per share.

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BLUE NILE, INC.

SELECTED CONSOLIDATED FINANCIAL DATA

	Year Ended January 4, 2015 (53 Weeks)	Year Ended December 29, 2013 (52 Weeks)	Year Ended December 30, 2012 (52 Weeks)	Year Ended January 1, 2012 (52 Weeks)	Year Ended January 2, 2011 (52 Weeks)
	(In thousands, except per share data)				
Consolidated Statements of Operations Data:					
Net sales	$473,516	$450,008	$400,035	$348,013	$332,889
Gross profit	86,642	83,651	75,058	72,132	71,940
Selling, general and administrative expenses	72,430	69,343	62,771	55,213	50,654
Operating income	14,212	14,308	12,287	16,919	21,286
Income before income taxes	14,619	14,565	12,966	17,245	21,538
Income tax expense	4,888	3,690	4,574	5,895	7,396
Net income	$9,731	$10,875	$8,392	$11,350	$14,142
Basic net income per share	$0.80	$0.87	$0.64	$0.80	$0.98
Diluted net income per share	$0.80	$0.85	$0.63	$0.77	$0.94
Shares used in computing basic net income per share	12,144	12,540	13,204	14,182	14,446
Shares used in computing diluted net income per share	12,209	12,760	13,427	14,675	15,080
Additional Operating Data:					
Net cash provided by operating activities	$17,208	$23,438	$34,444	$15,454	$41,608
Gross margin	18.3 %	18.6 %	18.8 %	20.7 %	21.6 %
Selling, general and administrative expenses as a percentage of net sales	15.3 %	15.4 %	15.7 %	15.8 %	15.2 %

	As of January 4, 2015	As of December 29, 2013	As of December 30, 2012	As of January 1, 2012	As of January 2, 2011
	(In thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$91,186	$115,942	$87,017	$89,391	$113,261
Accounts receivable	3,708	3,526	3,485	4,867	1,771
Inventories	41,668	34,530	33,270	29,267	20,166
Accounts payable	128,675	122,322	116,209	95,590	90,296
Working capital(1)	(1,782)	23,198	(3,027)	19,967	34,918
Total assets	157,334	176,925	145,901	143,025	151,811
Total long-term obligations	2,640	2,917	2,838	2,745	830
Total stockholders' equity	13,703	40,605	14,109	35,024	49,061

(1) Working capital consists of total current assets, including cash and cash equivalents, less total current liabilities.

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Non-GAAP Financial Measures

To supplement our consolidated financial statements presented in accordance with generally accepted accounting principles ("GAAP"), we use non-GAAP free cash flow as a measure of financial performance. We define non-GAAP free cash flow as net cash provided by (used in) operating activities less cash outflows for purchases of fixed assets, including internal use software and website development. We report sales information in accordance with GAAP. Internally, management monitors its sales performance on a non-GAAP basis that eliminates the positive or negative effects that result from translating international sales into U.S. dollars (the "constant exchange rate basis"). Our management does not itself, nor does it suggest that investors should, consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. Investors should also note that the non-GAAP financial measures used by us may not be the same non-GAAP financial measures, and may not be calculated in the same manner, as that of other companies. Whenever we use such non-GAAP financial measures, we provide a reconciliation of non-GAAP financial measures to the most closely applicable GAAP financial measures. Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measures.

A reconciliation of differences of non-GAAP free cash flow from the comparable GAAP measure of net cash provided by operating activities is as follows (in thousands):

	Year Ended January 4, 2015 (53 Weeks)	Year Ended December 29, 2013 (52 Weeks)	Year Ended December 30, 2012 (52 Weeks)
Net cash provided by operating activities	$17,208	$23,438	$34,444
Purchases of fixed assets, including internal-use software and website development	(3,771)	(5,528)	(2,525)
Non-GAAP free cash flow	$13,437	$17,910	$31,919

The following table reconciles year-over-year international sales percentage increases (decreases) from the GAAP sales measures to the non-GAAP constant exchange rate basis:

Year ended January 4, 2015 (53 Weeks)	Year over year growth	Effect of foreign exchange movements	Year over year growth on constant exchange rate basis
International net sales	10.8%	(3.2)%	14.0%

Year ended December 29, 2013 (52 Weeks)	Year over year growth	Effect of foreign exchange movements	Year over year growth on constant exchange rate basis
International net sales	17.3%	(2.9)%	20.2%

Year ended December 30, 2012 (52 Weeks)	Year over year growth	Effect of foreign exchange movements	Year over year growth on constant exchange rate basis
International net sales	11.7%	(0.9)%	12.6%

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements and related notes which appear elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed below and elsewhere in this Annual Report on Form 10-K, particularly under the heading "Item 1A. Risk Factors."

Management Overview

Blue Nile is a leading online retailer of high-quality diamonds and fine jewelry. We offer our products for sale through the Blue Nile website in over 40 countries and territories throughout the world. We believe that our extensive and unique product selection, connection with our customers through our marketing and customer service efforts, and the value we provide to our customers through our competitive pricing will result in increasing our sales and market share both domestically and internationally. Our primary focus is on growing our business by providing unparalleled quality, selection and value to consumers and delivering exceptional customer service. Our online business model allows us to avoid many of the costs that are typically incurred by physical retail stores. As a result, we are able to realize lower gross profit margins while remaining profitable and providing value to our customers through lower retail prices.

Our objective is to maximize our revenue and profitability and increase market share both domestically and internationally by offering exceptional value to our customers through a high-quality customer experience that leverages supply chain efficiencies and an efficient cost structure. We have established and will continue to refine our scalable, capital-efficient business model that enables growth with lower working capital requirements than traditional store-based jewelry retailers. We focus on optimizing the cash flow dynamics of our business by managing inventory balances along with vendor payment terms. Over the longer term, our goal is to increase revenues, profit, and cash flow by leveraging our relatively low fixed cost technology and operations infrastructure as we achieve sales increases. Our long-term financial focus is primarily on sustainable growth in free cash flow, a non-GAAP financial measure. Non-GAAP free cash flow is primarily driven by increasing our operating income and efficiently managing working capital and capital expenditures. Increases in operating income primarily result from increases in sales through our website, improvements in operating margins and the efficient management of operating costs, offset by the investments that we make in longer-term strategic initiatives.

Differentiating Factors and Value Proposition

Our innovative business model is designed to deliver exceptional value and service to customers. A significant portion of our revenues is derived through sales of engagement rings or jewelry products that feature a diamond. We have developed relationships with a large number of diamond suppliers with whom we have exclusive agreements as an online retailer. This allows us to offer our customers access to a large selection of high-quality diamonds through our website that we typically do not hold in inventory. In most cases, we purchase diamonds from our suppliers only as our customers place orders with us. As a result, we do not incur the significant costs that would be incurred by physical retail stores to carry high levels of diamond inventory. Our efficient operating model also provides for negative working capital benefits, since payments are received from customers within a few days of shipment of their order, but our vendor payment terms are typically in the 30-120 day range.

In addition to the working capital benefits of our model, the significant volume of diamonds that we purchase enhances our ability to buy from our suppliers at the best and lowest prices. We are able to pass these lower costs on to consumers, further increasing our value proposition.

Focus on Growth

In 2014, we focused on accelerating the sales growth rate of our business through enhancements to our user experience, development of our engagement and non-engagement product lines, and expansion of our international operations. We also focused on increasing the value proposition that we deliver to our consumers by utilizing our growing acumen in data science, aggressively pricing our products, and deepening our supply chain.

We believe that value is one of the most important drivers of engagement sales, and the current costs of diamonds is a significant factor to our growth rate. Generally, we purchase our diamonds on a real time basis from our suppliers when a customer places an order for a specific diamond. When the cost of diamonds is relatively steady or declines, we believe that our business benefits because we are able to immediately pass those lower costs on to consumers. When diamond prices increase sharply, we believe it is more difficult to grow because it is disruptive to the customers' shopping experience, and it shrinks our relative pricing advantage. Regardless of diamond pricing dynamics, we will remain focused on utilizing our

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aggressive retail pricing, developing and expanding our product lines as well as deepening our supply chain, and continuing to provide our customers with a compelling website experience across all devices.

The total addressable market for the sale of non-engagement products is much greater than that for engagement, and we believe our brand is well-positioned to gain market share over time. To further drive growth in our non-engagement category, we will continue to expand a refined assortment of wedding bands, diamond jewelry and fashion jewelry, offer branded designs, and utilize disruptive and innovative technology such as the responsive website to provide our non-engagement consumers with a compelling shopping experience.

As part of our plan to accelerate growth in our international business, we extended our capabilities into markets with the highest potential for growth. We believe that the Asia-Pacific market, specifically Greater China, represents a significant long-term opportunity for us. We have and will continue to increase our investments in personnel, infrastructure, fulfillment capabilities, product selection, marketing and enhancing the user experience to drive growth and gain market share.

Investments during 2014 have increased our selling, general and administrative expenses compared to last year. We invested in the development of technology to enhance the user experience and in infrastructure to expand our ability to serve international customers. We believe that these investments will lead to increased growth in all categories of our business and provide higher profitability over the long-term.

Critical Accounting Policies

The preparation of our consolidated financial statements requires that we make certain estimates and judgments that affect amounts reported and disclosed in our consolidated financial statements and related notes. We base our estimates on historical experience and on other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. The following are the critical accounting policies that we believe require significant estimation and management judgment.

Revenue Recognition

We recognize revenue and the related gross profit on the date on which ownership passes from Blue Nile to our customers. For customers in the U.S., Canada, E.U., China, and United Arab Emirates (U.A.E), ownership passes at the time the package is received by the customer. For customers in other locations, ownership passes at the time the product is shipped as this is when risk of loss transfers. As we require customer payment prior to order shipment, any payments received prior to the transfer of ownership are not recorded as revenue. For U.S., Canadian, E.U., China and U.A.E. shipments, we utilize our freight vendors’ tracking information to determine when delivery has occurred, which is typically within one to three days after shipment. We also reduce revenue by a provision for returns, which is estimated based on our historical product return rates and current economic conditions. Our contracts with our suppliers generally allow us to return diamonds purchased and returned by our customers.

Stock-based Compensation

We account for stock-based compensation at fair value. We use the Black-Scholes-Merton option valuation model in determining the fair value of our stock options, which requires the input of highly subjective assumptions. These assumptions include estimating the length of time employees will retain their vested stock options before exercising them (“expected term”) and the estimated volatility of our common stock price over the expected term (“expected volatility”). Changes in these assumptions can materially affect the estimate of the fair value of employee stock options and consequently, the related amount of stock-based compensation expense recognized in the consolidated statements of operations.

We performed the following sensitivity analysis using changes in the expected term and expected volatility that could be reasonably possible in the near term. If we assumed a six-month increase or decrease in the expected term or a 500 basis point increase or decrease in expected volatility, the value of a newly granted hypothetical stock option would increase (decrease) by the following percentages:

	Increase	Decrease
Expected term(1)	5.1 %	(5.4)%
Expected volatility(1)	8.9 %	(9.1)%

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(1) Sensitivity to change in assumptions was determined using the Black-Scholes-Merton valuation model compared to the following original assumptions: stock price and exercise price equal to the closing market price of Blue Nile, Inc. common stock on January 2, 2015, expected term of 4.5 years, expected volatility of 46.9%, expected dividend yield of 0% and a risk-free interest rate of 1.5%.

In addition, we estimate the expected forfeiture rate and recognize stock-based compensation expense only for grants that are expected to vest. We estimate the forfeiture rate based on historical experience. To the extent our actual forfeiture rate is different from our estimate, stock-based compensation expense is adjusted accordingly.

Results of Operations

Blue Nile's fiscal year ends on the Sunday nearest to December 31. The fiscal year ended on January 4, 2015 which included 53 weeks with the 53rd week falling in our fourth quarter. Fiscal years ended on December 29, 2013, December 30, 2012, January 1, 2012 and January 2, 2011 each included 52 weeks.

The following table presents our historical operating results for the periods indicated as a percentage of net sales:

	Year Ended January 4, 2015 (53 Weeks)		Year Ended December 29, 2013 (52 Weeks)		Year Ended December 30, 2012 (52 Weeks)	
Net sales	100.0	%	100.0	%	100.0	%
Gross profit	18.3	%	18.6	%	18.8	%
Selling, general and administrative expenses	15.3	%	15.4	%	15.7	%
Operating income	3.0	%	3.2	%	3.1	%
Other income, net	0.1	%	—	%	0.1	%
Income before income taxes	3.1	%	3.2	%	3.2	%
Income tax expense	1.0	%	0.8	%	1.1	%
Net income	2.1	%	2.4	%	2.1	%

The following describes certain items set forth in our consolidated statements of operations:

Net Sales. Substantially all of our net sales consist of diamonds and fine jewelry sold via the Internet, net of estimated returns. Historically, net sales have been higher in the fourth quarter as a result of higher consumer spending during the holiday season. We expect this seasonal trend to continue in the foreseeable future.

Gross Profit. Our gross profit consists of net sales less the cost of sales. Our cost of sales includes the cost of merchandise sold to customers, inbound and outbound shipping costs, depreciation on assembly-related assets, insurance on shipments and the costs incurred to set diamonds into ring, earring and pendant settings, including labor and related facilities costs. Our gross profit has fluctuated historically and we expect it to continue to fluctuate based primarily on our product acquisition costs, product mix and pricing decisions.

Selling, General and Administrative Expenses. Our selling, general and administrative expenses consist primarily of payroll and related benefit costs for our employees, stock-based compensation, marketing costs and credit card fees. These expenses also include certain facility-related costs, and fulfillment, customer service, technology and depreciation expenses, as well as professional fees and other general corporate expenses.

Fiscal Year. Our fiscal year generally ends on the Sunday closest to December 31. Each fiscal year consists of four 13-week quarters, with one extra week added in the fourth quarter every five to six years. Our fiscal year 2014 included one extra week in the fourth quarter, or 53 weeks for the fiscal year, as a result of our 4-4-5 retail reporting calendar.

The following table presents our historical operating results, including a comparison of the financial results for the periods indicated (dollars in thousands, except per share data):

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	Year Ended January 4, 2015	Year Ended December 29, 2013	Year Ended December 30, 2012	Comparison of Year Ended January 4, 2015 to Year Ended December 29, 2013		Comparison of Year Ended December 29, 2013 to Year Ended December 30, 2012	
	(53 Weeks)	(52 Weeks)	(52 Weeks)	$ Change	% Change	$ Change	% Change
Net sales	$473,516	$450,008	$400,035	$23,508	5.2 %	$49,973	12.5 %
Cost of sales	386,874	366,357	324,977	20,517	5.6 %	41,380	12.7 %
Gross profit	86,642	83,651	75,058	2,991	3.6 %	8,593	11.4 %
Selling, general and administrative expenses	72,430	69,343	62,771	3,087	4.5 %	6,572	10.5 %
Operating income	14,212	14,308	12,287	(96)	(0.7)%	2,021	16.4 %
Other income, net:							
Interest income, net	117	107	133	10	9.3 %	(26)	(19.5)%
Other income, net	290	150	546	140	93.3 %	(396)	(72.5)%
Total other income, net	407	257	679	150	58.4 %	(422)	(62.2)%
Income before income taxes	14,619	14,565	12,966	54	0.4 %	1,599	12.3 %
Income tax expense	4,888	3,690	4,574	1,198	32.5 %	(884)	(19.3)%
Net income	$9,731	$10,875	$8,392	$(1,144)	(10.5)%	$2,483	29.6 %
Basic net income per share	$0.80	$0.87	$0.64	$(0.07)		$0.23	
Diluted net income per share	$0.80	$0.85	$0.63	$(0.05)		$0.22	

Comparison of Fiscal Year Ended January 4, 2015 to Fiscal Year Ended December 29, 2013

Net Sales

Net sales increased 5.2% in the fiscal year ended January 4, 2015, compared with the fiscal year ended December 29, 2013, as a result of the execution of growth initiatives across our three main categories. The total net sales increase was due to an increase in average order value, partially offset by a decrease in orders. The increase in average order value was driven by an increase in engagement orders across all price points and non-engagement orders at higher price points while the decrease in orders is due to a decrease in non-engagement orders at the lower price points. Net sales for the additional week was estimated at $5.9 million, which contributed 1.3% of growth for the fiscal year ended January 4, 2015.

Net sales in the U.S. increased by 4.1% to $392.4 million for the fiscal year ended January 4, 2015 compared with $376.8 million for the fiscal year ended December 29, 2013.

U.S. engagement net sales increased 4.1% to $266.4 million for the fiscal year ended January 4, 2015 from $255.8 million for the fiscal year ended December 29, 2013. U.S. engagement net sales for the additional week was estimated at $2.9 million, which contributed 1.1% of growth for this category for the fiscal year ended January 4, 2015.

U.S. non-engagement net sales grew 4.2% to $126.0 million in the fiscal year ended January 4, 2015 from $121.0 million in the fiscal year ended December 29, 2013. U.S. non-engagement net sales for the additional week was estimated at $1.8 million, which contributed 1.5% of growth for this category for the fiscal year ended January 4, 2015.

International net sales increased 10.8% to $81.1 million for the year ended January 4, 2015, compared with $73.2 million for the year ended December 29, 2013. Internally, we monitor our international sales performance on a non-GAAP basis which eliminates the positive or negative effects that result from translating international sales into U.S. dollars (“constant exchange rate basis”). International net sales growth was negatively impacted by 3.2% due to changes in foreign exchange rates in 2014 compared with the rates in effect during 2013. Excluding the impact of changes in foreign exchange rates, international sales increased 14.0% in the year ended January 4, 2015. International net sales for the additional week was estimated at $1.2 million, which contributed 1.7% of growth for this category for the fiscal year ended January 4, 2015.

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Gross Profit

Gross profit increased $3.0 million or 3.6% in the fiscal year ended January 4, 2015 compared with the fiscal year ended December 29, 2013. The increase in gross profit is due to the increase in net sales. Gross margin decreased to 18.3% in the year ended January 4, 2015 compared with 18.6% in the year ended December 29, 2013. The decrease in gross margin resulted primarily from mix shift to products at higher price points which carry lower mark-up as part of a strategy initiated in early 2014 to stimulate sales growth.

Costs for our products are impacted by prices for diamonds and precious metals, including gold, platinum and silver, which rise and fall based upon global supply and demand dynamics. In making retail pricing decisions, we take into account fluctuations in the pricing of diamonds and precious metals, which in turn, affect the gross margin that we realize from such products. While prices for diamonds and precious metals will continue to fluctuate based upon supply and demand, we cannot adequately predict the amount and timing of any such fluctuations. We expect that gross profit and gross margin will fluctuate in the future based on changes in product acquisition costs, particularly diamond prices, product mix and pricing decisions.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 4.5% to $72.4 million in the fiscal year ended January 4, 2015 compared with $69.3 million in the fiscal year ended December 29, 2013 due to several factors. Compensation and benefits expenses increased $1.0 million due to increased headcount to support key business initiatives and higher compensation rates of our employees. Marketing and advertising costs increased approximately $0.9 million, primarily due to increased spending on online marketing vehicles to drive traffic to our website both domestically and internationally. Credit card interchange and payment processing fees increased approximately $0.5 million in the fiscal year ended January 4, 2015 primarily due to higher sales. Depreciation expense added approximately $0.5 million to expenses. These expense increases were partially offset by a decrease of approximately $0.7 million in stock-based compensation expense primarily due to a lower number of options outstanding at lower option fair values for the fiscal year ended January 4, 2015. As a percentage of net sales, selling, general and administrative expenses were 15.3% for the year ended January 4, 2015 compared to 15.4% for the year ended December 29, 2013 as sales accelerated faster than selling, general and administrative expenses.

Other Income, Net

The increase in other income, net in the fiscal year ended January 4, 2015 as compared with the fiscal year ended December 29, 2013 was primarily due to proceeds of approximately $0.6 million from a favorable settlement resulting from to a class action lawsuit related to interchange fees.

Income Taxes

The effective income tax rate for the fiscal year ended January 4, 2015 was 33.4% as compared with 25.3% for the fiscal year ended December 29, 2013. The increase is primarily due to the domestic production activities income tax benefit recorded in the third quarter of 2013 claimed for tax years prior to 2013.

Comparison of Fiscal Year Ended December 29, 2013 to Fiscal Year Ended December 30, 2012

Net Sales

Net sales increased 12.5% in the fiscal year ended December 29, 2013, compared with the fiscal year ended December 30, 2012, as a result of the execution of growth initiatives across our three main categories. The total net sales increase was due to an increase in average order value, partially offset by a decrease in orders. The increase in average order value was driven by an increase in engagement orders across all price points and non-engagement orders at higher price points while the decrease in orders is due to a decrease in non-engagement orders at the lower price points.

Net sales in the U.S. increased by 11.6% to $376.8 million for the fiscal year ended December 29, 2013 compared with $337.6 million for the fiscal year ended December 30, 2012. U.S. engagement net sales increased 12.9% to $255.8 million for the fiscal year ended December 29, 2013 from $226.6 million for the fiscal year ended December 30, 2012. U.S. non-engagement net sales grew 8.9% to $121.0 million in the fiscal year ended December 29, 2013 from $111.0 million in the fiscal year ended December 30, 2012. International net sales increased 17.3% to $73.2 million for the year ended December 29, 2013, compared with $62.4 million for the year ended December 30, 2012. Internally, we monitor our international sales performance on a non-GAAP basis which eliminates the positive or negative effects that result from translating international sales into U.S.

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dollars (“constant exchange rate basis”). International net sales growth was negatively impacted by 2.9% due to changes in foreign exchange rates in 2013 compared with the rates in effect during 2012. Excluding the impact of changes in foreign exchange rates, international sales increased 20.2% in the year ended December 29, 2013.

Gross Profit

Gross profit increased $8.6 million or 11.4% in the fiscal year ended December 29, 2013 compared with the fiscal year ended December 30, 2012. The increase in gross profit is due to the increase in net sales. Gross margin decreased to 18.6% in the year ended December 29, 2013 compared with 18.8% in the year ended December 30, 2012. The decrease in gross margin is attributable to changes in our product mix. Our engagement products generally provide a lower gross margin than our non-engagement products. In the fiscal year ended December 29, 2013, sales of our engagement products grew faster than our non-engagement products and equaled 70.0% of our total revenue versus 69.1% in the fiscal year ended December 30, 2012.

Costs for our products are impacted by prices for diamonds and precious metals, including gold, platinum and silver, which rise and fall based upon global supply and demand dynamics. In making retail pricing decisions, we take into account fluctuations in the pricing of diamonds and precious metals, which in turn, affect the gross margin that we realize from such products. While prices for diamonds and precious metals will continue to fluctuate based upon supply and demand, we cannot adequately predict the amount and timing of any such fluctuations. We expect that gross profit and gross margin will fluctuate in the future based on changes in product acquisition costs, particularly diamond prices, product mix and pricing decisions.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 10.5% to $69.3 million in the fiscal year ended December 29, 2013 compared with $62.8 million in the fiscal year ended December 30, 2012 due to several factors. Marketing and advertising costs increased approximately $3.2 million, primarily due to increased spending on online marketing vehicles to drive traffic to our website both domestically and internationally. Compensation and benefits expenses increased $2.0 million due to increased headcount to support order growth and key business initiatives. Payment processing fees increased approximately $1.2 million in the fiscal year ended December 29, 2013 primarily due to higher sales volumes. As a percentage of net sales, selling, general and administrative expenses were 15.4% for the year ended December 29, 2013 compared to 15.7% for the year ended December 30, 2012. The decrease in selling, general and administrative expenses as a percentage of net sales in the year ended December 29, 2013 resulted primarily from our ability to leverage our fixed cost base. We expect selling, general and administrative expenses to increase in absolute dollars in future periods as a result of our marketing efforts to drive increases in net sales, growth in our fulfillment and customer service operations to support higher sales volumes and increase in credit card processing fees and other expenses to support growth initiatives.

Other Income, Net

The decrease in other income, net in the fiscal year ended December 29, 2013 as compared with the fiscal year ended December 30, 2012 was primarily due to proceeds of approximately $0.4 million from a favorable settlement related to the De Beers anti-trust litigation in 2012.

Income Taxes

The effective income tax rate for the fiscal year ended December 29, 2013 was 25.3% as compared with 35.3% for the fiscal year ended December 30, 2012. During the fiscal year ended December 29, 2013, there was a change in accounting estimate relating to our income tax expense. We recognized an income tax benefit resulting primarily from the domestic production activities deduction related to the current and prior tax years recorded in the fiscal year ended December 29, 2013. The out-of-period impact of this deduction decreased our income tax expense and increased our net income by $1.1 million and $0.08 per diluted share for the year ended December 29, 2013.

Liquidity and Capital Resources

We are primarily funded by our cash flows from operations. The significant components of our working capital are inventory and liquid assets such as cash, cash equivalents and trade accounts receivable, reduced by accounts payable and accrued expenses. Our business model provides certain beneficial working capital characteristics. While we collect cash from sales to customers within several business days of the related sale, we typically have extended payment terms with our suppliers.

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Our liquidity is primarily dependent upon our net cash from operating activities. Our net cash from operating activities is sensitive to many factors, including changes in working capital and the timing and magnitude of expenditures. Working capital at any specific point in time is dependent upon many variables, including our operating results, seasonality, inventory management and the level of product assortment, the timing of cash receipts and payments, and vendor payment terms.

At January 4, 2015, we had a working capital deficiency of $1.8 million, including cash and cash equivalents of $91.2 million and inventory of $41.7 million, offset by accounts payable and accrued liabilities totaling $140.7 million. Current levels of cash and cash equivalents reflect greater repurchases and fewer proceeds from stock option exercises during fiscal year 2014. On February 21, 2014, the Company renewed its Credit Agreement (the "Credit Agreement") which provides for a $40.0 million unsecured, revolving credit facility with an option to increase the credit limit by $10.0 million. See discussion of the Revolving Loan in Note 13 to the consolidated financial statements included in Item 8 of this Annual Report on Form 10-K. We currently do not have any outstanding debt under the Credit Agreement. However, projections of future cash needs and cash flows are subject to many factors and to uncertainty. We continually assess our capital structure and opportunities to obtain credit facilities, sell equity or debt securities, or undertake other transactions for strategic reasons or to further strengthen our financial position. However, there can be no assurance that additional equity, debt or other financing transactions will be available in amounts or on terms acceptable to us, if at all.

Net cash provided by operating activities was $17.2 million in the fiscal year ended January 4, 2015 compared to net cash provided by operating activities of $23.4 million in the fiscal year ended December 29, 2013. The decrease in cash provided by operating activities in the fiscal year ended January 4, 2015 was primarily attributable to a decrease in working capital due to increased inventory specifically in-process and in-transit inventory. We experience greater cash flow from operations in our fourth quarter compared to other quarters due to the significant increase in revenue from our holiday sales. In the first quarter we typically have a significant pay down of our accounts payable balance accumulated during the fourth quarter holiday season.

Net cash provided by operating activities was $23.4 million in the fiscal year ended December 29, 2013 compared to net cash provided by operating activities of $34.4 million in the fiscal year ended December 30, 2012. The decrease in cash provided by operating activities in the fiscal year ended December 29, 2013 was primarily attributable to higher net payment of accounts payable and accrued liabilities in fiscal 2013. The net increase in accounts payable totaled $6.4 million for the fiscal year ended December 29, 2013 compared to $20.4 million for the fiscal year ended December 30, 2012.

Net cash of $3.8 million was used in investing activities in the fiscal year ended January 4, 2015 which was primarily for purchases of property and equipment which includes capitalized costs to develop our website and internal-use software to support our operations. Net cash of $5.8 million was used in investing activities in the fiscal year ended December 29, 2013. Net cash of $5.5 million was used for purchases of property and equipment and capitalized costs to develop our website and internal-use software to support our operations. Also included in the purchase of property and equipment were costs associated with our corporate expansion. Net cash of $0.3 million was used to purchase a minority ownership in a privately-held company in the form of common stock and warrants. Net cash of $6.5 million was used in investing activities in the fiscal year ended December 30, 2012 due to the purchase of property and equipment and capitalized costs to develop our website and internal-use software to support our operations and the purchase of preferred shares in a privately-held company and a loan to the same privately-held company in exchange for a note receivable.

Our capital needs are generally minimal and include investments in technology and website enhancements, capital improvements to our leased warehouse and office facilities, and furniture and equipment. Additionally, we have the ability to reduce and/or delay capital investments in challenging economic conditions without significant disruption to our business or operations. Over the next 12 months, we do not expect purchases of property and equipment to exceed our historic levels.

Net cash of $38.1 million was used in financing activities for the fiscal year ended January 4, 2015 related primarily to the repurchase of common stock of $40.3 million partially offset by $2.4 million of proceeds from stock option exercises.

Since the inception of our stock buyback program in the first quarter of 2005 through January 4, 2015, we have repurchased approximately 9.0 million shares for a total of $316.1 million. Shares may be repurchased from time to time in open market transactions or in negotiated transactions off the market. The timing and amount of any shares repurchased are determined by management based on our evaluation of market conditions and other factors. Repurchases may also be made under a Rule 10b5-1 plan. We continually assess market conditions, our cash position, operating results, current forecasts and other factors when making decisions about stock repurchases. On October 28, 2013, our board of directors authorized the renewal of our stock repurchase program. Under this renewed program, we are authorized to repurchase up to $100.0 million of our common stock over the 24 months following the approval date. As of January 4, 2015, $59.7 million remained under the repurchase authorization.

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Net cash of $11.2 million was provided by financing activities for the fiscal year ended December 29, 2013 related primarily to proceeds from stock option exercises of $21.4 million. This was partially offset by the repurchase of common stock for an aggregate purchase price of approximately $10.4 million. Net cash used in financing activities in the fiscal year ended December 30, 2012 was $30.3 million, primarily related to the repurchases of common stock.

The following table summarizes our contractual obligations and the expected effect on liquidity and cash flows as of January 4, 2015 (in thousands):

Contractual Obligations	Total	Less than 1 Year	1-3 Years	3-5 Years	Over 5 Years
Operating leases	$8,593	$1,524	$2,623	$2,534	$1,912
Financing obligation(1)	175	36	72	67	—
Purchase obligations(2)	10,601	10,601	—	—	—
Purchase obligations(3)	3,140	3,140	—	—	—
	$22,509	$15,301	$2,695	$2,601	$1,912

(1) During 2007, we made tenant improvements to our U.S. fulfillment center. Due to our financial involvement in the construction of the leased property, we recorded the building as property and equipment during the construction period. Upon completion, the transaction did not meet the criteria for sale-leaseback accounting, and accordingly, has been recorded as a long-term financing obligation. On May 5, 2014, we entered into the Third Amendment to the Commercial Lease Agreement dated July 21, 2006 for this fulfillment center to extend the lease term to October 31, 2019.

(2) Includes open merchandise purchase orders at January 4, 2015.

(3) Includes commitments for advertising and marketing and other services at January 4, 2015.

We believe that our current cash and cash equivalent balances, cash flow from operations and our ability to borrow under the Credit Agreement will be sufficient to meet our anticipated operating and capital expenditure needs for at least the next 12 months. We currently do not have any outstanding debt under the Credit Agreement. However, projections of future cash needs and cash flows are subject to many factors and to uncertainty. We continually assess our capital structure and opportunities to obtain credit facilities, sell equity or debt securities, or undertake other transactions for strategic reasons or to further strengthen our financial position. However, there can be no assurance that additional equity, debt or other financing transactions will be available in amounts or on terms acceptable to us, if at all.

Off-Balance Sheet Arrangements

At January 4, 2015, we did not have any off-balance sheet arrangements or relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purposes entities, which are typically established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Impact of Inflation

The effect of inflation and changing prices on our operations was not significant during the periods presented.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Foreign Currency Exchange Risk

The functional currency of most of our subsidiaries is the applicable local currency. Assets and liabilities have been translated to U.S. dollars using the exchange rates effective on the balance sheet dates, while income and expense accounts are translated at the average rates in effect during the periods presented. The resulting translation adjustments are recorded as a component of other comprehensive income within stockholders' equity.

We have foreign exchange risk related to foreign-denominated assets and liabilities of our subsidiaries. A majority of these foreign-denominated assets and liabilities relate to Jewellery, our wholly-owned Ireland subsidiary. Based on the balances of Jewellery's assets and liabilities at January 4, 2015, December 29, 2013, and December 30, 2012, an assumed 10% negative

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currency movement would have resulted in additional losses of approximately $0.2 million for each of the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012.

We recognized gains and losses associated with transactions that are denominated in foreign currencies. We recorded a net loss resulting from foreign currency transactions of approximately $0.8 million for the fiscal year ended January 4, 2015 and $0.4 million for each of the fiscal years ended December 29, 2013 and December 30, 2012, within other income, net in the consolidated statements of operations.

We have foreign exchange risk related to our VAT payables, tax receivables, cash and cash equivalents, and intercompany accounts receivables and payables denominated in various foreign currencies. Based on the balances of these accounts at January 4, 2015, December 29, 2013 and December 30, 2012, an assumed 10% adverse change to foreign exchange would result in additional losses of approximately $0.3 million, $0.2 million and $0.1 million recorded to other income, net for fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012, respectively.

Interest Rate Risk

We are exposed to financial market risk that results primarily from fluctuations in interest rates. We maintain the majority of our cash, cash equivalents and short-term investments in accounts with major financial institutions within and outside the United States, in the form of demand deposits, money market accounts and other short-term investments. Deposits in these institutions may exceed the amounts of insurance provided, or deposits may not be covered by insurance. To date, we have not experienced any losses on our deposits of cash, cash equivalents and short-term investments.

The primary objective of our investment activities is to preserve principal while at the same time maximizing yields without significantly increasing risk. To achieve this objective, we invest in short-term, high-quality, interest-bearing securities. To minimize our exposure to an adverse shift in interest rates, we invest in short-term securities and maintain an average maturity of one year or less. If interest rates had averaged 100 basis points higher than they did in the year ended January 4, 2015, interest income for the year would have increased approximately $0.6 million. If interest rates had averaged 100 basis points higher than they did in the year ended December 29, 2013, interest income for the year would have increased approximately $0.6 million.

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Item 8. Financial Statements and Supplementary Data

Index to Consolidated Financial Statements

All other schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Blue Nile, Inc.
Seattle, Washington

We have audited the accompanying consolidated balance sheets of Blue Nile, Inc., and subsidiaries (the "Company") as of January 4, 2015 and December 29, 2013, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the three fiscal years in the period ended January 4, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Blue Nile, Inc. and subsidiaries as of January 4, 2015 and December 29, 2013, and the results of their operations and their cash flows for each of the three years in the period ended January 4, 2015, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of January 4, 2015, based on the criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 2, 2015 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP
Seattle, Washington
March 2, 2015

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BLUE NILE, INC.

Consolidated Balance Sheets
(In thousands, except par value)

	January 4, 2015	December 29, 2013
Assets		
Current assets:		
Cash and cash equivalents	$91,186	$115,942
Trade accounts receivable	2,137	3,005
Other accounts receivable	1,571	521
Inventories	41,668	34,530
Deferred income taxes	1,123	1,038
Prepaid income taxes	—	247
Prepaids and other current assets	1,524	1,318
Total current assets	139,209	156,601
Property and equipment, net	10,422	10,188
Intangible assets, net	103	140
Deferred income taxes	3,064	5,470
Note receivable	2,000	2,000
Other investments	2,280	2,280
Other assets	256	246
Total assets	$157,334	$176,925
Liabilities and Stockholders’ Equity		
Current liabilities:		
Accounts payable	$128,675	$122,322
Accrued liabilities	11,992	10,751
Current portion of long-term financing obligation	32	51
Current portion of deferred rent	292	279
Total current liabilities	140,991	133,403
Long-term financing obligation, less current portion	489	574
Deferred rent, less current portion	1,982	2,229
Other long-term liabilities	169	114
Commitments and contingencies		
Stockholders’ equity:		
Preferred stock, $0.001 par value; 5,000 shares authorized, none issued and outstanding	—	—
Common stock, $0.001 par value; 300,000 shares authorized; 21,615 shares and 21,480 shares issued, respectively; 11,859 shares and 12,932 shares outstanding, respectively	22	22
Additional paid-in capital	227,146	223,261
Accumulated other comprehensive loss	(236)	(26)
Retained earnings	103,489	93,758
Treasury stock, at cost; 9,756 shares and 8,548 shares outstanding, respectively	(316,718)	(276,410)
Total stockholders’ equity	13,703	40,605
Total liabilities and stockholders’ equity	$157,334	$176,925

The accompanying notes are an integral part of these consolidated financial statements
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BLUE NILE, INC.
Consolidated Statements of Operations
(In thousands, except per share data)

	Year Ended January 4, 2015	Year Ended December 29, 2013	Year Ended December 30, 2012
Net sales	$473,516	$450,008	$400,035
Cost of sales	386,874	366,357	324,977
Gross profit	86,642	83,651	75,058
Selling, general and administrative expenses	72,430	69,343	62,771
Operating income	14,212	14,308	12,287
Other income, net:			
Interest income, net	117	107	133
Other income, net	290	150	546
Total other income, net	407	257	679
Income before income taxes	14,619	14,565	12,966
Income tax expense	4,888	3,690	4,574
Net income	$9,731	$10,875	$8,392
Basic net income per share	$0.80	$0.87	$0.64
Diluted net income per share	$0.80	$0.85	$0.63

The accompanying notes are an integral part of these consolidated financial statements
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BLUE NILE, INC.
Consolidated Statements of Comprehensive Income
(In thousands)

	Year Ended January 4, 2015	Year Ended December 29, 2013	Year Ended December 30, 2012
Net income	$9,731	$10,875	$8,392
Other comprehensive (loss) income:			
Foreign currency translation adjustments	(210)	74	23
Total comprehensive income	$9,521	$10,949	$8,415

The accompanying notes are an integral part of these consolidated financial statements

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BLUE NILE, INC.
Consolidated Statements of Changes in Stockholders' Equity
(In thousands)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance, January 2, 2012	20,525	$21	$187,762	$74,491	$(123)	(6,757)	$(227,127)	$35,024
Net income	—	—	—	8,392	—	—	—	8,392
Other comprehensive income	—	—	—	—	23	—	—	23
Tax deficiency from exercise of stock options	—	—	(2,567)	—	—	—	—	(2,567)
Exercise of common stock options	221	—	6,867	—	—	—	—	6,867
Issuance of common stock to directors	3	—	120	—	—	—	—	120
Vesting of restricted stock units	3	—	—	—	—	—	—	—
Stock-based compensation	—	—	5,100	—	—	—	—	5,100
Repurchase of common stock	—	—	—	—	—	(1,492)	(38,850)	(38,850)
Balance, December 30, 2012	20,752	21	197,282	82,883	(100)	(8,249)	(265,977)	14,109
Net income	—	—	—	10,875	—	—	—	10,875
Other comprehensive income	—	—	—	—	74	—	—	74
Tax deficiency from exercise of stock options	—	—	(583)	—	—	—	—	(583)
Exercise of common stock options	716	1	21,376	—	—	—	—	21,377
Issuance of common stock to directors	2	—	80	—	—	—	—	80
Vesting of restricted stock units	10	—	—	—	—	—	—	—

Stock-based compensation	—	—	5,106	—	—	—	—	5,106
Repurchase of common stock	—	—	—	—	—	(299)	(10,433)	(10,433)
Balance, December 29, 2013	21,480	22	223,261	93,758	(26)	(8,548)	(276,410)	40,605
Net income	—	—	—	9,731	—	—	—	9,731
Other comprehensive loss	—	—	—	—	(210)	—	—	(210)
Tax deficiency from exercise of stock options	—	—	(2,713)	—	—	—	—	(2,713)
Exercise of common stock options	99	—	2,413	—	—	—	—	2,413
Issuance of common stock to directors	3	—	80	—	—	—	—	80
Vesting of restricted stock units	42	—	—	—	—	—	—	—
Shares withheld related to net share settlement of equity awards	(9)	—	(282)	—	—	—	—	(282)
Stock-based compensation	—	—	4,387	—	—	—	—	4,387
Repurchase of common stock	—	—	—	—	—	(1,208)	(40,308)	(40,308)
Balance, January 4, 2015	21,615	$22	$227,146	$103,489	$ (236)	(9,756)	$(316,718)	$ 13,703

The accompanying notes are an integral part of these consolidated financial statements
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BLUE NILE, INC.
Consolidated Statements of Cash Flows
(In thousands)

	Year Ended January 4, 2015	Year Ended December 29, 2013	Year Ended December 30, 2012
Operating activities:			
Net income	$9,731	$10,875	$8,392
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	3,607	3,141	3,368
(Gain) loss on disposal of property and equipment	—	(7)	45
Stock-based compensation	4,361	5,028	5,087
Deferred income taxes	2,321	2,204	1,030
Tax deficiency from exercise of stock options	(2,713)	(583)	(2,567)
Excess tax benefit from exercise of stock options	(195)	(361)	(37)
Changes in assets and liabilities:			
Receivables	(182)	(41)	(323)
Inventories	(7,138)	(1,260)	(4,003)
Prepaid federal income taxes	247	(247)	—
Prepaid expenses and other assets	(216)	(218)	(180)
Accounts payable	6,323	6,432	20,392
Accrued liabilities	1,241	(1,688)	3,052
Other long-term liabilities	55	89	25
Deferred rent	(234)	74	163
Net cash provided by operating activities	17,208	23,438	34,444
Investing activities:			
Purchases of property and equipment	(3,771)	(5,528)	(2,525)
Purchase of other investments	—	(280)	(2,000)
Payments for note receivable	—	—	(2,000)
Net cash used in investing activities	(3,771)	(5,808)	(6,525)
Financing activities:			
Repurchase of common stock	(40,308)	(10,433)	(38,850)
Proceeds from stock option exercises	2,413	21,377	8,572
Taxes paid for net share settlement of equity awards	(282)	—	—
Excess tax benefit from exercise of stock options	195	361	37
Principal payments under long-term financing obligation	(104)	(60)	(59)
Net cash (used in) provided by financing activities	(38,086)	11,245	(30,300)
Effect of exchange rate changes on cash and cash equivalents	(107)	50	7
Net (decrease) increase in cash and cash equivalents	(24,756)	28,925	(2,374)
Cash and cash equivalents, beginning of period	115,942	87,017	89,391
Cash and cash equivalents, end of period	$91,186	$115,942	$87,017

The accompanying notes are an integral part of these consolidated financial statements
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BLUE NILE, INC.
Consolidated Statements of Cash Flows
(In thousands)

	Year Ended January 4, 2015	Year Ended December 29, 2013	Year Ended December 30, 2012
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	$3,675	$4,965	$4,121
Cash paid for interest relating to long-term financing obligation	3	2	3
Non-cash investing and financing activities:			
Payable for purchases of property and equipment	36	7	325

The accompanying notes are an integral part of these consolidated financial statements
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BLUE NILE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Description of the Company and Summary of Significant Accounting Policies

The Company

Blue Nile, Inc. (the "Company") is a leading online retailer of high-quality diamonds and fine jewelry. In addition to sales of diamonds and fine jewelry, the Company provides education, guidance and support to enable customers to more effectively learn about and purchase diamonds and fine jewelry. The Company, a Delaware corporation, based in Seattle, Washington, was formed in March 1999. The Company serves consumers in over 40 countries and territories all over the world through its website at www.bluenile.com.

Fiscal Year

The Company's fiscal year ends on the Sunday closest to December 31. Each fiscal year consists of four 13-week quarters, with one extra week added in the fourth quarter every five to six years. The Company's fiscal year 2014 ending January 4, 2015 included one extra week in the fourth quarter as a result of the Company's 4-4-5 retail reporting calendar.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances are eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates include the allowance for sales returns, accounting for taxes, and assumptions used to determine stock-based compensation expense. Actual results could differ materially from those estimates.

Foreign Currency

The functional currency of most of the Company's subsidiaries is the applicable local currency. Assets and liabilities have been translated to U.S. dollars using the exchange rates effective on the balance sheet dates, while income and expense accounts are translated at the average rates in effect during the periods presented. The resulting translation adjustments are recorded as a component of other accumulated comprehensive income within stockholders' equity.

The Company also recognizes gains and losses associated with transactions that are denominated in foreign currencies. The Company recorded a net loss resulting from foreign currency transactions of approximately $0.8 million for the fiscal year ended January 4, 2015 and approximately $0.4 million for each of the fiscal years ended December 29, 2013 and December 30, 2012, within other income, net in the consolidated statements of operations.

Concentration of Risk

The Company maintains the majority of its cash and cash equivalents in accounts with six major financial institutions within and outside the United States, in the form of demand deposits, money market accounts, and time deposits. Deposits in these institutions may exceed the amounts of insurance provided, or deposits may not be covered by insurance. The Company has not experienced losses on its deposits of cash and cash equivalents. The Company’s trade accounts receivable are primarily derived from credit card purchases from customers and the majority are settled within two business days.

The Company’s ability to acquire diamonds and fine jewelry is dependent on its relationships with various suppliers from whom it purchases diamonds and fine jewelry. The Company has reached agreements with certain suppliers to provide access to their inventories of diamonds for its customers, but the terms of these agreements are limited and do not govern the purchase of diamonds for its inventory. Purchase concentration by major supply vendor in fiscal year ended January 4, 2015 with comparative information for fiscal years ended December 29, 2013 and December 30, 2012, is as follows:

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BLUE NILE, INC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Year Ended January 4, 2015	December 29, 2013	December 30, 2012
Vendor A	7 %	10 %	6 %
Vendor B	6 %	5 %	4 %
Vendor C	5 %	5 %	4 %
	18 %	20 %	14 %

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less, from the date of purchase, to be cash equivalents.

Inventories

The Company's diamond and fine jewelry inventories are valued at the lower of cost or market, using the specific identification method for diamonds and weighted average cost method for fine jewelry and watches. The Company lists loose diamonds on its website that are typically not included in inventory until the Company receives a customer order for those diamonds. Upon receipt of a customer order, the Company purchases a specific diamond and records it in inventory until it is delivered to the customer, at which time the revenue from the sale is recognized and inventory is relieved.
To determine if the cost of the Company's inventory should be written down, current and anticipated demand, customer preferences, age of the merchandise and fashion trends are considered. This write-down is equal to the difference between the cost of inventory and its estimated market value. The Company recorded inconsequential write-downs for the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Maintenance and repairs are expensed as incurred. Depreciation expense is calculated on a straight-line basis over the estimated useful lives of the related assets. The cost and related accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts and the related gain or loss is reported in the statement of operations. Estimated useful lives by major asset category are as follows:

Asset	Life (in years)
Software	2-5
Computers and equipment	2-5
Leasehold improvements	Shorter of lease term or asset life
Building	Shorter of lease term or asset life
Furniture and fixtures	5-7

Capitalized Software

The Company capitalizes costs to develop its website and internal-use software and amortizes such costs on a straight-line basis over the estimated useful life of the software once it is available for use. Costs related to the design and maintenance of internal-use software and website development are expensed as incurred.

Impairment of Long-Lived Assets

The Company reviews the carrying value of its long-lived assets, including property and equipment and definite-lived intangible assets, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. To the extent the estimated future cash inflows attributable to the assets, less estimated future cash outflows, are less than the carrying amount, an impairment loss would be recognized. The Company did not record an impairment loss for long-lived assets for the fiscal years ended January 4, 2015, December 29, 2013 or December 30, 2012.

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BLUE NILE, INC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Intangible Assets

Intangible assets are recorded at cost and consist primarily of the costs incurred to acquire licenses and other similar agreements with finite lives. The gross carrying amount of these licenses was approximately $0.5 million at both January 4, 2015 and December 29, 2013. Accumulated amortization was approximately $0.5 million at January 4, 2015 and $0.4 million at December 29, 2013. Amortization expense was approximately $37,000 in the fiscal year ended January 4, 2015, $55,000 in the fiscal year ended December 29, 2013 and $58,000 in the fiscal year ended December 30, 2012. Amortization expense is estimated to be $22,000 in fiscal 2015, $19,000 in fiscal 2016, $14,000 in fiscal 2017, $9,000 in fiscal 2018, and $3,000 in fiscal 2019.

Note Receivable and Other Investments

The Company holds a minority ownership of a privately-held company in the form of convertible preferred shares, purchased for an aggregate amount of $2.0 million, which we account for under the cost method of accounting.

The Company holds a $2.0 million note receivable (the "Note") from the same privately-held company. The interest rate changes over the term of the Note to LIBOR plus a predetermined rate per annum. The Note is recorded at its face amount on the Company's consolidated balance sheet.

The Company holds a minority ownership in another privately-held company in the form of common stock and warrants, purchased for $280,000, which we account for under the cost method of accounting.

The Company reviews the investments for impairment when events and circumstances indicate that the decline in fair value of the asset below the carrying value is other-than-temporary. This evaluation consists of several qualitative and quantitative factors regarding the severity and duration of the unrealized loss as well as the Company's ability and intent to hold the investment until a forecasted recovery occurs. Additionally, the Company assesses whether it has plans to sell the security or it is more likely than not that the Company will be required to sell the investment before recovery of its amortized cost basis. Factors considered include recent and projected financial results and operating trends; publicly available information that may affect the value of the investment; duration and severity of the decline in value; and our strategy and intentions for holding the investment.

Fair Value of Financial Instruments

The carrying amounts for the Company’s cash, cash equivalents, accounts receivable, note receivable, accounts payable and accrued liabilities approximate fair value due to their short maturities.

Treasury Stock

Treasury stock is recorded at cost and consists primarily of the repurchase of the Company’s common stock in the open market.

Income Taxes

Deferred tax assets and liabilities are determined based on the differences between financial reporting and tax bases of assets and liabilities and are measured using the tax rates that will be in effect when the differences are expected to reverse. Future tax benefits, such as return reserves, are recognized to the extent that realization of such benefits is considered to be more likely than not.

The Company utilizes a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating tax positions and tax benefits, which may require periodic adjustments and which may not accurately forecast actual outcomes. If applicable, interest and penalties related to unrecognized tax benefits are included in the provision for income taxes.

Revenue Recognition

Net sales consist of products sold via the Internet and shipping revenue, net of estimated returns and promotional discounts and excluding sales taxes. The Company recognizes revenue when all of the following have occurred: persuasive evidence of an agreement with the customer exists, delivery has occurred or services have been rendered, the selling price is fixed or determinable and collectability of the selling price is reasonably assured. The Company evaluates whether it is appropriate to record the gross amount of product sales and related costs or the net amount earned. Revenue is recorded at the gross amount when the Company is the primary obligor, is subject to inventory and credit risk, has latitude in establishing price and product specification, or has most of these indicators. When the Company is not primarily obligated and has no latitude in establishing the price, revenue will be recorded at the net amount earned.

The Company requires payment at the point of sale. Amounts received before the customer assumes the risk of loss are not recorded as revenue. For sales to customers in the U.S., Canada, E.U., China, and the United Arab Emirates (the "U.A.E."), the Company recognizes revenue when delivery has occurred, which is typically one to three days after shipment. For international sales, other than to Canada, E.U., China, and the U.A.E., revenue is recognized upon shipment as this is when risk of loss transfers. The Company generally offers a return policy of 30 days and provides an allowance for sales returns during the period in which the sales are made. At January 4, 2015 and December 29, 2013, the reserve for sales returns was $1.0 million and $1.4 million, respectively, and was recorded as an accrued liability. Sales and cost of sales reported in the consolidated statements of operations are reduced to reflect estimated returns. The estimates are based on the Company’s historical product return rates and current economic conditions.

The Company currently has a lifetime diamond upgrade program on all certified diamonds purchased since the Company's inception. This is accounted for as a guarantee and at January 4, 2015 and December 29, 2013, the estimated fair value of the guarantee is inconsequential.

The Company generally does not extend credit to customers, except through third party credit cards. The majority of sales are through credit cards, and trade accounts receivable are composed primarily of amounts due from financial institutions related to credit card sales. The Company does not maintain an allowance for doubtful accounts because payment is typically received within two business days after the sale is complete.

Shipping and Handling Costs

The Company’s shipping and handling costs primarily include payments to third-parties for shipping merchandise to the Company’s customers. Shipping and handling costs of approximately $4.8 million, $4.6 million and $4.5 million in the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012, respectively, were included in cost of sales.

Cost of Sales

Cost of sales consists of the cost of merchandise sold to customers, inbound and outbound shipping costs, insurance on shipments, the costs incurred to set diamonds into ring, earring and pendant settings, including labor and related facility costs, and depreciation on assembly related property, plant and equipment.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of payroll and related benefit costs for the Company’s employees, marketing costs, stock-based compensation and credit card fees. These expenses also include certain facility-related costs, and fulfillment, customer service, technology and depreciation expenses, as well as professional fees and other general corporate expenses.

Fulfillment costs include costs incurred in operating and staffing the fulfillment center, including costs attributable to receiving, inspecting and warehousing inventories and picking, packaging and preparing customers’ orders for shipment. Fulfillment costs in the years ended January 4, 2015, December 29, 2013 and December 30, 2012 were approximately \$3.3 million, \$3.6 million and \$3.7 million, respectively.

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Marketing

Marketing costs are expensed as incurred. Costs associated with web portal advertising contracts are amortized over the period such advertising is expected to be used. Costs of advertising associated with radio, print and other media are expensed when such services are used. Marketing expense for the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012 was approximately $25.0 million, $24.3 million and $21.0 million, respectively.

Stock-Based Compensation

The Company measures compensation cost for all stock options and restricted stock units granted based on fair value on the measurement date, which is typically the grant date. The fair value of each stock option granted is estimated on the grant date using the Black-Scholes-Merton option valuation model. The fair value of each restricted stock unit ("RSU") is based on the fair market value of the Company’s common stock on the date of the grant. Stock-based compensation expense is recognized on a straight-line basis over the requisite service period for each stock option or restricted stock unit grant expected to vest with forfeitures estimated at the date of grant based on the Company’s historical experience and future expectations.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-09 (“ASU 2014-09”), “Revenue from Contracts with Customers (Topic 606)” which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on the principle that revenue should be recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. Early adoption is not permitted. ASU 2014-09 is effective for the Company in the first quarter of fiscal year 2017. The Company is currently evaluating the effect that the updated standard will have on its consolidated financial statements as well as the expected adoption method and related disclosures.

In August 2014, the FASB issued Accounting Standards Update No. 2014-15 (“ASU 2014-15”), “Presentation of Financial Statements - Going Concern.” The new standard provides guidance around management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our financial statements and related disclosures.

Note 2. Inventories

Inventories consist of the following (in thousands):

	January 4, 2015	December 29, 2013
Loose diamonds	$6,439	$3,321
Fine jewelry and other	35,229	31,209

	$41,668	$34,530

Note 3. Property and Equipment

Property and equipment consist of the following (in thousands):

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	January 4, 2015	December 29, 2013
Computers and equipment	$4,707	$4,325
Software and website development	19,731	16,296
Leasehold improvements	6,615	6,654
Furniture and fixtures	1,249	1,255
Building	539	940
Property and equipment, gross	32,841	29,470
Less: accumulated depreciation and amortization	(22,419)	(19,282)
Property and equipment, net	$10,422	$10,188

Total depreciation expense was approximately $3.6 million, $3.1 million, and $3.3 million for the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012, respectively.

Capitalized software costs include external direct costs and internal direct labor and related employee benefits costs of developing software for internal use. Amortization begins in the period in which the software is ready for its intended use. The Company had approximately $6.3 million and $4.9 million of unamortized computer software and website development costs at January 4, 2015 and December 29, 2013, respectively. Depreciation and amortization expense of capitalized software and website development costs was approximately $2.0 million, $1.6 million and $2.0 million in the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012, respectively.

Note 4. Commitments and Contingencies

In the ordinary course of business, the Company may be subject from time to time to various proceedings, lawsuits, disputes or claims. In addition, the Company is regularly audited by various tax authorities. Although the Company cannot predict with assurance the outcome of any litigation or audit, it does not believe there are currently any such actions that, if resolved unfavorably, would have a material impact on the Company's financial condition, results of operations or cash flows.

Leases

The Company leases its office and warehouse facilities and some equipment under non-cancelable lease agreements with initial terms that generally range from two to eleven years. Some of the leases include renewal provisions at the Company's option. At the inception of the lease, the Company evaluates each agreement to determine whether the lease will be accounted for as an operating or capital lease. The term of the lease used for this evaluation includes renewal option periods only in instances in which the exercise of the renewal option can be reasonably assured and failure to exercise such option would result in an economic penalty. Some of the office leases contain rent escalation clauses and rent holidays. Rent expense is recorded on a straight-line basis over the lease term with the difference between the rent paid and the straight-line rent expense recorded as a deferred rent liability. Lease incentive payments received from the landlord are recorded as deferred rent liabilities and are amortized on a straight-line basis over the lease term as a reduction in rent. For January 4, 2015 and December 29, 2013, the deferred rent balance related to lease incentives was approximately $1.7 million and $1.9 million, respectively.

On May 5, 2014, the Company entered into the Third Amendment to the Commercial Lease Agreement dated July 21, 2006 for its U.S. fulfillment center. The future minimum lease payments are included in the operating lease schedule below. During 2007, the Company made tenant improvements to its U.S. fulfillment center. Due to its financial involvement in the construction of the leased property, the Company recorded the building as property and equipment during the construction period. Upon completion, the transaction did not meet the criteria for sale-leaseback accounting, and accordingly, has been recorded as a long-term financing obligation.

Future minimum lease payments at January 4, 2015 are as follows (in thousands):

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BLUE NILE, INC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Financing Obligation	Operating Leases
2015	$36	$1,524
2016	36	1,373
2017	36	1,250
2018	37	1,268
2019	30	1,266
Thereafter	—	1,912
Total minimum lease payments	175	$8,593
Less: amounts representing interest	(9	)
Present value of minimum lease payments	166	
Residual value	355	
Less: current maturities	(32	)
Total long-term financing obligation less current maturities	$489	

Assets under the long-term financing obligation amounted to $0.5 million at January 4, 2015 and $0.6 million at December 29, 2013. These amounts are net of accumulated depreciation of approximately $20,000 as of January 4, 2015 and $0.3 million as of December 29, 2013. Such assets are classified within property and equipment, net, in the accompanying balance sheets. The residual value of the long-term financing obligation represents the estimated fair value of the financing at the end of the Company's lease term. Rent expense under non-cancellable lease terms which includes certain common area maintenance costs, was approximately $1.3 million, $1.0 million and $0.8 million for the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012, respectively.

Note 5. Preferred Stock

The Company has 5,000,000 shares of undesignated preferred stock authorized for future issuance. Shares of preferred stock may be issued from time to time in one or more series, with designations, preferences, and limitations established by the Company's board of directors.

Note 6. Stock-Based Compensation

Stock Option Plans

As of January 4, 2015, the Company has a total of four equity plans.

The Company's 2004 Equity Incentive Plan ("2004 Plan") provides for the grant of non-statutory stock options, restricted stock awards, stock appreciation rights, RSUs and other forms of equity compensation, which may be granted to employees, including officers, non-employee directors and consultants. Upon the effectiveness of the 2013 Plan (as defined below), the 2004 Plan was suspended and any equity compensation that would have been granted under the 2004 Plan was thereafter granted under the 2013 Plan.

The Company's 2004 Non-Employee Directors' Stock Option Plan ("Directors' Plan") provides for the automatic grant of non-statutory stock options to purchase shares of common stock to non-employee directors. In April 2012, the Directors' Plan was suspended; therefore, any equity compensation that would have been granted under the Directors' Plan is now granted under the 2004 Plan. Upon the effectiveness of the 2013 Plan, any equity compensation that would have been granted under the Directors' Plan is now granted under the 2013 Plan.

On May 21, 2013, the Company adopted the 2013 Equity Incentive Plan (“2013 Plan”). The 2013 Plan provides for the grant of incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance stock awards, performance cash awards and other stock awards. The 2013 Plan is intended to be the successor to the 2004 Plan and the Directors' Plan. Any equity compensation that would have been granted under the 2004 Plan or Directors' Plan is now granted under the 2013 Plan. As of January 4, 2015, there were 1,329,750 shares of common stock reserved for future grants under the 2013 Plan.

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The majority of options granted generally provide for 25% vesting on the first anniversary from the date of grant with the remainder vesting monthly over the subsequent three years and expire 10 years from the date of grant. All of our outstanding stock options are non-qualified stock options. RSUs generally vest 25% on the first anniversary from the date of grant with the remaining vesting quarterly over three years.

Employee Stock Purchase Plans

In April 2004, the Company adopted the 2004 Employee Stock Purchase Plan (the "Purchase Plan"). As of January 4, 2015, 1,000,000 shares of common stock are authorized to be sold under the Purchase Plan. Commencing on the first day of the fiscal year in which the Company first makes an offering under the Purchase Plan, this amount will be increased annually for 20 years. The increase in amount is the lesser of 320,000 shares or one and one half percent of the number of shares of common stock outstanding on each such date, unless a lower number of shares is approved by the board of directors. The Purchase Plan is intended to qualify as an "employee stock purchase plan" within the meaning of Section 423 of the Internal Revenue Code. As of January 4, 2015, no shares of common stock have been offered for sale under the Purchase Plan.

Option Grants to Non-Employees

The Company accounts for equity instruments issued to non-employees at their fair value on the measurement date.

Stock-Based Compensation Expense

The following weighted average assumptions were used for the valuation of stock options granted during the periods presented:

	Year Ended January 4, 2015		December 29, 2013		December 30, 2012	
Expected term	4.5 years		4.5 years		4.3 years	
Expected volatility	46.9	%	56.9	%	58.9	%
Expected dividend yield	0.0	%	0.0	%	0.0	%
Risk-free interest rate	1.5	%	0.9	%	0.7	%
Estimated weighted average fair value per option granted	$13.28		$14.68		$15.45	

- Expected Term — This is the estimated period of time until exercise and is based primarily on historical experience for options with similar terms and conditions, giving consideration to future expectations. The Company also considers the expected terms of other companies that have similar contractual terms, expected stock volatility and employee demographics.
- Expected Volatility — This is based on the Company's historical stock price volatility commensurate with the expected term of the options on the date of grant.
- Expected Dividend Yield — The Company has not paid dividends in the past and does not expect to pay dividends in the near future.
- Risk-Free Interest Rate — This is the rate on nominal U.S. Government Treasury Bills with lives commensurate with the expected term of the options on the date of grant.

The assumptions used to calculate the fair value of options granted are evaluated and revised, as necessary, to reflect market conditions and the Company's experience.

The following table represents total stock-based compensation expense recognized in the consolidated financial statements (in thousands):

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BLUE NILE, INC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Year Ended January 4, 2015	December 29, 2013	December 30, 2012
Stock-based compensation expense in selling, general and administrative expenses	$4,196	$4,860	$4,867
Stock-based compensation expense in cost of sales	85	88	100
Total stock-based compensation expense in the consolidated statements of operations	$4,281	$4,948	$4,967
Total related tax benefit	$1,498	$1,732	$1,753
Stock-based compensation capitalized	$106	$158	$133

Stock-based compensation capitalized is included in property and equipment, net, in the consolidated balance sheets as a component of the cost capitalized for website development and the development of software for internal use. As of January 4, 2015, the Company had total unrecognized compensation costs related to unvested stock options and RSUs of approximately $5.6 million, before income taxes. The Company expects to recognize this cost over a weighted average period of 1.91 years for the options and 2.63 years for the RSUs.

The following summarizes all stock option transactions from January 2, 2012 through January 4, 2015:

	Options (In thousands)	Weighted average exercise price	Weighted average remaining contractual term (In years)	Total intrinsic value (In thousands)
Balance, January 2, 2012	2,391	$40.82		
Granted	432	33.15		
Exercised	(220)	31.15		
Canceled	(404)	50.26		
Balance, December 30, 2012	2,199	38.55		
Granted	117	31.67		
Exercised	(716)	29.88		
Canceled	(107)	41.83		
Balance, December 29, 2013	1,493	41.93		
Granted	79	33.00		
Exercised	(99)	24.39		
Canceled	(452)	49.56		
Balance, January 4, 2015	1,021	$39.56	6.00	$2,199
Vested and expected to vest at January 4, 2015	999	$39.71	5.95	$2,147
Exercisable at January 4, 2015	773	$41.51	5.38	$1,630

The total intrinsic value of options exercised were approximately $1.1 million, $7.3 million and $1.6 million in the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012, respectively. During the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012, the total fair value of options vested was approximately $2.9 million, $4.9 million and $4.6 million, respectively.

The following table summarizes additional information about stock options outstanding at January 4, 2015:

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Range of Exercise Price	Outstanding Options (In thousands)	Weighted Average Remaining Contractual Life (In years)	Weighted Average Exercise Price	Exercisable Options (In thousands)	Weighted Average Exercise Price
$20.28 — $32.42	265	6.33	$28.68	189	$ 27.92
$32.43 — $33.45	287	7.28	33.27	158	33.25
$35.56 — $49.27	292	5.54	41.62	254	42.20
$49.28 — $94.99	177	4.20	62.69	172	62.92
	1,021	6.00	39.56	773	41.51

The following summarizes all RSU activity from January 2, 2012 through January 4, 2015:

	RSUs (In thousands)	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Term (In years)	Aggregate Intrinsic Value (In thousands)
Balance, January 2, 2012	—	$—		
Granted	6	29.67		
Vested	(3)	35.23		
Canceled	—	—		
Balance, December 30, 2012	3	29.67		
Granted	97	32.07		
Vested	(10)	38.76		
Canceled	(2)	31.34		
Balance, December 29, 2013	88	31.01		
Granted	91	33.01		
Vested	(42)	32.30		
Canceled	(28)	32.73		
Balance, January 4, 2015	109	$31.74	1.22	$3,810
Vested and expected to vest at January 4, 2015	96	$36.85	1.13	$3,368

The aggregate intrinsic value in the tables above are before applicable income taxes and represent the amount recipients would have received if all stock options had been exercised or RSUs had been released on the last business day of the period indicated, based on the closing stock price of the Company's common stock on such date. The total intrinsic value of RSUs vested was approximately $1.5 million, $0.5 million and $0.1 million in the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012, respectively. During the fiscal years ended January 4, 2015, December 29, 2013 and December 30, 2012, the total fair value of RSUs vested was approximately $1.4 million, $0.4 million and $0.1 million, respectively.

Note 7. Common Stock

On October 28, 2013, the Company's board of directors authorized the renewal of our stock repurchase program. Under this renewed program, we are authorized to repurchase up to $100.0 million of our common stock within the 24-month period following the approval date. In the fiscal year ended January 4, 2015, the Company repurchased 1.2 million shares of its common stock for an aggregate purchase price of approximately $40.3 million under this authorization. In the fiscal year ended December 29, 2013, the Company repurchased 299,240 shares of the Company's common stock for an aggregate purchase price of approximately $10.4 million under a previous repurchase authorization that has since expired. As of January 4, 2015,

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$59.7 million remained under the repurchase authorization. In the fiscal year ended December 30, 2012, the Company repurchased 1.5 million shares of the Company's common stock for an aggregate purchase price of approximately $38.9 million under the same previous repurchase authorization that has since expired.

Note 8. Employee Benefit Plan

The Company has a defined contribution plan pursuant to Section 401(k) of the Internal Revenue Code covering all eligible officers and employees. The Company provides a discretionary matching contribution, which has generally been $0.50 for every $1.00 contributed by the employee up to 4% of each employee's salary. Such contributions were approximately $0.3 million for each of the fiscal years ended January 4, 2015 and December 29, 2013 and December 30, 2012.

Note 9. Income Taxes

The expense for income taxes consists of the following (in thousands):

	Year Ended January 4, 2015	December 29, 2013	December 30, 2012
Current income tax expense	$5,280	$2,069	$6,111
Tax deficiency from stock based compensation recorded in equity	(2,713)	(583)	(2,567)
Deferred income tax expense	2,321	2,204	1,030
Total income tax expense	$4,888	$3,690	$4,574

A reconciliation of the statutory Federal income tax rate to the effective tax rate is as follows:

	Year Ended January 4, 2015	December 29, 2013	December 30, 2012
Statutory federal income tax rate	35.0 %	35.0 %	35.0 %
Domestic production activities deduction	(1.4)%	(7.8)%	— %
Other, net	(0.2)%	(1.9)%	0.3 %
Effective tax rate	33.4 %	25.3 %	35.3 %

Deferred income taxes reflect the net tax effect of temporary differences between amounts recorded for financial reporting purposes and amounts used for tax purposes. The major components of deferred tax assets are as follows (in thousands):

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	January 4, 2015	December 29, 2013
Deferred tax assets:		
Current:		
Reserves and allowances	$883	$804
Deferred rent	91	96
Inventory	248	261
Other	270	190
Noncurrent:		
Stock-based compensation	5,135	7,174
Deferred rent	691	768
Financing obligation	171	201
Other	343	255
Gross deferred tax assets	$7,832	$9,749
Valuation allowance	(109)	(36)
Gross deferred tax assets, net of valuation allowance	$7,723	$9,713
Deferred tax liabilities:		
Current:		
Prepaid expenses	$(369)	$(295)
Other	—	(18)
Noncurrent:		
Leased building	(182)	(216)
Excess of book over tax depreciation and amortization	(2,985)	(2,676)
Gross deferred tax liabilities	(3,536)	(3,205)
Net deferred tax assets	$4,187	$6,508

At January 4, 2015, the Company had foreign net operating loss carryforwards for income tax purposes of approximately $0.4 million. If not utilized the foreign net operating loss carryforwards will begin to expire in 2017.

The Company had a valuation allowance of $109,000 and $36,000 at January 4, 2015 and December 29, 2013, respectively. The valuation allowance relates to foreign net operating losses that would be realizable only upon the generation of future taxable income in the jurisdiction in which the losses were incurred.

Income taxes payable were $1.3 million at January 4, 2015 and were included in accrued liabilities. Prepaid income taxes were $0.2 million at December 29, 2013.

The Company has not provided for deferred taxes on unremitted earnings of subsidiaries outside the United States where such earnings are permanently reinvested. At January 4, 2015, unremitted earnings of foreign subsidiaries were $1.0 million. The amount of unrecognized deferred tax liability associated with these unremitted earnings is approximately $0.3 million. If these earnings were distributed in the form of dividends or otherwise, the Company would be subject to U.S. income taxes less an adjustment for applicable foreign tax credits.

The tax benefit realized for the tax deduction from stock-based compensation totaled $0.9 million, $2.7 million, and $0.6 million for the years ended January 4, 2015, December 29, 2013, and December 30, 2012, respectively.

As of January 4, 2015, the Company had $0.1 million of gross unrecognized tax benefits all of which, if recognized, would affect the effective tax rate. The Company is no longer subject to U.S. federal income tax examinations by tax authorities for years before 2011. The following table summarizes the gross unrecognized tax benefits activity for the fiscal years ended January 4, 2015, December 29, 2013, and December 30, 2012, (in thousands):

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	Year Ended		
	January 4, 2015	December 29, 2013	December 30, 2012
Unrecognized tax benefits - beginning balance	$86	$—	$—
Increase related to current year tax positions	57	86	—
Unrecognized tax benefits - ending balance	$143	$86	$—

Note 10. Income Per Share

Basic net income per share is based on the weighted average number of common shares outstanding. Diluted net income per share is based on the weighted average number of common shares and common share equivalents outstanding. Common share equivalents included in the computation represent shares issuable upon assumed exercise of outstanding stock options and conversion of unvested restricted stock units except when the effect of their inclusion would be antidilutive.

The following table sets forth the computation of basic and diluted net income per share (in thousands, except per share data):

	Year Ended		
	January 4, 2015	December 29, 2013	December 30, 2012
Net income	$9,731	$10,875	$8,392
Weighted average common shares outstanding	12,144	12,540	13,204
Basic net income per share	$0.80	$0.87	$0.64
Dilutive effect of stock options and restricted stock units	65	220	223
Common stock and common stock equivalents	12,209	12,760	13,427
Diluted net income per share	$0.80	$0.85	$0.63

The following is a summary of the securities outstanding during the respective periods that have been excluded from the calculations because the effect on net income per share would have been antidilutive (in thousands):

Year Ended		
January 4, 2015	December 29, 2013	December 30, 2012
1,004	1,193	1,337

Note 11. Segment and Geographic Information

The Company’s only operating segment is online retail jewelry. The Company sells jewelry to customers within and outside the United States. No customer accounted for 10% or more of the Company’s revenues. Net sales were attributed on the basis of the country to where the product was shipped. Revenue from customers in individual foreign countries was not material to the financial statements.

The tables below represent information by geographic area (in thousands):

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Explanation of Responses:

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	Year Ended January 4, 2015	December 29, 2013	December 30, 2012
Net sales to customers:			
United States			
Engagement	$266,379	$255,832	$226,578
Non-engagement	126,018	120,988	111,070
Total United States	392,397	376,820	337,648
Other countries			
Engagement	64,847	58,958	49,932
Non-engagement	16,272	14,230	12,455
Total other countries	81,119	73,188	62,387
Total	$473,516	$450,008	$400,035

	Year Ended January 4, 2015	December 29, 2013	December 30, 2012
Long-lived assets (net book value):			
United States	$10,403	$10,026	$7,803
Other countries	19	162	73
Total	$10,422	$10,188	$7,876

Note 12. Related Party Transactions

Michael Potter, a director of the Company, is a member of the board of directors of zulily, Inc. ("zulily"), an online store offering daily sales of top-quality apparel, gear and other products for moms, babies and kids. Mr. Potter also has an ownership interest in zulily.

The Company did not sell any products to zulily during the fiscal years ended January 4, 2015 and December 29, 2013. The Company sold products to zulily of approximately $9,800 in fiscal year ended December 30, 2012.

As set forth in Note 1, the Company has a minority ownership in two privately-held companies. The Company sold products to one entity for approximately $1.2 million for fiscal year ended January 4, 2015, $1.8 million for fiscal year ended December 29, 2013, and $1.2 million for fiscal year ended December 30, 2012 respectively. The Company had trade receivables due from this entity of approximately $0.1 million at January 4, 2015 and $0.8 million at December 29, 2013 recorded in trade accounts receivable in the consolidated balance sheets. The Company sold products to the other entity for approximately $0.3 million for fiscal year ended January 4, 2015 and approximately $0.1 million for fiscal year ended December 29, 2013. The Company had receivables due from this entity of approximately $6,000 at January 4, 2015 recorded in trade accounts receivable in the consolidated balance sheets. The Company did not have any trade receivables due from this entity as of December 29, 2013.

Note 13. Revolving Line of Credit

On February 11, 2013, the Company entered into a Credit Agreement (the "Credit Agreement") with U.S. Bank National Association (the "Lender"). On February 21, 2014, the Company renewed its Credit Agreement (the "First Loan Modification") with the Lender. The First Loan Modification provides for a $40.0 million (the "New Credit

Limit") unsecured, revolving credit facility (the "Renewed Revolving Loan") with an option to increase the borrowing limit by $10.0 million. Under the terms and conditions of the First Loan Modification, the Company may borrow from the Lender for one year with annual renewals at the Lender's discretion. The aggregate principal amounts outstanding at any one time shall not exceed the New Credit Limit. There was a $60,000 modification fee for the Renewed Revolving Loan. Interest on the advances is the daily reset LIBOR rate plus 1.65%.

The Renewed Revolving Loan also includes term-out provisions. The term-out provisions include the option to term out the outstanding line balance for a term of up to five years with full amortization. Outstanding term facilities will reduce availability on the revolving line of credit. The term out option will be subject to pro forma compliance with all covenants. Advances made for the purpose of repurchases of the Company's common stock are required to be termed out at a minimum of $5.0 million. The Company also maintains the option to term out advances for other purposes in any increment. Interest on the termed out advances shall accrue on a fixed or floating basis rates predetermined by the Lender and Borrower.

Pursuant to the terms of the Credit Agreement, the Company must reduce the outstanding balance of the Renewed Revolving Loan to no more than zero for a minimum of 30 consecutive days annually. The Credit Agreement further provides that the Company maintain compliance with certain covenants.

As of the January 4, 2015, there are no amounts outstanding under the Credit Agreement and the Company is in compliance with its covenants under the Credit Agreement.

Note 14. Selected Quarterly Financial Information (unaudited)

Summarized quarterly financial information for fiscal years 2014 and 2013 is as follows (in thousands, except per share data):

	Q1	Q2	Q3	Q4
2014 quarter:				
Net sales	$103,726	$106,571	$105,760	$157,459
Gross profit	19,125	20,167	18,850	28,500
Net income	1,079	2,171	1,650	4,831
Basic net income per share	0.08	0.18	0.14	0.41
Diluted net income per share	0.08	0.18	0.14	0.41

	Q1	Q2	Q3	Q4
2013 quarter:				
Net sales	$97,111	$108,014	$98,925	$145,958
Gross profit	17,646	20,097	18,687	27,221
Net income	832	2,206	2,906	4,931
Basic net income per share	0.07	0.18	0.23	0.38
Diluted net income per share	0.07	0.17	0.23	0.38

Note 15. Subsequent Events

On February 17, 2015, the Company renewed its Credit Agreement with the Lender with essentially the same financial terms as under the First Loan Modification. The Credit Agreement termination date has now been extended to February 28, 2016.

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BLUE NILE, INC.

SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS

Description	Balance at Beginning of Period	Charged to Revenue, Costs or Expenses (In thousands)	Deductions (A)	Balance at End of Period
Reserve for sales returns:				
Year ended:				
January 4, 2015	$1,386	$49,860	$(50,211)	$1,035
December 29, 2013	1,367	38,911	(38,892)	1,386
December 30, 2012	1,087	36,720	(36,440)	1,367

(A) Deductions for sales returns consist of actual sales returns in each period.

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures designed to ensure that information required to be disclosed by us in our periodic reports filed with the SEC is recorded, processed, summarized and reported, within the time periods specified by the SEC's rules and SEC reports. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this Annual Report on Form 10-K, an evaluation was performed under the supervision and with the participation of our management, including our chief executive officer and chief financial officer (collectively, our "certifying officers"), of the effectiveness of the design and operation of our disclosure controls and procedures.

Based on their evaluation, our certifying officers concluded that the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, were effective at the reasonable assurance level as of the end of the period covered by this Annual Report on Form 10-K.

Report of Management on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and dispositions of our assets; (2) provide reasonable assurance that our transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with appropriate authorizations; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, our internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including the certifying officers, we assessed the effectiveness of our internal control over financial reporting as of January 4, 2015, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework (2013). Based on this assessment, management has concluded that our internal control over financial reporting was effective at the "reasonable assurance" level as of January 4, 2015.

Deloitte & Touche LLP, an independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting as of January 4, 2015, as stated in their audit report below.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended January 4, 2015, that our certifying officers concluded materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
To the Board of Directors and Stockholders of
Blue Nile, Inc.
Seattle, Washington

We have audited the internal control over financial reporting of Blue Nile, Inc. and subsidiaries (the “Company”) as of January 4, 2015, based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of effectiveness of the internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 4, 2015, based on the criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended January 4, 2015 of the Company and our report dated March 2, 2015 expressed an unqualified opinion thereon.

/s/ Deloitte & Touche LLP
Seattle, Washington
March 2, 2015

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Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item relating to our executive officers will be contained in our Proxy Statement with respect to our 2015 Annual Meeting of Stockholders under the caption “Executive Officers” and is incorporated herein by reference. The information required by this Item relating to our directors and nominees, including information with respect to audit committee financial experts and our code of ethics, will be contained in our Proxy Statement with respect to our 2015 Annual Meeting of Stockholders under the caption “Election of Directors” and is incorporated herein by reference. The information required by this Item regarding compliance with Section 16(a) of the Securities Exchange Act will be contained in our Proxy Statement with respect to our 2015 Annual Meeting of Stockholders under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” and is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the end of our fiscal year.

Item 11. Executive Compensation

The information required by this Item will be contained in our Proxy Statement with respect to our 2015 Annual Meeting of Stockholders under the captions “Compensation of Executive Officers,” “Compensation Committee Interlocks and Insider Participation,” “Compensation Committee Report” and “Compensation of Directors,” and is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the end of our fiscal year.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item will be contained in our Proxy Statement with respect to our 2015 Annual Meeting of Stockholders under the captions “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” and is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the end of our fiscal year.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item will be contained in our Proxy Statement with respect to our 2015 Annual Meeting of Stockholders under the captions “Transactions with Related Persons” and “Election of Directors” and is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the end of our fiscal year.

Item 14. Principal Accounting Fees and Services

The information required by this Item will be contained in our Proxy Statement with respect to our 2015 Annual Meeting of Stockholders under the caption “Ratification of Selection of Independent Auditors” and is incorporated herein by reference. The Proxy Statement will be filed with the Securities and Exchange Commission within 120 days of the end of our fiscal year.

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PART IV

Item 15. Exhibits, Financial Statement Schedules
Index to Consolidated Financial Statements
a. The following documents are filed as part of this Annual Report on Form 10-K:

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 2, 2015

Blue Nile, Inc.
(Registrant)

By /s/ David Binder
David Binder
Chief Financial Officer
(Principal Financial Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Harvey Kanter and David Binder, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including posting effective amendments) to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-facts and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitutes, may lawfully do or cause to be done by virtue hereof.

This Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated, pursuant to the requirements of the Securities Exchange Act of 1934.

By	/s/ Harvey Kanter Harvey Kanter, Chief Executive Officer, President and Chairman of the Board (Principal Executive Officer)	March 2, 2015
By	/s/ David Binder David Binder, Chief Financial Officer (Principal Financial Officer)	March 2, 2015
By	/s/ Chris Bruzzo Chris Bruzzo, Director	February 26, 2015
By	/s/ Scott Howe Scott Howe, Director	February 25, 2015
By	/s/ Leslie Lane Leslie Lane, Director	February 27, 2015

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Explanation of Responses:

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By	/s/ Mindy Meads Mindy Meads, Director	February 25, 2015
By	/s/ Michael Potter Michael Potter, Director	February 25, 2015
By	/s/ Steve Scheid Steve Scheid, Director	February 25, 2015
By	/s/ Mary Alice Taylor Mary Alice Taylor, Director	February 25, 2015
By	Robert van Schoonenberg, Director	

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EXHIBIT INDEX

The following exhibits are filed as part of this Annual Report on Form 10-K or are incorporated herein by reference. Where an exhibit is incorporated by reference, the number in parentheses indicates the document to which cross-reference is made. See the end of this exhibit index for a listing of cross-reference documents.

Exhibit Number	Description
3.1(1)	Amended and Restated Certificate of Incorporation of Blue Nile, Inc.
3.2(2)	Amended and Restated Bylaws of Blue Nile, Inc.
4.1	Reference is made to Exhibits 3.1, and 3.2.
4.2(3)	Specimen Stock Certificate.
10.1.1(21)*	Blue Nile, Inc. Amended and Restated 1999 Equity Incentive Plan.
10.1.2(21)*	Form of Stock Option Agreement pursuant to the Blue Nile, Inc. 1999 Equity Incentive Plan.
10.2(10)*	Third Amended and Restated 2004 Non-Employee Directors’ Stock Option Plan.
10.3(21)*	Blue Nile, Inc. 2004 Employee Stock Purchase Plan.
10.4.1(11)*	Blue Nile, Inc. 2004 Equity Incentive Plan.
10.4.2(32)*	Form of Option Agreement pursuant to the 2004 Equity Incentive Plan.
10.4.3(32)*	Form of Stock Option Grant Notice-Employee pursuant to the 2004 Equity Incentive Plan.
10.4.4(32)*	Form of Stock Option Grant Notice-Non-Employee Director pursuant to the 2004 Equity Incentive Plan.
10.4.5(32)*	Form of Restricted Stock Unit Grant Notice-Employee under the Blue Nile, Inc. 2004 Equity Incentive Plan.
10.4.6(32)*	Form of Restricted Stock Unit Grant Notice-Non-Employee Director under the Blue Nile, Inc. 2004 Equity Incentive Plan.
10.4.7(32)*	Form of Restricted Unit Award Agreement under the Blue Nile, Inc. 2004 Equity Incentive Plan.
10.5.1(22)*	Blue Nile, Inc. 2013 Equity Incentive Plan.
10.5.2(23)*	Form of Option Agreement pursuant to the 2013 Equity Incentive Plan.
10.5.3(24)*	Form of Stock Option Grant Notice-Employee pursuant to the 2013 Equity Incentive Plan.
10.5.4(25)*	

	Form of Stock Option Grant Notice-Non-Employee Director pursuant to the 2013 Equity Incentive Plan.
10.5.5(26)*	Form of Restricted Stock Unit Grant Notice-Employee under the Blue Nile, Inc. 2013 Equity Incentive Plan.
10.5.6(27)*	Form of Restricted Stock Unit Grant Notice-Non-Employee Director under the Blue Nile, Inc. 2013 Equity Incentive Plan.
10.5.7(28)*	Form of Restricted Unit Award Agreement under the Blue Nile, Inc. 2013 Equity Incentive Plan.
10.6(13)	Lease Agreement, dated January 6, 2011, between Merrill Place LLC and the registrant.
10.6.1(11)	Lease, dated June 28, 2001, between Gull Industries, Inc. and the registrant.
10.6.2(11)	First Amendment to Lease, dated December 11, 2002 between Gull Industries, Inc. and the registrant.
10.6.3(11)	Second Amendment to Lease, dated November 15, 2003, between Gull Industries, Inc. and the registrant.
10.6.4(29)	First Amendment to Lease, dated April 1, 2012 between AGNM Merrill Place, LLC., and the registrant.

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Exhibit Number	Description
10.6.5(30)	Second Amendment to Lease, dated November 14, 2012 between AGNM Merrill Place, LLC., and the registrant.
10.7(7)	Commercial lease, dated July 21, 2006, between Gull Industries, Inc. and the registrant.
10.7.1(8)	First Amendment to Commercial Lease, dated May 19, 2011 between 5901 Fourth LLC and the registrant.
10.7.2(15)	Third Amendment to Lease, dated May 5, 2014, between 5901 Fourth LLC and the registrant.
10.8(6)*	Offer Letter with Harvey Kanter, dated March 2, 2012.
10.9(31)*	Severance Agreement between Blue Nile, Inc. and Vijay Talwar, dated March 5, 2014.
10.10(9)*	Offer Letter with David Binder, dated June 30, 2011.
10.12(16)*	Offer Letter with Julie Yoakum, dated June 7, 2012.
10.13(5)*	Blue Nile Inc. Indemnification Agreement.
10.14(17)*	Performance Bonus Plan.
10.15(12)*	Amended and Restated Change of Control Severance Plan.
10.16(19)	Credit Agreement Between Blue Nile, Inc. and U.S. Bank National Association dated February 11, 2013.
10.17(21)	First Loan Modification Agreement Between Blue Nile, Inc. and U.S. Bank National Association dated February 21, 2014.
10.18(33)	Second Loan Modification Agreement Between Blue Nile, Inc. and U.S. Bank National Association dated February 17, 2015.
10.19(18)*	Executive Cash Bonus Plan for Fiscal Year 2014.
10.20(20)*	Executive Cash Bonus Plan for Fiscal Year 2015.
10.21(34)*	2015 Change of Control Severance Plan
10.22(35)*	2014 Compensation Program for Non-Employee Directors.
21.1(4)	Subsidiaries of the Registrant.
23.1(4)	Consent of Deloitte & Touche LLP.
24.1	Powers of Attorney of Officers and Directors signing this Annual Report on Form 10-K (see page 60).

31.1(4)	Certification of Principal Chief Executive Officer Required Under Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2(4)	Certification of Principal Financial Officer Required Under Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1(14)	Certification of Principal Chief Executive Officer Required Under Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350.
32.2 (14)	Certification of Principal Financial Officer Required Under Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

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* Denotes a management contract or compensatory plan, contract or agreement, in which the Company's directors or executive officers may participate.

(1) Previously filed as Exhibit 3.1 to Blue Nile, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended July 4, 2004 (No. 000-50763), as filed with the Securities and Exchange Commission on August 6, 2004, and incorporated by reference herein.

(2) Previously filed as the like numbered exhibit to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on November 9, 2009, and incorporated by reference herein.

(3) Previously filed as Exhibit 4.2 to Blue Nile, Inc.'s Registration Statement on Form S-1/A (No. 333-113494), as filed with the Securities and Exchange Commission on May 4, 2004, as amended, and incorporated by reference herein.

(4) Filed herewith.

(5) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on May 7, 2012, and incorporated by reference herein.

(6) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on March 19, 2012, and incorporated by reference herein.

(7) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on July 27, 2006, and incorporated by reference herein.

(8) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on May 23, 2011, and incorporated by reference herein.

(9) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on July 21, 2011, and incorporated by reference herein.

(10) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Quarterly Report on Form 10-Q (No. 000-50763) as filed with the Securities and Exchange Commission on November 7, 2008, and incorporated by reference herein.

(11) Previously filed as the like numbered exhibit to Blue Nile, Inc.'s Registration Statement on Form S-1/A (No. 333-113494), as filed with the Securities and Exchange Commission on April 19, 2004, as amended, and incorporated by reference herein.

(12) Previously filed as Exhibit 10.20 to Blue Nile, Inc.'s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on February 27, 2012, and incorporated by reference herein.

(13) Previously filed as Exhibit 10.8 to Blue Nile, Inc.'s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on February 28, 2011, and incorporated by reference herein.

(14) Filed herewith. The certifications attached as Exhibits 32.1 and 32.2 accompany this Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed "filed" by Blue Nile, Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

(15) Previously filed as Exhibit 10.4 to Blue Nile, Inc.'s Quarterly Report on Form 10-Q (No. 000-50763), as filed with the Securities and Exchange Commission on May 6, 2014 and incorporated by reference herein.

(16) Previously filed as Exhibit 10.5 to Blue Nile, Inc.'s Quarterly Report on Form 10-Q (No. 000-50763), as filed with the Securities and Exchange Commission on August 7, 2012 and incorporated by reference herein.

(17) Previously filed as Exhibit 10.1 to Blue Nile Inc.'s Current Report on Form 8-K (No. 000-50763) as filed with the Securities and Exchange Commission on May 25, 2010 and incorporated by reference herein.

(18) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on March 26, 2014, and incorporated by reference herein.

(19) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on February 12, 2013, and incorporated by reference herein.

(20) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on February 10, 2015, and incorporated by reference herein.

(21) Previously filed as Exhibit 10.17 to Blue Nile, Inc.'s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on February 25, 2014, and incorporated by reference herein.

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(22) Previously filed as Exhibit 99.1.1 to Blue Nile, Inc.'s Registration Statement on Form S-8 (No. 333-188740), as filed with the Securities and Exchange Commission on May 21, 2013, and incorporated by reference herein.
(23) Previously filed as Exhibit 99.1.2 to Blue Nile, Inc.'s Registration Statement on Form S-8 (No. 333-188740), as filed with the Securities and Exchange Commission on May 21, 2013, and incorporated by reference herein.
(24) Previously filed as Exhibit 99.1.3 to Blue Nile, Inc.'s Registration Statement on Form S-8 (No. 333-188740), as filed with the Securities and Exchange Commission on May 21, 2013, and incorporated by reference herein.
(25) Previously filed as Exhibit 99.1.4 to Blue Nile, Inc.'s Registration Statement on Form S-8 (No. 333-188740), as filed with the Securities and Exchange Commission on May 21, 2013, and incorporated by reference herein.
(26) Previously filed as Exhibit 99.1.5 to Blue Nile, Inc.'s Registration Statement on Form S-8 (No. 333-188740), as filed with the Securities and Exchange Commission on May 21, 2013, and incorporated by reference herein.
(27) Previously filed as Exhibit 99.1.6 to Blue Nile, Inc.'s Registration Statement on Form S-8 (No. 333-188740), as filed with the Securities and Exchange Commission on May 21, 2013, and incorporated by reference herein.
(28) Previously filed as Exhibit 99.1.7 to Blue Nile, Inc.'s Registration Statement on Form S-8 (No. 333-188740), as filed with the Securities and Exchange Commission on May 21, 2013, and incorporated by reference herein.
(29) Previously filed as Exhibit 10.5.1 to Blue Nile, Inc.'s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on February 25, 2013, and incorporated by reference herein.
(30) Previously filed as Exhibit 10.5.2 to Blue Nile, Inc.'s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on February 25, 2013, and incorporated by reference herein.
(31) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on March 18, 2014, and incorporated by reference herein.
(32) Previously filed as the like numbered exhibit to Blue Nile, Inc.'s Annual Report on Form 10-K (No. 000-50763), as filed with the Securities and Exchange Commission on February 25, 2013, and incorporated by reference herein.
(33) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on February 20, 2015, and incorporated by reference herein.
(34) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Current Report on Form 8-K (No. 000-50763), as filed with the Securities and Exchange Commission on January 23, 2015, and incorporated by reference herein.
(35) Previously filed as Exhibit 10.1 to Blue Nile, Inc.'s Quarterly Report on Form 10-Q (No. 000-50763), as filed with the Securities and Exchange Commission on August 7, 2014 and incorporated by reference herein.