

Lumber Liquidators, Inc.
Form S-1
April 23, 2007
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As filed with the Securities and Exchange Commission on April 23, 2007

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM S-1

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

LUMBER LIQUIDATORS, INC.

(Exact name of Registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of
incorporation or organization)

5211
(Primary Standard Industrial
Classification Code Number)
3000 John Deere Road

043229199
(I.R.S. Employer
Identification No.)

Toano, Virginia 23168
(757) 259-4280

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive office)

E. Livingston B. Haskell

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General Corporate Counsel

Lumber Liquidators, Inc.

3000 John Deere Road

Toano, Virginia 23168

(757) 259-4280

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

CALCULATION OF REGISTRATION FEE

Title of each class of securities

to be registered

Common Stock, no par value

**Proposed maximum
aggregate offering
price(1)(2)**

\$150,000,000

**Amount of
registration fee**

\$4,605

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.

(2) Includes (i) shares of common stock to be offered by the registrant and the selling stockholders in this offering and (ii) shares of common stock that may be purchased by the underwriters from the selling stockholders upon the exercise of the underwriters' option to purchase additional shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion. Dated April 23, 2007

Shares

Lumber Liquidators, Inc.

Common Stock

This is an initial public offering of shares of common stock of Lumber Liquidators, Inc.

Lumber Liquidators, Inc. is offering _____ of the shares to be sold in the offering. The selling stockholders identified in this prospectus are offering an additional _____ shares. Lumber Liquidators, Inc. will not receive any of the proceeds from the sale of the shares being sold by the selling stockholders.

Prior to this offering, there has been no public market for the common stock. We currently estimate that the initial public offering price per share will be between \$ _____ and \$ _____. We will apply to list the common stock on the New York Stock Exchange under the symbol LL.

See [Risk Factors](#) beginning on page 9 to read about factors you should consider before buying shares of the common stock.

Neither the Securities and Exchange Commission nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial public offering price	\$ _____	\$ _____
Underwriting discount	\$ _____	\$ _____
Proceeds, before expenses, to Lumber Liquidators, Inc.	\$ _____	\$ _____
Proceeds, before expenses, to the selling stockholders	\$ _____	\$ _____
To the extent that the underwriters sell more than _____ shares of common stock, the underwriters have the option to purchase up to an additional _____ shares of common stock from the selling stockholders at the initial public offering price less the underwriting discount.		

The underwriters expect to deliver the shares of common stock against payment in New York, New York on _____, 2007.

Goldman, Sachs & Co.

Merrill Lynch & Co.

Prospectus dated _____, 2007.

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PROSPECTUS SUMMARY

The following summary highlights information appearing elsewhere in this prospectus. This summary does not contain all of the information you should consider before investing in our common stock. You should read this entire prospectus carefully. In particular, you should read the sections entitled Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and the notes relating to those statements.

The Company

Lumber Liquidators is the largest specialty retailer of hardwood flooring in the United States, based on total sales. We believe we have achieved a reputation for offering great value, superior service and a broad selection of high-quality hardwood flooring products. We offer an extensive selection of premium hardwood flooring products under multiple proprietary brands at everyday low prices designed to appeal to a diverse customer base. We believe that our vertically integrated business model enables us to offer a broad assortment of high-quality products to our customers at a lower cost than our competitors. As of March 31, 2007, we sold our products through 93 Lumber Liquidators stores in 39 states, a call center, our website and a catalog. We believe that our brands, value proposition and integrated multi-channel approach are important competitive advantages.

We offer hardwood flooring products from more than 25 domestic and exotic wood species in both prefinished and unfinished brands of various widths and lengths. Our products are differentiated in terms of quality and price based on the species, grade of the hardwood, quality of finishing, as well as the length of the warranty. We also offer a broad assortment of flooring enhancements and installation accessories including moldings, noise-reducing underlays and adhesives. Our product offering is substantially comprised of our proprietary brands, including our premium Bellawood brand as well as our Builder's Pride, Schön, Morning Star Bamboo and Dream Home brands. We have experienced strong historical growth, including net sales growth from \$171.8 million in 2004 to \$332.1 million in 2006 and operating income growth from \$7.2 million in 2004 to \$21.4 million in 2006, representing compound annual growth rates of approximately 39% and 73%, respectively. Our growth has been driven in large part by the opening of 67 stores since January 1, 2003 and our strong comparable store sales performance in each of those years.

Our company started in 1994 when Tom Sullivan, the chairman of our board of directors, began selling discounted building materials. In 1996, he identified an opportunity to sell hardwood flooring at liquidator prices. Tom observed that traditional home improvement and flooring retailers underserved customers in terms of price, selection, product quality and overall value. Tom began working directly with vendors and mills to provide customers with broad, high-quality assortments at everyday low prices including premium categories. Since our first retail store opened in 1996, we have developed a national store base. Approximately 80% of our sales are to existing homeowners engaged in remodeling projects, and the remainder are to small independent contractors engaged in remodeling and new home-building projects. In 2004, we moved to our Toano, Virginia distribution center and finishing facility, where we currently finish 75% of our premium Bellawood products. We maintain our in-house finishing capability to ensure product quality and to reduce third-party finishing costs.

We have made a significant investment in developing our national brands, including our portfolio of proprietary product offerings. We believe Lumber Liquidators is now recognized across the United States as a destination for high-quality hardwood flooring at everyday low prices, while our

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Bellawood brand is known as a premium flooring brand within the industry. Our stores typically consist of a warehouse and an attached showroom located in industrial or commercial areas that have lower rents than traditional retail locations, are accessible from major roadways and have significant visibility to passing traffic. Our average store is approximately 6,000 square feet, of which approximately 800 square feet is devoted to the showroom selling area. We have designed our stores using a visually appealing and distinctive showroom format to enhance the customer experience while demonstrating our low-cost approach to doing business. We employ knowledgeable sales staff who can educate our customers about the product. We believe that our stores reinforce our customers' belief that they get a good deal when they buy from us.

Competitive Strengths

We believe the following competitive strengths contribute to our leading market position, differentiate us from our competition and will drive our future growth:

Attractive Store Economics. We operate a store model that produces strong returns on investment by combining low capital investment, a small store footprint, minimal staffing and a high average sale of more than \$1,700 in 2006. Our average new store across our markets has historically become profitable within three months of beginning operations and returned its initial cash investment within seven months. Our store model targets a pre-tax return on invested capital in excess of 140% for stores open more than three years (including all advertising costs). For the twelve months ended March 31, 2007, we did not have an unprofitable store on a four-wall basis in our portfolio (excluding stores open for less than three months).

Appealing Value Proposition. Our value proposition to the customer is a key driver of our business. Important components include:

Price. A fundamental part of our founding philosophy is to provide quality hardwood flooring brands at everyday low prices. We are able to maintain these prices across our product range because we purchase flooring directly from mills and brokers. In addition, we operate a low-cost store model with a no frills showroom, limited in-store inventory and locations in industrial or commercial areas that carry lower rent expense than many retail stores.

Selection. We have developed a broad product assortment of domestic and exotic hardwoods sold under proprietary brands that help us to differentiate our products from those of our competitors. We offer products across a range of price points and quality levels that allow us both to target discrete market segments and to appeal to diverse groups of customers.

Quality. We believe that we have achieved a reputation for quality, and that our proprietary brands are recognized for excellence by our customers. We work directly with our supplier mills and brokers to produce flooring that will meet our high quality standards and we also currently finish 75% of our premium Bellawood products at our state-of-the-art Toano facility. We maintain an in-house inspection and quality control function and enforce strict certification requirements for Bellawood supplier mills. As a result, we offer a 50-year residential warranty on our premier Bellawood brands, which we believe is the industry's longest.

Availability. Since our founding, we have made it a priority to build long-term relationships with our key supplier mills and brokers. As we have grown, we believe our relationships with our suppliers have strengthened, which we believe helps us ensure our

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continued access to a broad selection of domestic and exotic hardwood products at attractive prices. We believe that these direct supplier relationships are relatively unique in our industry, and offer us a significant competitive advantage. In addition, we believe our supply chain and centralized inventory at our Toano distribution facility allow us to meet the delivery needs of our customers better than our competitors.

Established National Brands. We believe both Lumber Liquidators and Bellawood are well-known national brands. We have positioned Lumber Liquidators to represent an attractive value proposition to the customer, and believe we offer superior service and hardwood flooring expertise. Based on our market research, we believe that Bellawood, which accounted for approximately one-third of our 2006 net sales, is among the most-recognized brands in our industry. We are committed to supporting our brands and products through diverse national marketing campaigns that reach a wide variety of potential customers. We believe that we benefit from our long-term endorsement relationships with respected and well-known home improvement celebrities such as Bob Vila and Ty Pennington.

Integrated Multi-Channel Sales Model. We have an integrated multi-channel sales model that enables our national store network, call center, website and catalog to work together in a coordinated manner. Our sales strategy emphasizes customer service by providing superior convenience and education tools for our customers to learn about our products and the installation process. We strive to use our various sales channels to make our customers' transactions easy and efficient.

Experienced Management Team with a Proven Track Record. Our senior management team has extensive experience with publicly traded, high-growth retail companies. We believe our company benefits in particular from the leadership of Tom Sullivan, our founder and the chairman of our board of directors, who is a veteran of the specialty hardwood flooring retail business. Jeff Griffiths, our president and chief executive officer, has more than 30 years of experience in the retail industry and our chief financial officer, Dan Terrell, has more than 15 years of experience working with reporting companies in the retail industry. Over the past 18 months, we have assembled a management team that has extensive experience in the specialty retail and hardline retail industries. Upon completion of this offering, our senior management and board of directors will own % of our company.

Growth Strategy

We intend to continue to increase revenues and profitability by strengthening our position as a leading provider of hardwood flooring within our growing market. Specific elements of our strategy for continued growth include the following:

Expand Our Store Base. The hardwood flooring market is highly fragmented, and we believe there is a significant opportunity to expand our store base. Because of the low capital investment to open new stores and the attractive returns on investment that our stores generate, we intend to continue to expand our store base. We plan to open at least 25 new stores in 2007 and between 30 and 40 new stores during each of the next several years thereafter.

Improve Productivity and Efficiency. We seek to drive productivity through strong comparable store sales performance and by improving operational efficiencies. We expect sales growth will be driven by our investment in our proprietary brands, targeted marketing campaigns and more efficient sales and inventory planning and forecasting, as well as favorable industry trends. In addition, we continue to build on what we believe is our strong track record of consistent store-level execution.

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Build on Our Core Strengths. We attribute our success to our focus on and our ability to deliver on our value proposition to the customer, which results from leveraging our strength as a vertically-integrated, low-cost operator. As we continue to increase our revenues by opening new stores and marketing our proprietary brands, we also plan to decrease marginal costs by taking advantage of improving economies of scale in purchasing, leveraging our existing infrastructure and other fixed expenses and optimizing our finishing, distribution and supply chain management.

Leverage Our Multi-Channel Sales and Brand Marketing. We use our advertising and marketing activities and our multiple sales channels to help educate potential customers about hardwood flooring. As customers learn more about hardwood flooring and how best to shop for it, they also learn more about our products and value proposition, which we believe drives customer store visits and purchases of our products. We believe that as we continue to leverage our multi-channel strategy, we will drive repeat customer traffic. We have also made a significant advertising and marketing investment to link our brands to quality and value as well as to establish ourselves as the hardwood flooring experts. As we continue to grow and open more stores, we believe that our marketing and branding activities will become more efficient and targeted. We also believe that our customer acquisition costs will decline on both a per-customer and per-store basis.

Our Market

The hardwood flooring market represents approximately 10% of the overall U.S. floor coverings market. Catalina Research Inc. estimates that the value of U.S. hardwood flooring wholesale sales in 2005 was approximately \$2.3 billion (representing retail sales of \$4.1 billion), and that the market will grow at a compound annual growth rate of 7.4% through 2011. We believe we will continue to benefit from several key long-term industry trends and characteristics including increased home improvement spending (which is driven by several factors including the aging of existing housing stock, increasing home ownership levels, the increasing average size of homes and favorable demographic trends), the evolution of the hardwood flooring market to include both a wider range of wood species and products that are increasingly easier and less costly to install, and the greater attractiveness of hardwood flooring as industry innovations drive growth and its perceived cosmetic, durability and health advantages.

Risk Factors

We face risks in operating our business, including risks that may prevent us from achieving our business objectives or that may adversely affect our business, financial condition and operating results. You should consider these risks before investing in our company. Risks relating to our business and industry include: the dependence of the hardwood flooring industry on the economy, home remodeling activity, the homebuilding industry and other factors; the rapid increase in the number of our stores; our ability to continue to grow and to manage our growth effectively; our ability to continue to obtain the merchandise we need from our suppliers; our ability to maintain and develop relationships with suppliers; our ability to manage costs; disruption of our management information systems, call center or website; hiring and retaining officers, managers and employees; increasing competitive pressures; our advertising and endorsement strategy; and concentrated shareholder ownership. You should carefully consider the risks discussed in **Risk Factors** before deciding to invest in our common stock.

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Our Corporate History and Principal Office

We were incorporated in Massachusetts in 1994 as Lumber Liquidators, Inc. In connection with this offering, we will become a Delaware corporation. Our corporate and principal executive office is located at 3000 John Deere Road, Toano, Virginia 23168. Our telephone number is (757) 259-4280, and we maintain a website at www.lumberliquidators.com on which we will post all reports we file with the Securities and Exchange Commission, or the SEC, under Section 13(a) of the Securities Exchange Act of 1934 after the closing of this offering. We also will post on this site our key corporate governance documents, including our board committee charters, our ethics policy and our principles of corporate governance. We also offer information about our premium Bellawood brand on a separate website at www.bellawood.com and about the Ty Pennington collection at www.tyscollection.com. Information on these websites is not, however, a part of this prospectus.

Sources of Market and Industry Data

This prospectus includes market share and industry data and forecasts that we have obtained from internal company surveys, market research, consultant surveys, publicly available information and industry publications and surveys. Information regarding the hardwood flooring market is derived from Catalina Research Inc.'s *November 2005 Wood Flooring Report* and *March 2007 Floor Coverings Industry Quarterly Update* and other sources identified herein. Except where otherwise noted, statements as to our position relative to our competitors or as to market share refer to the most recent available data.

Use of Trademarks and Trade Names

We have a number of registered marks, including Lumber Liquidators®, Bellawood®, 1-800-FLOORING®, the Lumber Liquidators design mark and others, in several jurisdictions including the United States, and we have also applied to register a number of other marks in various jurisdictions. See *Business Intellectual Property and Trademarks*. This prospectus also contains trademarks and trade names of other companies. All trademarks and trade names appearing in this prospectus are the property of their respective holders.

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The Offering

Common stock offered by us	Shares
Common stock offered by the selling stockholders	Shares
Common stock to be outstanding after this offering	Shares
Use of proceeds	<p>We estimate that the net proceeds to us from this offering will be approximately \$ million (based on the midpoint of the range shown on the cover page of this prospectus).</p> <p>We will not receive any proceeds from the sale of shares by the selling stockholders.</p> <p>We intend to repay all amounts outstanding under our senior secured loan agreement (approximately \$7.9 million as of March 31, 2007) using proceeds from this offering. We intend to use the remainder of the net proceeds of this offering for general corporate purposes.</p>
Dividends	We do not anticipate paying any cash dividends in the foreseeable future.
Proposed New York Stock Exchange symbol	LL
Risk Factors	See Risk Factors beginning on page 9 and other information included in this prospectus for a discussion of factors that you should carefully consider before investing in our common stock.
The number of shares of common stock that will be outstanding after this offering in the table above excludes:	

shares of common stock issuable upon exercise of outstanding stock options with a weighted average exercise price of \$ per share, of which were vested as of , 2007.
 Except as otherwise noted, all information in this prospectus:

reflects a for one split of our common stock in the form of a stock dividend to be effected prior to the consummation of this offering;

assumes that the underwriters do not exercise their option to purchase up to additional shares of common stock from the selling stockholders;

gives effect to the conversion of 7,952,018 shares of series A convertible preferred stock held by TA Associates that were outstanding prior to this offering into shares of common stock;

excludes restricted stock grants of shares of common stock that we intend to grant to certain executive officers and employees at the closing of the initial public offering; and

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excludes stock option grants that we intend to grant certain directors on the day this offering is priced for sale to the public to purchase shares of common stock at the initial public offering price.

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You should read the data set forth below in conjunction with our financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations, Unaudited Pro Forma Financial Information and other financial information included elsewhere in this prospectus. We derived the summary financial data as of December 31, 2005 and 2006 and for each of the years ended December 31, 2004, 2005 and 2006 from our audited financial statements and the related notes appearing elsewhere in this prospectus. We derived the summary financial data as of December 31, 2004 from our audited financial statements and the related notes not included in this prospectus. We derived the summary financial data as of and for the years ended December 31, 2002 and 2003 from our unaudited financial statements not included in this prospectus. Our historical results are not necessarily indicative of our results for any future period.

	2002	2003	Year Ended December 31,		2006(1)
	(unaudited)	(in thousands, except share and per share amounts) (unaudited)	2004	2005	
Statement of Income Data					
Net sales	\$ 65,382	\$ 100,866	\$ 171,766	\$ 244,947	\$ 332,060
Cost of sales	43,051	67,870	115,857	158,844	221,931
Gross profit	22,331	32,996	55,909	86,103	110,129
Selling, general and administrative expenses	17,545	29,566	48,461	67,900	88,716
Impairment loss on long-lived assets		955	293		
Operating income	4,786	2,475	7,155	18,203	21,413
Interest expense	160	218	429	638	722
Other (income) expense(2)	(318)	(428)	190	(96)	(368)
Income before income taxes	4,944	2,685	6,536	17,661	21,059
Provision for income taxes(3)	163	65	(1,450)	6,948	8,161
Net income	\$ 4,781	\$ 2,620	\$ 7,986	\$ 10,713	\$ 12,898
Net income per common share:					
Basic	\$ 0.32	\$ 0.17	\$ 0.53	\$ 0.71	\$ 0.86
Diluted	\$ 0.32	\$ 0.17	\$ 0.51	\$ 0.46	\$ 0.56
Weighted average common shares outstanding(4):					
Basic	15,000,100	15,000,100	15,000,100	15,000,100	15,000,100
Diluted	15,000,100	15,000,100	15,675,477	23,063,174	22,952,118
Pro Forma Income Statement Data(5):					
Pro forma net income					\$
Pro forma net income per common share:					
Basic					\$
Diluted					\$
Pro forma weighted average common shares outstanding:					
Basic					
Diluted					

(1) We adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 123 (R), *Share-Based Payment* (SFAS No. 123(R)), using the prospective-transition method, effective January 1, 2006.

(2) Includes interest income.

(3) Effective December 1, 2004, we elected to be taxed as a C corporation for federal and state income tax purposes. Prior to this election, we were not subject to federal or certain state income taxation at the corporation level.

(4) Share amounts as of December 31, 2002 and 2003 have been adjusted to reflect the December 2004 common stock dividend of 150,000:1 to Tom Sullivan, our founder and chairman of our board of directors.

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- (5) The pro forma statement of income data for the year ended December 31, 2006 were derived from our Unaudited Pro Forma Financial Information included elsewhere in this prospectus.

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	2002	2003	As of December 31, 2004	2005	2006
	(unaudited)	(unaudited)	(in thousands)		
Balance Sheet Data					
Cash and cash equivalents	\$ 384	\$ 3,073	\$ 3,031	\$ 6,031	\$ 3,965
Merchandise inventories	9,501	14,910	22,507	30,009	51,758
Total assets	13,249	21,017	39,753	55,162	78,020
Total debt and capital lease obligations, including current maturities	2,555	2,617	12,364	10,360	9,603
Stock compensation liability	850	2,020	4,958	8,092	9,132
Redeemable preferred stock			34,693	34,744	34,795
Total stockholder s equity (deficit)	4,260	3,620	(30,242)	(18,775)	(5,468)
Working capital(1)	4,299	5,230	8,091	17,059	29,697
Pro Forma Balance Sheet Data(2):					
Pro forma cash and cash equivalents					\$
Pro forma total debt and capital lease obligations, including current maturities					\$
Pro forma stock compensation liability					\$
Pro forma redeemable preferred stock					\$
Pro forma total stockholders equity (deficit)					\$

(1) Working capital is defined as current assets minus current liabilities.

(2) The pro forma balance sheet data as of December 31, 2006 were derived from our Unaudited Pro Forma Financial Information included elsewhere in this prospectus.

	2002	2003	Year Ended December 31, 2004	2005	2006
			(in thousands, except % and numbers of stores)		
Operating Data					
Number of stores open at end of period	25	40	57	76	91
Comparable store sales increase(1)(2)	NA	22.9%	38.2%	19.0%	17.3%
Depreciation and amortization	\$ 1,033	\$ 883	\$ 1,157	\$ 2,240	\$ 2,908
Capital expenditures:					
New store openings	\$ 22	\$ 112	\$ 225	\$ 352	\$ 225
Other(3)	371	410	6,322	3,975	2,494
Total capital expenditures	\$ 393	\$ 522	\$ 6,547	\$ 4,327	\$ 2,719

(1) Stores are considered comparable on the first day of the thirteenth full calendar month of operation.

(2) Comparable store sales data is not available for the year ended December 31, 2002 on the same basis as for subsequent periods.

(3) Consists primarily of expenditures on expenses related to establishing our Toano facility (which opened in 2004), purchases of trailers, leasehold improvements, information technology and warehouse equipment.

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RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the following information about these risks, together with the other information contained in this prospectus, before deciding to buy our common stock. Any of the risks we describe below could adversely affect our business, financial condition or operating results. The market price of our common stock could decline if one or more of these risks and uncertainties develop into actual events. You could lose all or part of your investment.

Risks Related to Our Business and Industry

The hardwood flooring industry depends on the economy, home remodeling activity, the homebuilding industry and other important factors.

The hardwood flooring industry is highly dependent on the remodeling of existing homes and new home construction. In turn, remodeling and new home construction depend on a number of factors which are beyond our control, including interest rates, tax policy, employment levels, consumer confidence, credit availability, real estate prices, demographic trends, weather conditions, natural disasters and general economic conditions. If:

the national economy or any regional or local economy where we operate weakens;

interest rates rise;

credit becomes less available;

regions where we operate experience unfavorable demographic trends;

fuel costs or utility expenses increase; or

home-price appreciation slows;

that could limit discretionary consumer spending, reduce spending on remodeling of existing homes and cause purchases of new homes to decline. Any one or a combination of these factors could result in decreased demand for hard surface flooring, including in particular premium hardwood flooring, in remodeled and new homes, which would harm our business and operating results.

The planned rapid increase in the number of our stores may make our future results unpredictable.

As of March 31, 2007, we had 93 stores throughout the United States, 67 of which we opened after January 1, 2003. We plan to open 25 stores in 2007 and between 30 and 40 new stores during each of the next several years thereafter. This growth strategy and the investment associated with the development of each new store may cause our operating results to fluctuate and be unpredictable or decrease our profits. Our future results will depend on various factors, including the successful selection of new markets and store locations, our ability to negotiate leases on acceptable terms, management of pre-opening expenses, the quality of our operations, consumer recognition of the quality of our products, our ability to meet customer demand, the continued popularity of hardwood flooring and general economic conditions. In addition, as we open more stores, our rate of expansion relative to the size of our store base will decline. We may not be able to identify suitable store locations in markets into which we seek to expand and may not be able to open as many stores as planned. Consumers in a new market may be less familiar with our brands, and we may need to increase brand awareness in that market through additional investments in advertising. Stores opened in new markets may have higher construction, occupancy or operating costs, or may have lower average store sales, than stores opened in the past. In addition, we may incur higher maintenance costs associated with our strategy of seeking out low-cost store

locations than in the past. Newly opened stores may not succeed

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or may reach profitability more slowly than we expect, and the ramp-up to profitability may become longer in the future as we enter more mid-sized and smaller markets and add stores to larger markets where we already have a presence. Future markets and stores may not be successful and, even if we are successful, our average store sales and our comparable store sales may not increase at historical rates.

Failure to manage our growth effectively could harm our business and operating results.

Our plans call for a significant number of new stores, and increased sales from our website, call center and catalog. Our existing management information systems, including our store management systems and financial and management controls, may be unable to support our expansion. Managing our growth effectively will require us to continue to enhance these systems, procedures and controls and to hire, train and retain regional managers, store managers and store staff. In addition, we have hired a number of senior managers in 2006 and 2007, and execution of our strategy requires that they be integrated effectively. We may not respond quickly enough to the changing demands that our expansion will impose on our management, staff and existing infrastructure. Any failure to manage our growth effectively could harm our business and operating results.

Our ability to produce hardwood flooring, particularly products made of more exotic species, depends on the continued availability of sufficient suitable hardwood.

Our business strategy depends on offering a wide assortment of hardwood flooring to our customers. We sell flooring made from species ranging from domestic maple, oak and pine to imported cherry, ebony, mahogany and teak. Some of these species are scarce, and we cannot be assured of their continued availability, especially of exotic hardwoods that comprise a significant portion of our more profitable products. Our ability to obtain an adequate volume and quality of hard-to-find species depends on our suppliers' ability to furnish those species, which, in turn, could be affected by many things including events such as forest fires, insect infestation, tree diseases, prolonged drought and other adverse weather conditions. Government regulations relating to forest management practices also affect our suppliers' ability to harvest or export timber, and changes to regulations and forest management policies, or the implementation of new laws or regulations, could impede their ability to do so. If our suppliers cannot deliver sufficient hardwood and we cannot find replacement suppliers, we would need to curtail finishing of the relevant product lines, which could cause our operating results to deteriorate.

Our dependence on certain suppliers makes us vulnerable to the extent we rely on them.

We rely on a concentrated number of suppliers for the majority of our supply needs. In 2006, one of our suppliers, Sequoia Floorings, accounted for approximately 14% of our purchases, and acted as agent for another of our suppliers, EPI, which accounted for another 7% of our purchases. Including those companies, our top 10 suppliers account for approximately 63% of our purchases in 2006. We generally do not have long-term contracts with our suppliers, and we typically obtain our hardwood supplies on an order-by-order basis, writing orders for future deliveries from 90 to 180 days before delivery. Our suppliers may be unable to supply us in the future due to various factors, which could include political instability in the supplier's country, a supplier's financial instability, inability or refusal to comply with applicable laws, trade restrictions or tariffs, insufficient transport capacity and other factors beyond our control. If we can no longer obtain merchandise from our major suppliers, or they refuse to continue to supply us on commercially reasonable terms or at all, and we cannot find replacement suppliers, we could experience a deterioration in our sales and operating results.

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If we fail to identify and develop relationships with a sufficient number of qualified mills, our ability to obtain hardwood products that meet our high quality standards could be harmed.

We purchase flooring directly from mills located around the world. We believe that these direct supplier relationships are relatively unique in our industry. In order to retain the competitive advantage that we believe results from these relationships, we need to continue to identify, develop and maintain relationships with qualified mills that can satisfy our high standards for quality and our requirements for hardwood in a timely and efficient manner. The need to develop new relationships will be particularly important as we seek to expand our operations in the future. Any inability to do so could reduce our competitiveness, slow our plans for further expansion and cause our sales and operating results to deteriorate.

Our ability to obtain hardwood from abroad and the operations of many of our international suppliers are subject to risks that are beyond our control and that could harm our operations.

We rely on a select group of international suppliers to provide us with hardwood products that meet our specifications. In 2006, approximately 30% of our product was sourced from Asia, approximately 24% was sourced from South America and approximately 11% was sourced from other locations outside of North America. As a result, we are subject to risks associated with obtaining products from abroad, including:

political unrest, terrorism and economic instability resulting in the disruption of trade from foreign countries where our products originate;

currency exchange fluctuations;

the imposition of new laws and regulations, including those relating to environmental matters; imports, duties, taxes and other charges on exports or imports; labor conditions; quality and safety standards; trade restrictions; and restrictions on funds transfers;

disruptions or delays in shipments; and

changes in local economic conditions in countries where our suppliers are located.

These and other factors beyond our control could disrupt the ability of our suppliers to ship certain products to us cost-effectively or at all, which could harm our operations.

Increased hardwood costs could harm our results of operations.

The cost of the various species of hardwood that we use in our products is important to our profitability. Hardwood lumber costs fluctuate because of changes in domestic and international supply and demand, labor costs, competition, market speculation, product availability, environmental restrictions, government regulation and trade policies, weather conditions, processing and freight costs and delivery delays. We generally do not have long-term supply contracts or guaranteed purchase amounts. As a result, we may not be able to anticipate or react to changing hardwood costs by adjusting our purchasing practices, and we may not always be able to increase the selling prices of our products in response to increases in supply costs. If we cannot address changing hardwood costs appropriately, it could cause our operating results to deteriorate.

Increased delivery costs, particularly those relating to the cost of fuel, could harm our results of operations.

We source merchandise from around the world, and our cost of sales includes the cost of delivery to our Toano facility. In addition, we rely on third-party trucking companies to transport our products from our Toano facility to our stores and from our stores to our customers. If the cost of fuel or other costs, such as import tariffs, rise, it could result in increases in our cost of sales and selling,

general

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and administrative expenses due to additional delivery charges and in the fees transportation companies charge us to transport our products to our stores and customers. We may be unable to increase the price of our products to offset increased delivery charges, which could cause our operating results to deteriorate.

If our management information systems experience disruptions, it could disrupt our business and reduce our sales.

We depend on our management information systems to integrate the activities of our stores, website and call center, to process orders, to respond to customer inquiries, to manage inventory, to purchase merchandise and to sell and ship goods on a timely basis. Our high growth rate creates additional challenges in maintaining and expanding our systems. We may experience operational problems with our information systems as a result of system failures, viruses, computer hackers or other causes. We have identified improvements that we need to make to our internal controls that relate to limiting access to our information systems, which we expect to implement over the next 18 months. Any significant disruption or slowdown of our systems, including a disruption or slowdown caused by our failure to successfully upgrade our systems, could cause information, including data related to customer orders, to be lost or delayed, which could result in delays in the delivery of products to our stores and customers or lost sales. During the first half of 2007, we are introducing two new management information systems:

In the first quarter of 2007, we upgraded our entire corporate network, including our telephone lines, to an Internet-based network. If our network is disrupted, we may experience delayed communications within our operations and between our customers and ourselves, and may not be able to communicate at all via our network, including via telephones connected to our network.

In the second quarter of 2007, we plan to introduce a new point-of-sale system to improve the tracking of inventory and sales information in all of our stores. If the introduction of this system interferes with our existing system, we could experience disruptions in our ability to stock our stores and fulfill customer orders in a timely manner.

Moreover, we may in the future be unable to develop or acquire technology that meets our needs or those of our customers, or have insufficient resources to make necessary investments in technology. Accordingly, if our information systems are inadequate to handle our growth or if changes in technology cause our information systems to become obsolete, it could disrupt or otherwise harm our operations.

Any disruption of our website or our call center could disrupt our business and lead to reduced sales and reputational damage.

Our website and our call center are integral parts of our integrated multi-channel strategy. Customers use our website and our call center as information sources on the range of products available to them and to order our products, samples or catalogs. Our website in particular is vulnerable to certain risks and uncertainties associated with the Internet, including changes in required technology interfaces, website downtime and other technical failures, security breaches and consumer privacy concerns. If we cannot successfully maintain our website and call center in good working order, it could reduce our sales and damage our reputation.

Our success depends substantially upon the continued retention of certain key personnel.

We believe that our success has depended and continues to depend to a significant extent on the efforts and abilities of our senior management team and our board of directors. Our failure to retain members of that team could impede our ability to build on the efforts they have undertaken with respect to our business. Specifically, the loss of Tom Sullivan, our founder and the chairman of our board of directors, could harm us. Under his guidance, we experienced rapid growth and established ourselves as a leading company in the industry. Tom continues to have an active role in determining our strategic direction and assisting with our day-to-day operations, and we believe that if we no longer

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had access to his product knowledge and relationships with our suppliers, it would eliminate an important competitive advantage. In addition, the loss of Jeff Griffiths, our president and chief executive officer, or Dan Terrell, our chief financial officer, could harm us, as we rely on their significant experience with reporting companies and the retail industry.

Our success depends upon our ability to attract, train and retain highly qualified managers and staff.

Our success depends in part on our ability to attract, hire, train and retain qualified managers and staff. Buying hardwood flooring is an infrequent event, and the typical consumer has very little knowledge of the range, characteristics and suitability of the products available to them before starting the purchasing process. Therefore, consumers in the hardwood flooring market expect to have sales associates serving them who are knowledgeable about the entire assortment of products offered by the retailer and the process of choosing and installing hardwood flooring. As a result, competition for qualified store managers and sales associates among flooring retailers is intense. We may not succeed in attracting and retaining the personnel we require to conduct our current operations and support our potential future growth. In addition, as we expand into new markets, we may find it more difficult to hire, motivate and retain qualified employees.

Increased competition could cause price declines, decrease demand for our products and decrease our market share.

We operate in the hardwood flooring industry, which is highly fragmented and competitive. We face significant competition from multinational home improvement chains, national and regional flooring specialty chains, Internet-based companies and privately-owned single-site enterprises. We compete on the basis of price, customer service, store location and range, quality and availability of hardwood flooring we offer our customers. Our competitive position is also influenced by the availability, quality and cost of merchandise, labor costs, finishing, distribution and sales efficiencies and our productivity compared to that of our competitors. As we expand into new and unfamiliar markets, we may experience different competitive conditions than in the past.

Some of our competitors are larger organizations, have existed longer, are more diversified in the products they offer and have a more established market presence with substantially greater financial, marketing, personnel and other resources than we have. In addition, our competitors may forecast market developments more accurately than we do, develop products that are superior to ours or produce similar products at a lower cost, or adapt more quickly to new technologies or evolving customer requirements than we do. Intense competitive pressures from one or more of our competitors could cause price declines, decrease demand for our products and decrease our market share.

Hardwood flooring may become less popular as compared to other types of floor coverings in the future. For example, our products are made using various hardwood species, including rare exotic hardwood species harvested from rainforests, and concern over the environmental impact of tree harvesting could shift consumer preference towards synthetic or inorganic flooring. In addition, hardwood flooring competes against carpet, vinyl sheet, vinyl tile, ceramic tile, natural stone and other types of floor coverings. If consumer preferences shift towards types of floor coverings other than hardwood flooring, we may experience decreased demand for our products.

All of these competitive factors may harm us and reduce our sales and profits.

Damage, destruction or disruption of our Toano finishing and distribution facility could significantly impede our ability to finish and distribute our products.

We currently finish 75% of all Bellawood products at our Toano finishing facility. In 2006, Bellawood flooring accounted for approximately one-third of our net sales. We also finish small

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quantities of certain of our other products there. The Toano facility also serves as our distribution center, and approximately 85% of our merchandise passes through this facility before we move it to our stores. The Toano facility also houses our primary computer systems, which control our management information and inventory management systems, and our corporate headquarters. We do not have any other finishing or distribution facilities. If the Toano facility or our inventory held there were damaged or destroyed by fire, wood infestation or other causes, our entire finishing and distribution processes would be disrupted, which could cause significant lost production and delays in delivery. This could impede our ability to stock our stores and deliver products to our customers, and cause our sales and operating results to deteriorate.

Failure to maintain relevant product endorsement agreements and product placement arrangements could harm our reputation and cause our sales to deteriorate.

We have established relationships with well-known and respected home improvement celebrities to evaluate, promote and help establish with consumers the high-quality nature of our products. If these individuals were to stop promoting our products, if we were unable to renew our endorsement contracts with them or if we could not find other endorsers of a similar caliber, our sales and reputation could be harmed. Similarly, any actions that persons endorsing our products may take, whether or not associated with our products, which harm their or our reputations could also harm our brand image with consumers and our reputation, and cause our sales to deteriorate. We also have a number of product placement arrangements with home improvement-related television shows. We rely on these arrangements to increase awareness of our brands, and to enable potential customers to see both what our flooring will look like after installation and the relative ease with which it can be installed. Any failure to continue these arrangements could cause our brands to become less well-known and cause our sales to deteriorate.

Our success depends on the continued effectiveness of our advertising strategy.

We believe that our past success was achieved in part through our successful investment in local and national advertising. We typically locate our stores in industrial or commercial areas that have lower rents than traditional retail locations, but that are generally set some distance from population centers and downtown urban areas. To support this real estate strategy, we have used extensive advertising to encourage customers to drive to our stores. We may need to increase our advertising expense to support our business strategy in the future. In addition, we lease but do not own the rights to 1-800-FLOORING. Although we have an indefinite renewal right under the related contract, it could be terminated in certain circumstances, which could increase our costs until we were able to publicize a new toll-free number. If our advertisements fail to draw customers in the future, or if the cost of advertising or other marketing materials increases significantly, we could experience declines in our sales and operating results.

We have entered into a number of lease agreements with a company controlled by our controlling shareholder, which may make it more difficult to modify or terminate those leases.

We have entered into several agreements with related parties in connection with a significant number of transactions, including leases for our Toano finishing, distribution and headquarters facility and 25 of our store locations. Tom Sullivan is the sole owner of ANO LLC, with which we have in the past entered into most such agreements. In addition, Tom is the sole owner of DORA Real Estate Company, LLC and Wood on Wood Road, Inc., and has a 50% membership interest in BMT Holdings, LLC, and we lease one store location from each of these entities. While we believe that these leases we have signed to date are on fair market terms and that the shareholders' agreement to which Tom and TA Associates are parties prevents entities affiliated with Tom from setting lease rates above

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market rates, it may be more difficult for us to modify or terminate those leases in the future, or we may be prevented from doing so by the actions of Tom, who will continue to be a significant shareholder following this offering. See Certain Relationships and Related Party Transactions Store Lease Arrangements.

We will incur non-cash compensation expenses, and may be required to issue shares of common stock, in connection with existing stock-based compensation arrangements.

In connection with this offering, Kevin Sullivan, Tom's brother, who started our western U.S. operations and was our first regional manager, will receive shares of our common stock, to be contributed by Tom and which have been placed in escrow, pursuant to an agreement between Tom and Kevin that we have guaranteed. The number of shares to be delivered depends upon a calculation of the value of our western U.S. sales region. While the agreement provides that the number of shares will be fixed in connection with this offering, if the parties disagree on the calculation, the number of shares may need to be adjusted in the future, which could require us to record an additional non-cash stock compensation liability expense. We do not know what the magnitude would be of any such future non-cash compensation expense. We recorded a non-cash compensation expense relating to this matter of \$1.0 million in 2006, \$3.1 million in 2005 and \$2.9 million in 2004, and as of December 31, 2006 carried a long-term liability of \$9.1 million on our balance sheet relating to this agreement.

We have also received a demand letter from counsel representing a former senior executive in connection with his resignation of employment. That executive alleges that he terminated his employment for good reason, as defined in his employment agreement and our warrant plan which, under the provisions of our warrant plan, could entitle him to shares in an amount equal to up to 1.0% of our outstanding common stock. Although the former executive has not filed a lawsuit or a demand for arbitration, we could be required to issue additional shares of stock in connection with any such action if we were found to be liable for those obligations.

We may not be able to adequately protect our intellectual property, which could harm the value of our brands and harm our business.

Our intellectual property is material to the conduct of our business. Our ability to implement our business plan successfully depends in part on our ability to further build brand recognition using our trademarks, service marks and other proprietary intellectual property, including our name and logo and the names of our brands. If our efforts to protect our intellectual property are inadequate, or if any third party infringes on or misappropriates our intellectual property, either in print or on the Internet, the value of our brands may be harmed, which could adversely affect our business and might prevent our brands from achieving or maintaining market acceptance. We may also encounter claims from prior users of similar intellectual property in locales where we operate or intend to operate. This could harm our image, brand or competitive position and cause us to incur significant penalties and costs.

Environmental, health and safety laws and regulations could increase the cost of doing business or restrict our ability to conduct our business.

We are subject to a wide range of general and industry-specific environmental, health and safety and other laws and regulations imposed by federal, state and local authorities, including those governing the use, storage, handling, generation, treatment, emission, release, discharge and disposal of certain hazardous materials and wastes, the remediation of contaminated soil and groundwater and the health and safety of employees. If we are unable to extend or renew a material approval, license or permit required by such laws, or if there is a delay in renewing any material approval, license or permit, that may cause our sales and operating results to deteriorate or otherwise harm our business.

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We will incur increased costs and be required to carry out activities we have not previously undertaken as a result of becoming a public company.

As a public company, we will incur significant legal, accounting and other expenses that we did not incur as a private company. The Sarbanes-Oxley Act of 2002 and related rules of the SEC and the New York Stock Exchange regulate corporate governance practices of public companies. Complying with these requirements will likely increase our costs and make some activities more time-consuming. For example, we will need to adopt new internal controls and disclosure controls and procedures and create new board committees, and also expect to modify director compensation and possibly to increase the number of directors. We will also incur additional expenses associated with our SEC reporting requirements. A number of those requirements will require us to carry out activities we have not previously undertaken. For example, under Section 404 of the Sarbanes-Oxley Act, for our annual report on Form 10-K for 2008 we will need to document and test our internal control procedures, our management will need to assess and report on our internal control over financial reporting and our independent registered public accounting firm will need to issue an opinion on that assessment and the effectiveness of those controls. If we identify any issues in complying with those requirements (for example, if a material weakness was identified in our internal control over financial reporting), we could also incur additional costs rectifying those issues, and their existence could impact our reputation or investor perceptions of us or otherwise harm our business. In addition, we expect that it will be difficult and expensive to obtain director and officer liability insurance. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers. Advocacy efforts by shareholders and third parties may also prompt even more changes in governance and reporting requirements. We cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

Risks Relating to Our Common Stock and This Offering

There is no existing market for our common stock and we do not know if one will develop. Even if a market does develop, the stock prices in the market may not exceed the offering price.

Prior to this initial public offering, there has not been a public market for our common stock. We cannot predict the extent to which investor interest in our company will lead to the development of an active trading market on the New York Stock Exchange or otherwise, or how liquid that market may become. If an active trading market does not develop, you may have difficulty selling any shares that you buy. In addition, the initial public offering price for the common stock was determined by negotiations between us and the representatives of the underwriters and may not be indicative of prices that will prevail in the open market following this offering. Consequently, you may not be able to sell shares of our common stock at prices equal to or greater than the price you pay in this offering.

Tom Sullivan and TA Associates will have the ability to exercise significant influence over us after this offering, and their interests in our business may be different than yours.

All of the issued and outstanding shares of our common stock are currently owned by Tom Sullivan, while TA Associates indirectly beneficially owns all of our outstanding series A convertible preferred stock. Assuming that TA Associates converts all of its preferred stock into common stock and that the underwriters do not exercise their option to purchase additional shares, upon completion of this offering, Tom will control approximately %, and TA Associates will control approximately %, of our outstanding common stock. Accordingly, each of these parties will be able to exercise significant influence over our business policies and affairs and all matters requiring a stockholders' vote, including the composition of our board of directors, the adoption of amendments to our certificate of incorporation and the approval of mergers or sales of all or substantially all of our assets. This concentration of ownership could also delay, defer or even prevent a change in control of our company.

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and may make some transactions more difficult or impossible without their support. These interests of these stockholders may conflict with yours, and they may seek to cause us to take courses of action that, in their judgment, could enhance their investment in us, but which might involve risks to holders of our common stock or be harmful to our business or other investors.

Our anti-takeover defense provisions may cause our common stock to trade at market prices lower than it might absent such provisions.

Our new certificate of incorporation and bylaws will contain several provisions that may make it more difficult or expensive for a third party to acquire control of us without the approval of our board of directors. These provisions include a staggered board, the availability of blank check preferred stock, provisions restricting stockholders from calling a special meeting of stockholders or requiring one to be called or from taking action by written consent and provisions that set forth advance notice procedures for stockholders' nominations of directors and proposals of topics for consideration at meetings of stockholders. Our certificate of incorporation will also provide that Section 203 of the Delaware General Corporation Law, which relates to business combinations with interested stockholders, will apply to us. These provisions may delay, prevent or deter a merger, acquisition, tender offer, proxy contest or other transaction that might otherwise result in our shareholders receiving a premium over the market price for their common stock. In addition, these provisions may cause our common stock to trade at a market price lower than it might absent such provisions.

Our common stock price may be volatile and you may lose all or part of your investment.

The market price of our common stock could fluctuate significantly, and you may not be able to resell your shares at or above the offering price. Those fluctuations could be based on various factors in addition to those otherwise described in this prospectus, including:

our operating performance and the performance of our competitors;

the public's reaction to our press releases, our other public announcements and our filings with the SEC;

changes in earnings estimates or recommendations by research analysts who follow Lumber Liquidators or other companies in our industry;

variations in general economic conditions;

the number of shares to be publicly traded after this offering;

actions of our current shareholders, including sales of common stock by our directors and executive officers;

the arrival or departure of key personnel; and

other developments affecting us, our industry or our competitors.

In addition, in recent years the stock market has experienced significant price and volume fluctuations. These fluctuations may be unrelated to the operating performance of particular companies but may cause declines in the market price of our common stock. The price of our common stock could fluctuate based upon factors that have little or nothing to do with our company or its performance.

Purchasers in this offering will experience immediate and substantial dilution.

Prior investors have paid substantially less per share than the price in this offering. The initial public offering price is substantially higher than the net tangible book value per share of the outstanding common stock immediately upon completion of this offering. As a result, investors purchasing our common stock in this offering will incur immediate dilution of \$ per share. The exercise of outstanding options and future equity issuances at prices below the initial public offering price would result in further dilution to purchasers in this offering.

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Future sales of our common stock, or the perception that such sales may occur, could cause our stock price to fall.

Sales of substantial amounts of our common stock in the public market after the consummation of this offering, or the perception that such sales may occur, could harm the market price of our common stock and could materially impair our ability to raise capital in the future through offerings of our common stock.

We, our executive officers and directors and the selling stockholders have agreed, subject to certain exceptions, not to dispose of or hedge any common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus continuing through the date 180 days after the date of this prospectus, except, in our case, for the issuance of common stock upon exercise of options outstanding under existing option plans. Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated may, in their sole discretion, release any of these shares from these restrictions at any time without notice.

All of our shares of common stock outstanding as of the date of this prospectus may be sold in the public market by existing stockholders 180 days after the date of this prospectus, subject to applicable volume and other limitations imposed under federal securities laws. See [Shares Eligible for Future Sale](#) for a more detailed description of the restrictions on selling shares of our common stock upon completion of this offering.

We do not intend to pay dividends for the foreseeable future.

For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business, and we do not anticipate paying any cash dividends on our common stock. Accordingly, investors must be prepared to rely on sales of their common stock after price appreciation to earn an investment return, which may never occur. Investors seeking cash dividends should not purchase our common stock. Any determination to pay dividends in the future will be made at the discretion of our board of directors and will depend on our results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law and other factors our board deems relevant. See [Dividend Policy](#).

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FORWARD-LOOKING STATEMENTS

Some of the statements contained in this prospectus constitute forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts, such as statements regarding our future financial condition or results of operations, our prospects and strategies for future growth, the development and introduction of new products, and the implementation of our marketing and branding strategies. In many cases, you can identify forward-looking statements by terms such as *may*, *will*, *should*, *expects*, *plans*, *anticipates*, *believes*, *estimates*, *predicts*, *potential* or the negative of these terms or other comparable terms.

The forward-looking statements contained in this prospectus reflect our current views about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause events or our actual activities or results to differ significantly from those expressed in any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future events, results, actions, levels of activity, performance or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, those factors described in *Risk Factors* and *Management's Discussion and Analysis of Financial Condition and Results of Operations*. These factors include, without limitation:

our ability to continue to increase comparable store sales;

our ability to add new stores;

our ability to manage our growth effectively;

our ability to develop and maintain effective internal controls;

increased competition causing us to reduce the prices of our products or to increase significantly our marketing efforts in order to avoid losing market share;

changes in consumer preferences or the reduction in demand for hardwood flooring;

our ability to accurately forecast consumer demand for our products;

failure of our suppliers to produce or deliver merchandise to us in a timely or cost-effective manner;

our ability to accurately anticipate and respond to seasonal or quarterly fluctuations in our operating results;

the availability and effective operation of management information systems and other technology;

our ability to attract and maintain the services of our senior management and key employees; and

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changes in general economic or market conditions, including as a result of political or military unrest or terrorist attacks. The forward-looking statements contained in this prospectus reflect our views and assumptions only as of the date of this prospectus. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

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USE OF PROCEEDS

We estimate that the net proceeds to us from our sale of _____ shares of common stock in this offering, after deducting underwriting discounts, commissions and other estimated offering expenses payable by us, will be approximately \$ _____ million (based on the midpoint of the range shown on the cover page of this prospectus). We will not receive any proceeds from the sale of shares by the selling stockholders. In addition, we will not participate in the sale of additional shares relating to the underwriters option to purchase additional shares from the selling stockholders.

We intend to repay all amounts outstanding under our senior secured loan agreement (approximately \$7.9 million as of March 31, 2007) using proceeds from this offering. Both the term loan portion of our senior secured loan agreement, which is scheduled to mature in 2011, and the revolving facility portion of our senior secured loan agreement bear interest at a per annum rate approximately equal to one-month LIBOR plus 0.90%, or 6.2%, as of March 31, 2007. We currently intend to use any future borrowings under the loan agreement for working capital purposes.

After repayment in full of the amounts outstanding under our senior secured loan agreement, we intend to use the remainder of the net proceeds of the offering for general corporate purposes.

A \$1 change, up or down, in the midpoint of the range shown on the cover page of this prospectus would change our estimated net proceeds by \$ _____ million. Similarly, a change in the number of shares of common stock we sell would increase or decrease our net proceeds. We believe that our intended use of proceeds would not be affected by changes in either our initial public offering price or the number of shares of common stock we sell.

DIVIDEND POLICY

We currently anticipate that we will retain any future earnings for use in our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

In connection with our sale of shares of our series A convertible preferred stock to TA Associates in December 2004, we declared and distributed a 150,000 to 1 common stock dividend to Tom Sullivan, our founder and chairman of our board of directors. We also distributed cash of \$42.6 million to Tom in 2004, including \$12.6 million of cash distributions primarily related to our status as an S corporation and a \$30.0 million distribution related to the sale of our series A convertible preferred stock.

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CAPITALIZATION

The following table sets forth our capitalization as of December 31, 2006 on both an actual basis and on a pro forma basis to reflect:

the sale by us of common stock in this offering, based on an assumed initial public offering price of \$ _____ per share (the midpoint of the range shown on the cover page of this prospectus) and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us;

the repayment of all amounts outstanding under our senior secured loan agreement (approximately \$9.1 million as of December 31, 2006);

the conversion of 7,952,018 shares of series A convertible preferred stock held by TA Associates that were outstanding prior to this offering into _____ shares of common stock;

the grant of _____ shares of restricted common stock to certain executive officers and employees, reflecting shares that we intend to grant to such persons at the closing of the initial public offering;

the expected satisfaction of the stock compensation liability associated with the variable performance equity agreement between Tom Sullivan and Kevin Sullivan, which includes a guarantee by us, through the transfer of shares of common stock from Tom to Kevin; and

the non-cash compensation expense associated with the regional manager stock unit plan and acceleration of non-cash compensation expense under the 2004 and 2006 stock option plans.

You should read this table in conjunction with the sections of this prospectus captioned Use of Proceeds, Selected Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations and Unaudited Pro Forma Financial Information as well as the audited financial statements and related notes included elsewhere in this prospectus.

	As of December 31, 2006 Actual (in millions, except share amounts)	Pro Forma
Cash and cash equivalents	\$ 4.0	
Total debt and capital lease obligations, including current maturities	\$ 9.6	
Redeemable preferred stock	34.8	
Stockholders' equity (deficit):		
Common stock, no par value, 35,000,000 shares authorized, 15,000,100 issued and outstanding;		
_____ shares authorized, _____ issued and outstanding, pro forma		
Additional capital	1.2	
Retained earnings (deficit)	(6.7)	
Total stockholders' equity (deficit)	(5.5)	
Total capitalization	\$ 38.9	

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DILUTION

If you invest in our common stock, your ownership interest will be diluted by the amount by which the initial offering price per share paid by the purchasers of common stock in this offering exceeds the net tangible book value per share of our common stock following this offering. As of December 31, 2006, our net tangible book value was approximately \$(6.5) million, or \$ per share of common stock. Net tangible book value per share equals total tangible assets minus total liabilities and the series A convertible preferred stock divided by the number of shares of our common stock outstanding.

Our pro forma net tangible book value as of December 31, 2006 would have been approximately \$ million, or \$ per share of common stock, after giving effect to:

the sale by us of common stock in this offering, based on an assumed initial public offering price of \$ per share (the midpoint of the range shown on the cover page of this prospectus) and after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us;

the repayment of all amounts outstanding under our senior secured loan agreement (approximately \$9.1 million as of December 31, 2006);

the conversion of 7,952,018 shares of series A convertible preferred stock held by TA Associates that were outstanding prior to this offering into shares of common stock;

the expected satisfaction of the stock compensation liability associated with the variable performance equity agreement between Tom Sullivan and Kevin Sullivan, which includes a guarantee by us, through the transfer of shares of common stock from Tom to Kevin; and

the non-cash compensation expense associated with the regional manager stock unit plan and acceleration of non-cash compensation expense under the 2004 and 2006 stock option plans.

This represents an immediate increase in the net tangible book value of \$ per share to existing stockholders and an immediate dilution in the net tangible book value of \$ per share to the investors who purchase our common stock in this offering at the initial offering price. Sales of shares by our selling stockholders in this offering do not affect our net tangible book value. The following table illustrates this per-share dilution:

Initial public offering price per share

Net tangible book value per share as of December 31, 2006

Increase in net tangible book value per share attributable to this offering

Decrease in net tangible book value per share attributable to conversion of the series A convertible preferred stock

Pro forma net tangible book value per share after this offering

Dilution per share to new investors in this offering

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The following table summarizes, on a pro forma basis, as of December 31, 2006, the difference between existing stockholders and new investors with respect to the number of shares of common stock purchased from us, the total consideration paid to us for these shares and the average price per share paid by our existing stockholders and to be paid by the new investors in this offering. The calculation below reflecting the effect of shares purchased by new investors is based on an initial public offering price of \$ per share (the midpoint of the range shown on the cover page of this prospectus), before deducting underwriting discounts and commissions and estimated offering expenses payable by us.

	Shares Purchased		Total Consideration		Average Price
	Number	Percent	Amount	Percent	Per Share
Existing stockholders					
New investors					
Total					

The share information in the tables above excludes:

shares of common stock issuable upon exercise of outstanding stock options with a weighted average exercise price of \$ per share, of which were vested as of , 2007;

restricted stock grants of shares of common stock that we intend to grant to certain executive officers and employees at the closing of the initial public offering; and

stock option grants that we intend to grant certain directors on the day this offering is priced for sale to the public to purchase shares of common stock at the initial public offering price.
If outstanding options are exercised, new investors will experience further dilution.

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UNAUDITED PRO FORMA FINANCIAL INFORMATION

The unaudited pro forma balance sheet as of December 31, 2006 gives pro forma effect to the following transactions as if they each occurred on December 31, 2006 and the unaudited pro forma income statement for the year ended December 31, 2006 gives pro forma effect to the following transactions as if they occurred on January 1, 2006:

the sale by us of common stock in this offering, based on an assumed initial public offering price of \$ per share (the midpoint of the range shown on the cover page of this prospectus) and after deducting the underwriting discounts and commissions and estimated offering expenses payable by us;

the repayment of all amounts outstanding under our senior secured loan agreement;

the conversion of 7,952,018 shares of series A convertible preferred stock held by TA Associates that were outstanding prior to this offering into shares of common stock;

the grant of shares of restricted common stock to certain executive officers and employees, reflecting shares that we intend to grant to such persons at the closing of the initial public offering;

stock option grants that we intend to grant certain directors on the day this offering is priced for sale to the public to purchase shares of common stock at the initial public offering price;

the expected satisfaction of the stock compensation liability associated with the variable performance equity agreement between Tom Sullivan and Kevin Sullivan, which includes a guarantee by us, through the transfer of shares of common stock from Tom to Kevin; and

the non-cash compensation expense associated with the regional manager stock unit plan and acceleration of non-cash compensation expense under the 2004 and 2006 stock option plans.

The unaudited pro forma financial information is presented for informational purposes only and does not purport to represent what our results of operations would actually have been if the transactions had occurred on the dates indicated nor do they purport to project our results of operations for any future period.

You should read our unaudited pro forma financial statements and the accompanying notes in conjunction with all of the historical financial statements and related notes included in this prospectus and other financial information appearing elsewhere in this prospectus, including information contained in Capitalization and Management's Discussion and Analysis of Financial Condition and Results of Operations.

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Lumber Liquidators, Inc.
Unaudited Pro Forma Balance Sheet
as of December 31, 2006
(in thousands)

	Actual	Offering Adjustments	Pro Forma
Assets			
Current assets:			
Cash and cash equivalents	\$ 3,965		
Merchandise inventories	51,758		
Prepaid expenses	3,638		
Other current assets	3,359		
Total current assets	62,720		
Property and equipment, net	9,332		
Deferred income taxes	3,737		
Other assets	2,231		
Total assets	\$ 78,020		
Liabilities and Stockholders' Equity (Deficit)			
Current liabilities:			
Accounts payable	\$ 16,296		
Customer deposits and store credits	6,804		
Accrued compensation	1,566		
Other current liabilities	5,292		
Current portion of long-term debt	2,804		
Current portion of capital lease obligations	261		
Total current liabilities	33,023		
Long-term debt	6,479		
Capital lease obligations	59		
Stock compensation liability	9,132		
Redeemable preferred stock	34,795		
Stockholders' equity (deficit)	(5,468)		
Total liabilities and stockholders' equity (deficit)	\$ 78,020		

See accompanying notes to unaudited pro forma balance sheet

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Notes to Unaudited Pro Forma Balance Sheet

Set forth below are the estimated sources and uses of funds pertaining to this offering.

Sources	(in thousands)
Proceeds from offering of common stock, net of estimated fees and expenses	

Total sources

Uses
Repayment of all amounts outstanding under our senior secured loan agreement (approximately \$9.1 million as of December 31, 2006)
Cash available for general corporate purposes

Total uses

This offering is expected to raise proceeds of \$ million (net of estimated fees and expenses, and based on the midpoint of the range shown on the cover page of this prospectus) to us. Had the offering occurred on December 31, 2006, it would have had the following effect on our balance sheet:

Cash and cash equivalents would have increased by the cash available for general corporate purposes.

Debt would have decreased as the proceeds would have been used to repay \$9.1 million under our senior secured loan agreement.

Stock compensation liability of \$9.1 million associated with the variable performance equity agreement would be converted to stockholders' equity with the expected transfer of shares of common stock from Tom Sullivan to Kevin Sullivan.

The liability related to the series A convertible preferred stock would become stockholders' equity upon conversion to shares of common stock.

The increase in stockholders' equity of \$ million would have been attributable to \$ million in proceeds needed to repay our senior secured loan agreement and \$ as a result of tax benefits associated with stock-based compensation.

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Lumber Liquidators, Inc.
Unaudited Pro Forma Statement of Income
for the year ended December 31, 2006
(in thousands)

	Actual	Offering Adjustments(1)	Pro Forma
Net sales	\$ 332,060		
Cost of sales	221,931		
Gross profit	110,129		
Selling, general and administrative expenses	88,716		
Operating income	21,413		
Interest expense	722		
Other (income) expense(2)	(368)		
Income before income taxes	21,059		
Provision for income taxes	8,161		
Net income	\$ 12,898		
Net income per common share(3):			
Basic	\$ 0.86		
Diluted	\$ 0.56		
Weighted average common shares outstanding:			
Basic	15,000,100		
Diluted	22,952,118		

See accompanying notes to unaudited pro forma statement of income

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Notes to Unaudited Pro Forma Statement of Income

(1) Reflects the following adjustments:

- (a) Elimination of interest expense incurred since January 1, 2006 from our borrowings under the senior secured loan agreement.
- (b) Application of the appropriate statutory tax rates of the respective tax jurisdictions to which adjustments relate, 38.8% in 2006.
- (c) Adjustment of the stock compensation expense in 2006 associated with the variable performance equity agreement between Tom Sullivan and Kevin Sullivan, which includes a guarantee by us.
- (d) Increased stock compensation expense related to the acceleration of certain stock option agreements and the triggering event for the Regional Manager Stock Unit Plan.
- (e) Restricted stock grants of shares of common stock that we intend to grant to certain executive officers and employees at the closing of the initial public offering.
- (f) Stock option grants that we intend to grant certain directors on the day this offering is priced for sale to the public to purchase shares of common stock at the initial public offering price.

A \$1 change, up or down, in the midpoint of the range shown on the cover page of this prospectus would change the stock compensation liability expense associated with the agreement between Tom Sullivan and Kevin Sullivan by \$ and the non-cash compensation expense associated with the regional manager stock unit plan by \$.

(2) Includes interest income.

(3) Pro forma basic and diluted net income per common share are computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period and include the effect of issuing additional shares of common stock at a price of \$ per share in this offering.

The following table summarizes the pro forma effect to our earnings per share (EPS):

	Year Ended December 31,
	2006
Pro forma (unaudited) weighted average common shares outstanding, including preferred stock conversion to common stock	
Effect of shares issued	

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Pro forma weighted average common shares outstanding including effect of shares issued
Dilutive effect of stock options

Pro forma weighted average common shares and dilutive securities outstanding

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You should read the data set forth below in conjunction with our financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations, Unaudited Pro Forma Financial Information and other financial information included elsewhere in this prospectus. We derived the selected financial data as of December 31, 2005 and 2006 and for each of the years ended December 31, 2004, 2005 and 2006 from our audited financial statements and the related notes appearing elsewhere in this prospectus. We derived the selected financial data as of December 31, 2004 from our audited financial statements and the related notes not included in this prospectus. We derived the selected financial data as of and for the years ended December 31, 2002 and 2003 from our unaudited financial statements not included in this prospectus. Our historical results are not necessarily indicative of our results for any future period.

	2002	2003	Year Ended December 31,		2006(1)
	(unaudited)	(in thousands, except share and per share amounts) (unaudited)	2004	2005	
Statement of Income Data					
Net sales	\$ 65,382	\$ 100,866	\$ 171,766	\$ 244,947	\$ 332,060
Cost of sales	43,051	67,870	115,857	158,844	221,931
Gross profit	22,331	32,996	55,909	86,103	110,129
Selling, general and administrative expenses	17,545	29,566	48,461	67,900	88,716
Impairment loss on long-lived assets		955	293		
Operating income	4,786	2,475	7,155	18,203	21,413
Interest expense	160	218	429	638	722
Other (income) expense(2)	(318)	(428)	190	(96)	(368)
Income before income taxes	4,944	2,685	6,536	17,661	21,059
Provision for income taxes(3)	163	65	(1,450)	6,948	8,161
Net income	\$ 4,781	\$ 2,620	\$ 7,986	\$ 10,713	\$ 12,898
Net income per common share:					
Basic	\$ 0.32	\$ 0.17	\$ 0.53	\$ 0.71	\$ 0.86
Diluted	\$ 0.32	\$ 0.17	\$ 0.51	\$ 0.46	\$ 0.56
Weighted average common shares outstanding(4):					
Basic	15,000,100	15,000,100	15,000,100	15,000,100	15,000,100
Diluted	15,000,100	15,000,100	15,675,477	23,063,174	22,952,118

- (1) We adopted the provisions of SFAS 123 (R), using the prospective-transition method, effective January 1, 2006.
- (2) Includes interest income.
- (3) Effective December 1, 2004, we elected to be taxed as a C corporation for federal and state income tax purposes. Prior to this election, we were not subject to federal and certain state income taxation at the corporation level.
- (4) Share amounts as of December 31, 2002 and 2003 have been adjusted to reflect the December 2004 common stock dividend of 150,000:1 to Tom Sullivan, our founder and chairman of our board of directors.

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	2002	2003	As of December 31, 2004	2005	2006
	(unaudited)	(unaudited)	(in thousands)		
Balance Sheet Data					
Cash and cash equivalents	\$ 384	\$ 3,073	\$ 3,031	\$ 6,031	\$ 3,965
Merchandise inventories	9,501	14,910	22,507	30,009	51,758
Total assets	13,249	21,017	39,753	55,162	78,020
Total debt and capital lease obligations, including current maturities	2,555	2,617	12,364	10,360	9,603
Stock compensation liability	850	2,020	4,958	8,092	9,132
Redeemable preferred stock			34,693	34,744	34,795
Total stockholder's equity (deficit)	4,260	3,620	(30,242)	(18,775)	(5,468)
Working capital(1)	4,299	5,230	8,091	17,059	29,697

(1) Working capital is defined as current assets minus current liabilities.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

You should read the following discussion together with Selected Financial Data and our financial statements and related notes included elsewhere in this prospectus. The discussion contains forward-looking statements involving risks, uncertainties and assumptions that could cause our results to differ materially from expectations. Factors that might cause these differences include those described under Risk Factors, Forward-Looking Statements and elsewhere in this prospectus.

Overview

Lumber Liquidators is the largest specialty retailer of hardwood flooring in the United States, based on total sales. We offer an extensive selection of premium hardwood flooring products from more than 25 domestic and exotic wood species under multiple proprietary brands, together with a broad assortment of flooring enhancements and installation accessories, at everyday low prices that appeal to a diverse customer base. We purchase flooring directly from supplier mills and brokers, thereby avoiding mark-ups by distributors. As of March 31, 2007, we sold our products through 93 Lumber Liquidators stores in 39 states, a call center, our website and a catalog. Our low-cost store model utilizes a no frills showroom with limited in-store inventory. We currently finish 75% of our premium Bellawood products at our Toano finishing line and distribution center to ensure product quality and to reduce third-party finishing costs. Approximately 85% of our merchandise passes through this facility before we move it to our stores. We believe that our vertically integrated business model enables us to offer a broad assortment of high-quality products to our customers at a lower cost than our competitors.

The growth in our net sales has been driven by new store openings and our strong comparable store sales performance. From 2003 to 2006, we opened 67 stores, representing more than half of our total store base. Our gross profit is driven primarily by the cost of acquiring the products we sell from our suppliers, but also includes inbound transportation costs from those suppliers to our distribution center or stores, customs and duty charges, transportation charges from our distribution center to our stores and the cost of delivering product purchases to the customer. Our most significant operating expenses have historically been our advertising expenses and our labor costs. Our advertising costs have generally declined as a percentage of net sales as we have expanded, but may vary from quarter to quarter with shifts in marketing strategy and the timing of our marketing campaigns. Our labor costs have also declined as a percentage of net sales, while increasing in absolute terms as a result of our investment in the store support infrastructure, including enhancements to our management team. We expect that our aggregate operating expenses will decline as a percentage of our net sales as we implement our growth strategy and our business continues to grow.

In late 2005, we began a two-year program to implement various initiatives to improve our infrastructure and to position our business to support sustainable growth and profitability in the future. These initiatives included:

Investing in our infrastructure. In response to the rapid growth in the number of new store locations that began in 2003, we slowed the pace of new store openings in 2006 to focus on expanding our store support infrastructure. As part of this process, we have assembled an experienced executive team to manage our day-to-day operations and reinforce the foundation that will enable us to achieve our long-term growth objectives. In September 2006, we hired our chief executive officer, and our founder transitioned to become the chairman of our board of directors, where he remains actively involved developing and executing our marketing strategy, and enhancing the relationships with our supplier mills and brokers. During 2006 and 2007, we

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also hired several individuals with significant experience in the specialty retail industry, including a new chief information officer, a new senior vice president of store operations and a senior vice president of merchandising. We have also expanded our management structure by adding senior vice presidents of direct marketing and advertising and e-commerce and a general counsel. We have also restructured our regional operations by increasing the number of regional managers from eight to 14 to support future growth and assist in maintaining pricing and cost discipline.