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

FORM 10-K

(Mark One)

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

For the fiscal year ended August 1, 2026

OR

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

For the transition period from _____ to _____

Commission file number: 001-38291



STITCH FIX, INC.
(Exact name of registrant as specified in its charter)

Delaware	**27-5026540**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1 Montgomery Street, Suite 1500
San Francisco, California 94104
(Address of principal executive offices and zip code)

(415) 882-7765
(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Class A common stock, par value $0.00002 per share	SFIX	Nasdaq Global Select Market

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.	Yes ☐	No ☒
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.	Yes ☐	No ☒
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.	Yes ☒	No ☐
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).	Yes ☒	No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.					
Large accelerated filer	☐	Accelerated filer	☒	Non-accelerated filer	☐
Smaller reporting company	☐	Emerging growth company	☐		
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.					☐
Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.				Yes ☒	No ☐
If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.					☐
Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b).					☐
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).				Yes ☐	No ☒

As of January 30, 2026, the last business day of the registrant’s most recently completed second fiscal quarter, the aggregate market value of the registrant’s voting Class A common stock and Class B common stock held by non-affiliates of the registrant was approximately $554,602,594 and $20,947,579, respectively, based on a closing price of $4.80 per share of the registrant’s Class A common stock as reported on The Nasdaq Global Market.

As of September 18, 2026, the number of outstanding shares of the registrant’s Class A common stock, par value $0.00002 per share, was 118,464,069, and the number of outstanding shares of the registrant’s Class B common stock, par value $0.00002 per share, was 15,139,618.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive Proxy Statement for the 2026 Annual Meeting of Stockholders to be filed with the U.S. Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K are incorporated by reference in Part III, Items 10-14 of this Annual Report on Form 10-K.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K ("Annual Report") contains forward-looking statements that involve risks, uncertainties, and assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this Annual Report that are not purely historical, including without limitation statements regarding our projected financial position and results, key financial and operating metrics, customer acquisition and retention, the competitive landscape, our market opportunity, and the business strategy, plans, and objectives of our management for future operations, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995. Forward-looking statements are often identified by the use of words such as, but not limited to, "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "project," "seek," "should," "target," "will," "would," and similar expressions or variations intended to identify forward-looking statements. These statements are based on the beliefs and assumptions of our management, which are in turn based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties, and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section titled "Risk Factors" included under Part I, Item 1A below. Furthermore, such forward-looking statements speak only as of the date of this Annual Report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

PART I

ITEM 1. BUSINESS.

OVERVIEW

Stitch Fix is the leading online personal styling service that helps people discover the styles they will love that fit perfectly so they always look - and feel - their best.

In 2011, Stitch Fix, Inc. ("we," "our," "us," "the Company," or "Stitch Fix") introduced an innovative approach to shopping for clothing and accessories. We were inspired by the opportunity to create a client-first styling experience, offering an alternative to impersonal, time-consuming and inconvenient traditional shopping.

Since inception, our business has been grounded in our commitment to developing and fostering client relationships and making people happier and more confident in what they wear. We help our clients discover and define their style. We reduce their anxiety and stress when getting ready in the morning. And, we give them time back in their lives to invest in themselves.

We do this through our unique business model that pairs expert Stylists with artificial intelligence ("AI") and recommendation algorithms, to help people discover the styles they will love without having to spend hours browsing stores or sifting through endless choices online.

Clients primarily engage with us by (1) receiving a curated shipment of items informed by our algorithms and chosen by a Stitch Fix Stylist (a "Fix"); or (2) purchasing directly from our website or mobile app based on an individualized assortment of outfit and item recommendations ("Freestyle"). For the Fix experience, clients choose to schedule regular shipments or order a Fix on demand. Then, after receiving a Fix, they can purchase the items they want to keep and return the other items, if any.

Stitch Fix operates in the United States. When Stitch Fix first launched, we offered women's apparel. Since then, we have expanded our assortment to include Men's, Kids, Petite, Maternity, and Plus apparel, as well as shoes and accessories. We offer a wide selection of clothing and accessories across multiple price points and styles from our brand partners and our Owned Private Label Brands. Many of our brand partners also design and supply items exclusively for our clients.

At Stitch Fix, we build trusted and long-term relationships. We have delivered over 100 million Fixes, and, as of August 1, 2026, we had approximately 2,277,000 active clients. Refer to the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Financial and Operating Metrics" for more information.

HOW IT WORKS

When clients first sign up for Stitch Fix, they fill out an onboarding quiz through which they communicate their style, fit, and budget preferences. Then, to demonstrate to our clients that we "get" their style, at the end of the sign-up process, we present them with their StyleFile, a personalized snapshot that shares their individual style personality and the specific elements that contribute to it.

Once clients have onboarded, they can engage with us by receiving a Fix or by purchasing directly through Freestyle.

Fix

A Fix is a Stitch Fix-branded box containing a curated assortment of apparel, shoes, and accessories informed by our algorithms and chosen by Stitch Fix Stylists then delivered to the client to try on in the comfort of their own home. Clients can keep some, all, or none of the items in the Fix and easily return any items in a prepaid-postage bag provided. In each Fix, a Stylist sends a client items from a broad range of merchandise recommended for the client by our algorithms. These algorithmic recommendations are based on the client's individual style preferences and order behavior, as well as the aggregate historical behavior of our client base, and the aggregate historical data we have collected on each item of merchandise we have available.

After onboarding to the service, clients choose their preferred order frequency and can select the exact date by which they want to receive their Fix. We currently offer two types of Fix scheduling:

- *Auto-ship*. Clients can elect to receive Fixes on a regular cadence aligned to their style needs.
- *On-demand*. Clients can choose to schedule a one-time Fix at any time.

Clients can increase or decrease the Fix frequency at any time, and can also easily reschedule any given shipment to better accommodate their needs.

In addition to a personalized selection of apparel, shoes, and accessories, each Fix also includes a personal note from the Stylist. Women's and Men's clients will also receive a QR code to a digital Style Card that provides clients with personalized, shoppable outfit ideas built around items sent in their individual Fix, as well as previously purchased items.

We charge clients a styling fee of $20 for each Fix, which is credited toward any merchandise purchased. For our Style Pass clients, we charge a $49 annual fee, which provides unlimited styling for the year and is credited toward any merchandise purchased over the course of the year. If clients choose to keep a certain number of items chosen for them by their Stylist, they receive a discount on the entire order.

After clients receive their order, they are invited to provide feedback about the fit, price, style, and quality of the items. This feedback informs both our algorithms and Stylists to improve each client's experience.

Freestyle

With Freestyle, a client can visit our website or mobile application and make direct purchases of apparel, shoes, and accessories from a set of curated items and outfits within a range of categories. Freestyle purchases can be exchanged or returned using several prepaid shipping options. No styling fee is charged for Freestyle purchases.

OUR DATA SCIENCE AND AI ADVANTAGE

Since our inception, Stitch Fix has been powered by data science, and we continue to enhance these capabilities. Our data set and proprietary algorithms fuel our business by enhancing the client experience and driving business model efficiencies. For example, we currently leverage AI and data science to match our Stylists to our clients and aid our Stylists in creating Fixes, help inform merchandise buying and inventory placement in our network, and optimize our approach to pricing and markdowns. Our large and growing data set provides the foundation for our proprietary algorithms. We also gather extensive trend data as well as merchandise data, such as inseam, pocket shape, silhouette, and fit. We believe that both the data we have, as well as our algorithms, give us a significant competitive advantage. As our data set has grown, our algorithms have become more powerful, and we expect that to continue.

Data science is integrated across almost every facet of our business, and we are increasingly leveraging AI tools to assist our Stylists and enhance the client experience. The AI capabilities we are integrating into our business help deliver personalized styling to our clients, and include tools that generate outfit recommendations, virtual try-on features, and algorithms that analyze client data and feedback to curate inventory selections for review by our Sylists. Our data set is particularly powerful as:

- the vast majority of our client data is provided directly and explicitly by the client, rather than inferred, scraped, or obtained from other sources;
- our clients are motivated to provide us with relevant personal data, both at initial sign-up and over time as they use our service, because they trust it will improve their shopping experience; and
- our merchandise data tracks dimensions that enable us to predict purchase behavior and deliver a more personalized experience.

Clients that complete our style profile provide us with meaningful data points, including detailed style, size, fit, and price preferences, as well as unique inputs such as how often they dress for certain occasions or which parts of their bodies the clients like to draw attention to or cover up. Over time, through their feedback on Fixes and Freestyle orders they receive, clients share additional information about their preferences as well as detailed data about both the merchandise they keep and return. This feedback loop drives important network effects, as our client-provided data informs not only our personalization capabilities for the specific client, but also helps us better serve other clients.

We believe our proprietary merchandise data set is differentiated from other retailers. We encode each of our SKUs with numerous attributes to help our algorithms make better recommendations for our clients. The information we store for each SKU includes:

- basic data, such as brand, size, color, pattern, silhouette, and material;
- item measurements, such as length, width, diameter of sleeve opening, and distance from collar to first button;

- nuanced descriptors, such as how appropriate the piece is for a client that prefers preppy clothing or whether it is appropriate for a formal event; and
- client feedback, such as how the item fits or how popular the piece is with a particular client segment.

Our algorithms use our data set to match merchandise to each of our clients. For every combination of client and merchandise, we compute the probability the clients will keep that item based on their and other clients' preferences and purchase history as well as the attributes and past performance of the merchandise.

Pairing Data Science and Human Judgment

The pairing of data science and human judgment drives a better client experience and a more powerful business model. Our advanced data science capabilities harness the power of our data for our Stylists and clients by generating predictive recommendations to streamline the curation process, and in the case of Freestyle, generate personalized items and outfit recommendations in near real-time. Our Stylists add a critical layer of contextual, human decision making that augments and improves our algorithms' selections and creates the ultimate personalized experience.

OUR DIFFERENTIATED VALUE PROPOSITION

Our Value Proposition to Clients

Our clients love our service for many reasons. We help clients find apparel, shoes, and accessories they will love in a way that is convenient and fun. By pairing expert Stylists with best-in-class AI and recommendation algorithms, we leverage our assortment of private and national brands to meet each client's individual tastes and needs, so our clients can express their personal style without having to spend hours in stores or sifting through endless choices online.

Clients also value the quality and variety of merchandise we offer including the familiar brands they know, exclusive styles, and new brands they might not be aware of.

Our Value Proposition to Brand Partners

We believe that we are a preferred channel for our brand partners. By introducing our clients to brands they may not have shopped for, we help our brand partners reach clients they may not have otherwise reached. Further, we provide our brand partners with insights based on client feedback that help them improve and evolve their merchandise to better meet consumer demand.

OUR MERCHANDISE, BRAND PARTNERS, AND OWNED PRIVATE LABEL BRANDS

Having a wide range of styles and brands is essential to our success. Our algorithms filter through our merchandise assortment to recommend a subset of relevant merchandise to our Stylists or clients, who leverage the information to select or purchase merchandise. We source merchandise from brand partners and also create our own merchandise to serve unmet client needs.

Brand Partners

We partner with established and emerging brands across multiple price points, sizes, and styles to make sure that every client can find clothes and accessories they love. With many of our brand partners, we develop third-party branded items exclusively sold to Stitch Fix clients.

Brands Exclusive to Stitch Fix

We offer products exclusive to Stitch Fix through our Owned Private Label Brands.

These products are designed to address an unmet client need. Our merchants use our rich data set to help identify and develop the new products for our Owned Private Label Brands. We then pair our data with the expertise of our vendor partners to bring these new products to market.

Owned Private Label Brands are a meaningful part of our business. We do not have specific targets for the merchandise mix provided by our brand partners and our Owned Private Label Brands, and expect it will fluctuate over time. We will continue to develop products when we identify opportunities to meet client needs.

SOURCING

We purchase our merchandise directly from our brand partners or Owned Private Label Brands merchandise vendors, who are responsible for the entire manufacturing process.

For the production of our Owned Private Label Brands, we contract with merchandise vendors, some of whom operate their own manufacturing facilities and others subcontract the manufacturing to third parties.

All of our Owned Private Label Brand merchandise is produced according to our specifications, and we require that all of our vendors comply with applicable law and observe strict standards of conduct. We have hired independent firms that conduct initial and ongoing audits of the working conditions at the factories producing our Owned Private Label Brands merchandise. If an audit reveals potential problems, we require that the vendor institute corrective action plans to bring the factory into compliance with our standards, or we may discontinue our relationship with the vendor.

Inventory Management and Fulfillment

We operate three fulfillment centers in the United States (located in Arizona, Georgia, and Indiana). In our fulfillment centers, our algorithms increase efficiencies in processes such as allocation, batch picking, transportation, shipping, returns, and ongoing process improvement. We have a reverse logistics operation to manage returned merchandise. Our specialist returns teams in our dedicated return intake areas accept, process, and reallocate returns to our inventory so the merchandise can be offered for another Fix or Freestyle order.

COMPETITION

The retail apparel industry is highly competitive. We compete with eCommerce companies that market the same or similar merchandise and services that we offer; local, national, and global retail stores; specialty retailers; discount chains; and the online offerings of these traditional retail competitors and less traditional online retailers. Additionally, we compete for our clients' consumer discretionary spending from other shopping categories and experiences.

We compete primarily on the basis of client experience, brand, product selection, quality, convenience, and price. Few things are more personal than getting dressed, but finding clothing that fits and looks great can be a challenge. Stitch Fix solves that problem. By pairing expert Stylists with best-in-class AI and recommendation algorithms, we leverage our Owned Private Label Brands and national brands to meet each client's individual tastes and needs, making it convenient for clients to express their personal style without having to spend hours in stores or sifting through endless choices online. We believe that we are able to compete effectively because we offer clients a personalized and fun shopping experience that our competitors are unable to match.

Refer to Part I, Item 1A "Risk Factors — Our industry is highly competitive and if we do not compete effectively, our operating results could be adversely affected" for more information.

SEASONALITY

Seasonality in our business does not follow that of traditional retailers, such as typical high concentration of revenue in the holiday quarter. Historically, our net sales have not been concentrated in a particular period or season, and are generally weighted consistently throughout the year. Our percentage of annual net sales for the first, second, third, and fourth quarters of the fiscal year ended August 1, 2026, were 26%, 25%, 25%, and 24%, respectively.

INTELLECTUAL PROPERTY

We protect our intellectual property through a combination of trademarks, domain names, copyrights, trade secrets, and patents, as well as contractual provisions and restrictions on access to our proprietary technology. Our principal trademark assets include the trademarks "Stitch Fix" and "Fix," which are registered in the United States and some foreign jurisdictions, our logos and taglines, and multiple private label apparel and accessory brand names. We have applied to register or registered many of our trademarks in the United States and other jurisdictions, and we will pursue additional trademark registrations to the extent we believe they would be beneficial and cost-effective.

We file patents in the United States and abroad and intend to pursue additional patent protection to the extent we believe it would be beneficial and cost-effective.

We are the registered holder of multiple domestic and international domain names that include "stitchfix" and similar variations. We also hold domain registrations for many of our private label brand names and other related trade names and slogans.

Our proprietary algorithm technologies, other than those incorporated into a patent application, are protected by trade secret laws.

In addition to the protection provided by our intellectual property rights, we enter into confidentiality and proprietary rights agreements with our employees, consultants, contractors, and business partners. Our employees are also subject to invention assignment agreements. We further control the use of our proprietary technology and

intellectual property through provisions in both our client terms of use on our website and mobile app and in our vendor terms and conditions.

GOVERNMENT REGULATION

As with all retailers and companies operating on the internet, we are subject to a variety of international and U.S. federal and state laws governing the processing of payments, consumer protection, the privacy of consumer information, and other laws regarding unfair and deceptive trade practices.

Apparel, shoes, and accessories sold by us are subject to regulation by governmental agencies in the United States. These regulations relate principally to product labeling, licensing requirements, flammability testing, and product safety. Apparel, shoes, and accessories that we import are also subject to U.S. customs laws and regulations, which include tariffs and other trade restrictions. We are also subject to environmental laws, rules, and regulations. Apparel, shoes, and accessories sold by us are subject to import regulations in the United States and other countries concerning the use of wildlife products for commercial and non-commercial trade, including regulations from the U.S. Fish and Wildlife Service. We do not estimate any significant capital expenditures for environmental control matters either in the current fiscal year or in the near future.

HUMAN CAPITAL

As of August 1, 2026, we had approximately 4,240 full-time and part-time employees, including 1,575 Stylists and 1,830 fulfillment center employees.

None of our employees are represented by a labor union. We have not experienced any work stoppages due to employee disputes, and we consider our relations with our employees to be good.

We value our employees' feedback and conduct confidential employee engagement and satisfaction surveys at least annually, which we use to determine what is important to our employees and to evolve Company practices and policies.

INFORMATION ABOUT SEGMENTS

We currently operate only in the United States and have one reportable segment. Refer to Note 13 in Part II, Item 8 of this Annual Report for additional information.

In fiscal 2019, we launched operations in the United Kingdom ("UK"), including local Stylists and a dedicated fulfillment center. In fiscal 2024, we ceased operations of our U.K. business and met the accounting requirements for reporting the UK business as a discontinued operation. Refer to Note 15 in Part II, Item 8 of this Annual Report for additional information.

CORPORATE AND AVAILABLE INFORMATION

We were incorporated in Delaware in 2011 under the name rack habit inc. We changed our name to Stitch Fix, Inc. in October 2011. Our principal executive offices are located at 1 Montgomery Street, Suite 1500, San Francisco, California, 94104, and our telephone number is (415) 882-7765. Our website is located at www.stitchfix.com, and our investor relations website is located at investors.stitchfix.com.

We file or furnish electronically with the U.S. Securities and Exchange Commission (the "SEC") annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act. We make copies of these reports available free of charge through our investor relations website as soon as reasonably practicable after we file or furnish them with the SEC. The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding Stitch Fix and other issuers that file electronically with the SEC. From time to time, we use our investor relations website and the Stitch Fix Newsroom (newsroom.stitchfix.com) as a means of disclosing information about the Company, including information which could be deemed material to investors.

Information contained on or accessible through our websites is not incorporated into, and does not form a part of, this Annual Report or any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

ITEM 1A. RISK FACTORS

RISK FACTOR SUMMARY

Our business is subject to numerous risks. The following summary highlights some of the risks you should consider with respect to our business and prospects. This summary is not complete and the risks summarized below are not the only risks we face. You should review and consider carefully the risks and uncertainties described in more detail in "Risk Factors" below, which includes a more complete discussion of the risks summarized here.

RISKS RELATING TO OUR BUSINESS

- We have in the past been and may in the future be unable to retain clients or maintain a high level of engagement with our clients and maintain or increase their spending with us, which has and could continue to harm our business, financial condition, or operating results.
- Our growth depends on attracting new clients.
- Our business depends on artificial intelligence and machine learning technologies, and any failure of, or issues arising from, these technologies could adversely affect our business, financial condition, and results of operations.
- Risks associated with the sourcing and pricing of merchandise and raw materials, including those related to tariffs and shifting trade policies, could adversely affect our business.
- We rely on paid marketing to help grow our business, but these efforts may not be successful or cost effective, and such expenses and the success of our efforts may vary from period to period.
- If we are unable to manage our inventory effectively, our operating results could be adversely affected.
- If we fail to effectively manage our transformation or other business strategies, our financial condition and operating results could be harmed.
- Operational constraints at our fulfillment centers or our failure to adequately and effectively staff our fulfillment centers could adversely affect our client experience and operating results.
- Shipping is a critical part of our business and any changes in our shipping arrangements or any interruptions in shipping could adversely affect our operating results.
- We may not be able to maintain revenue growth and we may not be profitable in the future.
- If we fail to attract and retain key personnel, effectively manage succession, or hire, develop, and motivate our employees, our business, financial condition, and operating results could be adversely affected.
- Our business depends on a strong brand and we may not be able to maintain our brand and reputation.
- If we fail to effectively manage our Stylists, our business, financial condition, and operating results could be adversely affected.
- If we are unable to acquire new merchandise vendors or retain existing merchandise vendors, our operating results may be harmed.
- Our client metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may reduce the perceived usefulness and reliability of the metric and harm our stock price.
- We may incur significant losses from fraud.
- We are subject to payment-related risks.
- Our real estate leases subject us to various financial risks.

RISKS RELATING TO OUR INDUSTRY, THE MARKET, AND THE ECONOMY

- We rely on consumer discretionary spending and may be adversely affected by economic downturns, inflation, economic uncertainty, and other macroeconomic conditions or trends.
- Our industry is highly competitive and if we do not compete effectively, our operating results could be adversely affected.
- Our operating results have been, and could be in the future, adversely affected by natural disasters, public health crises, political crises, or other catastrophic events.

CYBERSECURITY, LEGAL, AND REGULATORY RISKS

- System interruptions that impair client access to our website or other performance failures in our technology infrastructure could damage our business.
- Compromises of our data security or that of our third-party service providers could cause us to incur unexpected expenses and liability, and may materially harm our reputation and operating results.

- Some of our software and systems contain open source software, which may pose particular risks to our proprietary applications.
- Adverse litigation judgments or settlements resulting from legal proceedings in which we are or may be involved have in the past and could in the future expose us to monetary damages or limit our ability to operate our business.
- Any failure by us or our vendors to comply with product safety, labor, or other laws, or our standard vendor terms and conditions, or to provide safe factory conditions for our or their workers, may damage our reputation and brand, and harm our business.
- Our use of personal information, other personal data, and sensitive information subjects us to numerous and evolving privacy and security laws and other obligations (such as cybersecurity and data protection in contracts), and our compliance with or failure to comply with such obligations could harm our business.
- Unfavorable changes or failure by us to comply with evolving internet and eCommerce regulations could substantially harm our business and operating results.
- If the use of "cookie" tracking technologies is further restricted, regulated, or blocked, or if changes in technology cause cookies to become less reliable or acceptable as a means of tracking consumer behavior, the amount or accuracy of internet user information we collect would decrease, which could harm our business and operating results.
- If we cannot successfully protect our intellectual property, our business would suffer.
- We may be accused of infringing intellectual property rights of third parties.

RISKS RELATING TO TAXES

- Changes in U.S. tax or tariff policy regarding goods produced in other countries could adversely affect our business.
- We could be required to collect additional sales taxes or be subject to other tax liabilities that may increase the costs our clients would have to pay for our offering and adversely affect our operating results.
- Federal income tax reform could have unforeseen effects on our financial condition and results of operations.
- We may be subject to additional tax liabilities, which could adversely affect our operating results.
- Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.

RISKS RELATING TO OWNERSHIP OF OUR CLASS A COMMON STOCK

- The market price of our Class A common stock may continue to be volatile or may decline steeply or suddenly regardless of our operating performance and we may not be able to meet investor or analyst expectations.
- We cannot guarantee that our share repurchase program will be fully consummated or that it will enhance long-term stockholder value. Share repurchases could also increase the volatility of the trading price of our stock and could diminish our cash reserves.
- Future sales of shares by existing stockholders could cause our stock price to decline.
- The dual class structure of our common stock concentrates voting control with certain significant shareholders, including our current and former directors, executive officers, and their affiliates, and may depress the trading price of our Class A common stock.
- We do not currently intend to pay dividends on our Class A common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation of the value of our Class A common stock.
- Delaware law and provisions in our amended and restated certificate of incorporation and amended and restated bylaws could make a merger, tender offer, or proxy contest difficult, thereby depressing the trading price of our Class A common stock.
- Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware and the federal district courts of the United States are the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees.

GENERAL RISK FACTORS

- Future securities sales and issuances could result in significant dilution to our stockholders and impair the market price of our Class A common stock.
- If we are unable to maintain effective internal control over financial reporting, investors may lose confidence in the accuracy of our reported financial information and this may lead to a decline in our stock price.
- We may not be able to generate sufficient capital to support and grow our business, and outside capital might not be available or may be available only by diluting existing stockholders.

RISK FACTORS

Investing in our Class A common stock involves a high degree of risk. You should consider and read carefully all of the risks and uncertainties described below, as well as other information included in this Annual Report and in our other public filings. The risks described below are not the only ones facing us. The occurrence of any of the following risks or additional risks and uncertainties not presently known to us or that we currently believe to be immaterial could materially and adversely affect our business, financial condition, or results of operations. In such case, the trading price of our Class A common stock could decline, and you may lose all or part of your investment. This Annual Report also contains forward-looking statements and estimates that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of specific factors, including the risks and uncertainties described below.

RISKS RELATING TO OUR BUSINESS

We have in the past been and may in the future be unable to retain clients or maintain a high level of engagement with our clients and maintain or increase their spending with us, which has and could continue to harm our business, financial condition, or operating results.

If our existing clients no longer find our service and merchandise appealing or appropriately priced, they may make fewer purchases or may stop using Stitch Fix altogether. Even if our existing clients continue to find our service and merchandise appealing, they may decide to receive fewer Fixes or purchase fewer items from their Fixes or through Freestyle as their demand for new apparel declines, due to macroeconomic conditions, or for other reasons. A high proportion of our revenue comes from repeat purchases by existing clients, especially those existing clients who are highly engaged and purchase a significant amount of merchandise from us. If clients who receive Fixes most frequently or purchase a significant amount of merchandise from us make fewer or lower priced purchases or stop using our service altogether, our financial results will be negatively affected. For instance, as of the end of fiscal year ended July 29, 2023 ("fiscal 2023") and each reporting period thereafter, our number of active clients decreased compared to the prior year period due to our inability to attract new clients and retain existing clients. This negatively affected our revenue for these periods and is expected to continue to negatively affect our revenue.

We seek to attract high-quality clients who will remain clients for the long term, but our efforts may not be successful or produce the results we anticipate. For example, if we are not able to engage new clients effectively so they continue receiving Fixes after their first few tries, our number of active clients will continue to suffer. Our inability to attract and keep high-quality clients engaged, a continued year over year decrease in our number of active clients, or a decrease in client spending has in the past negatively affected and we expect will continue to negatively affect our operating results.

Our growth depends on attracting new clients.

Our success depends on our ability to attract new clients in a cost-effective manner. To expand our client base, we must appeal to and acquire clients who have historically used other means to purchase apparel, shoes, and accessories, such as traditional brick-and-mortar retailers or other online retailers. We currently utilize both digital and offline channels to attract new visitors to our website or mobile app and convert them into clients. Our marketing costs are largely composed of advertising, client referrals, and public relations expenses. Our marketing expenses have varied from period to period, and we expect this trend to continue as we evolve our marketing strategies. We cannot be certain that increases in marketing spend will yield more clients, achieve meaningful payback on our investments, or be cost effective. We may also adjust our marketing strategy or decrease spend within a period if we are not achieving the intended results or if we believe the return-on-investment is not favorable, which may result in faster or slower rates of active client growth in any given period.

In addition, we seek to attract and retain clients by offering new products, services, and ways to engage with our platform. If such new products or services are not timely or successfully launched or are not successful in attracting new clients, our sales may fall short of expectations, our brand and reputation could be adversely affected, and our results of operations may suffer. Developing new offerings requires significant investments of resources and time, and if a new offering is not successful, or is delayed or not executed well, our operating results could be negatively impacted. Expansion of our offerings may also strain our management and operational resources, which could damage our reputation, limit our growth, and have an adverse effect on our operating results.

Furthermore, the introduction of new offerings, features, or ways for clients to engage with us has affected and may in the future affect client behavior with respect to our existing offerings in ways that are difficult to predict, including affecting client acquisition, conversion, retention, or spending patterns across our other offerings. If the performance of a new offering, including its effect on other offerings, differs from our expectations, our business, financial

condition, operating results, and reputation could be adversely affected, and we could be subject to litigation or regulatory scrutiny.

Our business depends on artificial intelligence and machine learning technologies, and any failure of, or issues arising from, these technologies could adversely affect our business, financial condition, and results of operations.

We increasingly rely on, develop, and use AI tools, machine learning, and other new technologies in our business, including through our third-party vendors, which may subject us to significant competitive, legal, regulatory and other risks, and there can be no assurance that our use of such tools or technologies will enhance our business operations or result in a benefit to us. Our competitors may outpace us and be more successful in their use of artificial intelligence tools and other new technologies, including by developing an enhanced shopping experience, improving customer engagement, or improving their operations with the assistance of such tools and technologies. Our efforts to utilize these technological advancements may not be successful, may result in substantial integration and maintenance costs, and may expose us to additional risks. There could be adverse impacts from inaccurate, deficient, biased or otherwise flawed algorithms, training or data sets. Our use of such tools or technologies could also result in the loss of confidential information or intellectual property or an inability to claim or enforce intellectual property rights, as well as subject us to risks related to intellectual property infringement or misappropriation, data privacy, cybersecurity and the unauthorized use of Company information. The jurisdictions in which we conduct business have and may adopt laws and regulations related to artificial intelligence that could cause us to incur greater compliance costs, limit our use of artificial intelligence tools, or subject us to legal liabilities. Moreover, ethical concerns associated with artificial intelligence could lead to brand damage, competitive disadvantages, or legal repercussions. Any problems with our implementation or use of artificial intelligence tools or other technological advancements could adversely impact our business or results of our operations.

Risks associated with the sourcing and pricing of merchandise and raw materials, including those related to tariffs and shifting trade policies, could adversely impact our business.

We currently source nearly all of our merchandise from third-party vendors, many of whom use manufacturers in the same geographic region, with the majority of manufacturing in China. As a result, we are subject to price increases or fluctuations, inflationary pressures, tariffs, demand disruptions, increased shipping or freight costs, or shipping delays in connection with our merchandise. Increased shipping or freight costs or shipping and freight delays could be caused or exacerbated by labor disputes, shortages, or strikes, inclement weather, fire, flood, power loss, earthquakes, public health crises such as a pandemic, acts of war or terrorism, and periods of high e-commerce volume. Our operating results have been negatively impacted by increases in the cost of our merchandise, and costs may rise further.

Recent trade policies and uncertainty related thereto, including with respect to tariffs and other restrictions, particularly with respect to China in addition to other countries from which we source our merchandise and raw materials, have created a dynamic and unpredictable trade landscape, which has and may continue to adversely impact our business and operations. For example, the U.S. government has imposed significant incremental tariffs on a broad range of goods imported from China, including the apparel we source. Certain of these tariffs have been subject to successful legal challenge, but it remains unclear whether and to whom those tariffs may be refunded, and the U.S. government has announced its intention to impose new or similar tariffs under alternative statutory mechanisms. This could further change the tariff rate, including with respect to China. Tariffs and international trade arrangements will continue to change, potentially without warning and to an extent or duration that is difficult to predict. Changing tariff rates and shifting trade policies have created significant uncertainty for vendors, consumers, and us. If tariffs from countries from which we source products are sustained at heightened levels, it will further increase our merchandise costs, may result in increased prices for our clients, and may negatively impact our margins and consumer demand for our products and services, any of which could harm our competitive position or otherwise negatively impact our operating results. Moreover, tariff and other trade-related cost pressures and supply chain disruptions may lead to reputational harm if we are unable to deliver our products or services on expected timelines. We may not be able to forecast such impacts accurately. Further, our efforts to mitigate the impacts of tariffs, which include diversifying the countries of origin for our inventory, are time-consuming and costly, and may not be effective.

Additionally, the fabrics used by our vendors are made of raw materials including, but not limited to, petroleum-based products, linen, and cotton. Significant price increases or fluctuations, trade policies, including tariffs and trade restrictions, geopolitical conflict, currency volatility or fluctuation, shortages, increases in shipping or freight costs, or shipping delays of petroleum, cotton, linen, or other raw materials have in the past and could continue to significantly increase our cost of goods sold or affect our operating results. We have also experienced increased costs of goods due to increases in the price of raw materials, inflationary pressures, rising fuel and other energy costs, and currency volatility. Any additional price increases will affect our operating results.

Other factors such as natural disasters have in the past increased raw material costs, impacted pricing with certain of our vendors, and caused shipping delays for certain of our merchandise. Also, the U.S. government's ban on cotton imported from the Xinjiang region of China, the source of a large portion of the world's cotton supply, has and may further impact prices and the availability of cotton for our merchandise. Additionally, our products and materials (including potentially non-cotton materials) could be held for inspection by the United States Customs Border Protection, which would cause delays and unexpectedly affect our inventory levels. In addition, the labor costs to produce our products have and may continue to fluctuate. In the event of a significant disruption in the supply of fabrics or raw materials used in the manufacture of the merchandise we offer, our vendors might not be able to locate alternative suppliers of materials of comparable quality at an acceptable price. Any delays, interruption, damage to, or increased costs in raw materials or the manufacture of the merchandise we offer could result in higher prices to acquire the merchandise, or non-delivery of merchandise altogether, and could adversely affect our operating results.

In addition, we cannot guarantee that merchandise we receive from vendors will be of sufficient quality or free from damage, or that such merchandise will not be damaged during shipping, while stored in one of our fulfillment centers, or when returned by clients. While we take measures to ensure merchandise quality and avoid damage, we cannot control merchandise while it is out of our possession. We may incur additional expenses and our reputation could be harmed if clients and potential clients believe that our merchandise is not of high quality or may be damaged.

We rely on paid marketing to help grow our business, but these efforts may not be successful or cost effective, and such expenses and the success of our efforts may vary from period to period.

Promoting awareness of our service is important to our ability to grow our business, drive client engagement, and attract new clients. Our marketing costs are largely composed of advertising, client referrals, and public relations expenses, though our marketing expenses have varied from period to period and we expect marketing expenses to increase in the near term. External factors beyond our control, including general economic conditions and decreased discretionary consumer spending, have impacted and may in the future impact the success of our marketing initiatives or how much we decide to spend on marketing in a given period. We adjust our marketing activity from period to period or within a period as we launch new initiatives or offerings, run tests, or make decisions on marketing investments in response to anticipated rates of return, such as when we identify favorable cost per acquisition trends. We have seen increased costs in certain digital marketing channels and our marketing initiatives may become increasingly expensive; generating a meaningful return on those initiatives may be difficult. Even if we successfully increase revenue as a result of our paid marketing efforts, it may not offset the additional marketing expenses we incur.

We currently obtain a significant number of visits to our websites via organic search engine results. Search engines frequently change the algorithms that determine the ranking and display of results of a user's search, which could reduce the number of organic visits to our websites, in turn reducing new client acquisition and adversely affecting our operating results. Social networks are important as a source of new clients and as a means by which to connect with current clients, and their importance may be increasing. We may be unable to effectively maintain a presence within these networks, which could lead to lower than anticipated brand affinity and awareness, and in turn could adversely affect our operating results.

Further, mobile operating system and web browser providers, such as Apple and Google, limit the ability of advertisers to collect and use data to target and measure advertising. For example, Apple requires apps to get a user's opt-in permission before tracking a user or sharing the user's data across apps or websites owned by companies other than the app's owner. Google has also taken actions to give users the option to accept cookies or not. These changes have reduced and will continue to reduce our ability to efficiently target and measure advertising, in particular through online social networks, making our advertising less cost effective and successful. We expect to continue to be impacted by these changes.

With respect to our email marketing efforts, if we are unable to successfully deliver emails to our clients or if clients do not engage with our emails, whether out of choice, because those emails are marked as low priority or spam, or for other reasons, our business could be adversely affected.

If we are unable to manage our inventory effectively, our operating results could be adversely affected.

To ensure timely delivery of merchandise, we generally enter into purchase contracts well in advance of a particular season and often before apparel trends are confirmed by client purchases. As a result, we are vulnerable to demand and pricing shifts and to suboptimal selection and timing of merchandise purchases. We also adjust our inventory levels as needed to support initiatives or enhancements to our Fix experience, including sending more items per Fix and increasing newness in our assortment. We rely on our merchandising team to order styles and products that our clients will purchase and we rely on our data science to recommend which styles to re-buy and the depth of those re-buy purchases. We have not always predicted demand and clients' preferences with accuracy, which has negatively impacted revenue or resulted in significant write-offs when we have sub-optimal inventory assortment. For instance, in the fourth quarter of fiscal 2022, weaker consumer demand caused us to have higher inventory levels and increased inventory reserves that affected our financial results. Similar impacts may occur in future periods if our inventory investments exceed consumer demand.

In fiscal 2024, we closed two fulfillment centers, as we believe our inventory is better optimized across a smaller network of warehouses and allows us to deliver a better client experience with access to a greater breadth inventory for a given Fix, while at the same time operating with lower, more cash efficient, inventory levels. This smaller inventory base and our focus on inventory efficiency creates increased risk related to inventory assortment. If we experience sub-optimal inventory assortment to meet demand, it may affect revenue in current and future quarters. If we do not predict client demand accurately, do not reorder or write off the right products in a timely manner, or otherwise do not effectively manage our inventory, we may experience significant inventory write-offs or insufficient inventory to meet demand, which would adversely affect our operating results.

Additionally, many of our inventory vendors utilize third parties to provide financing and credit protection that enables them to produce and ship our items. While we do not manage the relationships with our vendors and their financial intermediaries, the tightening of credit markets, as well as our recent operating results, have put pressure on some of our vendors' ability to secure that financing and credit protection, and may continue to do so in the future. This may impact our ability to receive inventory and manage our assortment.

Our inventory levels also may be affected by product launch delays, consumer demand fluctuations due to macroeconomic factors, uncertainty or otherwise, disruptions in our systems due to upgrades, launches or otherwise, freight delays, vendor relationships, capacity constraints, and our inability to predict demand with respect to categories or products. For example, freight delays, port closures, port congestion, and shipping container and ship shortages have caused us to experience delays in receiving inventory in the past. Freight delays caused by these issues or new issues, including labor disruptions or shortages, or surges in cargo shipments in response to changing trade policy, may affect us in future quarters. Also, in the past we have experienced challenges managing our inventory within the fulfillment centers given storage capacity constraints and challenges hiring fulfillment center employees. Any future such challenges could affect the amount and types of inventory we have available to offer to clients, and therefore negatively affect our operating results.

If we fail to effectively manage our transformation or other business strategies, our financial condition and operating results could be harmed.

We must continue to implement our operational plans and strategies, and improve our infrastructure of people and technology. Additionally, we expect to continue to introduce new offerings, business strategies and initiatives, and improve on existing offerings. We have worked to strengthen the foundation of our business and to reimagine the client experience, which includes embedding retail best practices across the enterprise, identifying operational efficiencies, and ensuring we have the right organizational structure in place to enable our future success. We continue to rethink how our clients engage with Stitch Fix, which includes introducing more flexibility into our service through new features. This continued transformation requires investments of time and resources and has included and will continue to include changes in our website, branding, mobile apps, information technology systems, and processes. We cannot guarantee that we will successfully implement all aspects of our strategic plans in the expected timeframe or at all, or that we will achieve or sustain the expected financial and operational results of our strategic plans. Additionally, if our reimagined client experience, new offerings, or rebranding does not resonate with current or future clients, it could cause us to lose clients and may negatively impact our financial results. If we do not realize the expected benefits of certain transformation initiatives or experience additional unexpected costs in connection with our strategic plans, our business, financial condition, results of operations, and cash flow could be negatively impacted.

Additionally, as we continue to implement these changes and introduce future business strategies and initiatives, our operations, vendor base, fulfillment centers, information technology systems, or internal controls and procedures may not be adequate to support our changing operations. Any change or upgrade to our systems to support the increasing complexity of our business involves risk and we have in the past experienced and may in the future experience problems or delays as we make upgrades or changes to our systems. For example, in August 2026, we made an unintended change to our post-checkout offer flow that limited the number of clients eligible to request another Fix, which negatively impacted the number of Fixes we expected to ship during the quarter. Additionally, if the impact of these initiatives is more or less successful than we expected, it could affect our inventory management, resulting in inventory shortages or excess inventory in the case of significant underperformance. If we are unable to manage the transformation and potential growth of our organization effectively or if our strategies do not produce the anticipated results, or cause unanticipated issues, our business, financial condition, and operating results may be adversely affected.

Operational constraints at our fulfillment centers or our failure to adequately and effectively staff our fulfillment centers could adversely affect our client experience and operating results.

We currently receive and distribute merchandise at three fulfillment centers. Prior to the closures of our Dallas, Texas and Bethlehem, Pennsylvania fulfillment centers in fiscal 2024, we operated five fulfillment centers in the United States. While we believe three fulfillment centers is the appropriate number to provide the greatest breadth and depth of inventory to our clients and Stylists and will allow us to service the same number of existing clients with lower inventory levels, this decreased fulfillment system could cause operational constraints or decreased capacity that could affect our client experience or revenue. Additionally, we may experience operational issues as we continue to transition to our new fulfillment center model which could affect our client experience and financial results.

Severe weather events, including earthquakes, hurricanes, tornadoes, floods, fires, storms, extreme winter weather, and other adverse weather events and climate conditions could also cause operational constraints or temporarily reduce our ability to ship merchandise to clients. For instance, the severe winter weather and temperatures experienced in Texas and other parts of the country in February 2021 caused us to temporarily close two of our fulfillment centers and affected the shipping of merchandise in and out of our fulfillment centers. Future weather events, which we expect to become more frequent and more severe with the increasing effects of climate change, could have a significant impact on our operations and results of operations. Additionally, the impact of such weather events affecting one or more fulfillment centers may be exacerbated due to the fact that we have fewer fulfillment centers to continue operations during such a closure and therefore each individual fulfillment center represents a larger portion of our overall business. Moreover, following our move to three fulfillment centers, each of our Men's and Kids lines are shipped out of one fulfillment center only. If a fulfillment center that houses the entirety of one of those lines is forced to close or is damaged, it would affect shipments to all of those clients and negatively affect our client experience and operating results. Further, in response to the COVID-19 pandemic, we temporarily closed three of our fulfillment centers and implemented changes that resulted in operational constraints, which in turn temporarily reduced our ability to ship merchandise to clients and earn revenue. Any future pandemics may negatively affect capacity at our fulfillment centers.

We have experienced difficulty hiring and retaining employees in our fulfillment centers, which in the past we attributed to increased competition and rising wages for eCommerce fulfillment center workers. To address this, we increased wages in our fulfillment centers and implemented other policies in order to be more competitive in hiring and retaining employees. These wage increases impacted our operating results. Hiring and retention of employees in our warehouses is a continuing challenge as demand for eCommerce fulfillment center workers remains high. We may have to increase wages for our fulfillment center employees or spend money on additional employee recruiting or retention programs, which would impact our operating results. In the past, these hiring difficulties caused capacity constraints in our fulfillment centers and could in the future cause capacity constraints. Capacity constraints in our fulfillment centers could affect the amount and types of inventory we have available to offer to clients, which will affect our results of operations. Any capacity constraints due to hiring difficulties may be exacerbated due to the fact that we have fewer fulfillment centers than we once did. If we are unable to adequately staff our fulfillment centers to meet demand, or if the cost of such staffing is higher than projected due to competition, mandated wage increases, regulatory changes, or other factors, our operating results will be further harmed.

In addition, operating fulfillment centers comes with potential risks, such as workplace safety issues and employment claims for the failure or alleged failure to comply with labor laws or laws respecting union organizing activities. Furthermore, if we fail to comply or allegedly fail to comply with wage and hour laws for our nonexempt employees, many of whom work in our fulfillment centers, we could be subject to legal risk, including claims for back wages, unpaid overtime pay, and missed meal and rest periods, which could be on a class or representative basis. Any such issues may result in delays in shipping times, reduced packing quality, or costly litigation, and our reputation and operating results may be harmed.

Shipping is a critical part of our business and any changes in our shipping arrangements or any interruptions in shipping could adversely affect our operating results.

If we are not able to negotiate acceptable pricing and other terms with our client-facing shipping vendors or our freight vendors, or our shipping or freight vendors experience performance problems or other difficulties, it could negatively impact our operating results and our clients' experience. In addition, our ability to receive inbound inventory efficiently, ship merchandise to clients, and receive returned merchandise from clients may be negatively affected by inclement weather, fire, flood, power loss, earthquakes, public health crises, labor disputes, shortages, or strikes, acts of war or terrorism, periods of high eCommerce volume, such as holiday seasons, port congestion, and similar factors. Due to our business model and the fact that we recognize revenue from Fixes when a client checks out items, rather than when Fixes are shipped, our results have in the past been, and may in the future be, impacted depending on the timing of shipping dates of Fixes. In addition, we may be impacted by shipping delays to a greater extent than our competitors. Additionally, delays in shipping may cause an auto-ship client's subsequent Fixes to be scheduled for a later date, as their next Fix is not scheduled until their checkout is complete. In the second quarter of fiscal year ended July 31, 2021, we experienced carrier and client shipping delays due to the COVID-19 pandemic and the increased strain on our shipping partners during the holiday season. These delays affected our ability to recognize revenue within the quarter, and we may in the future experience these delays and the resulting impact to our financial results, including potentially during future holiday seasons. In the past, strikes at major international shipping ports have impacted our supply of inventory from our vendors and severe weather events have resulted in long delivery delays and Fix cancellations. Additionally, some of our merchandise may be damaged or lost during transit with our shipping vendors. If a greater portion of our merchandise is not delivered in a timely fashion or is damaged or lost during transit, it could adversely affect our operating results or could cause our clients to become dissatisfied and cease using our services, which would adversely affect our business.

We may not be able to maintain revenue growth and we may not be profitable in the future.

Our past revenue growth and profitability should not be considered indicative of our future performance. Our revenue increased by 6.4% in fiscal 2026 compared to fiscal 2025, decreased by 5.3% in fiscal 2025 compared to fiscal 2024, and decreased by 16.0% in fiscal 2024 compared to fiscal 2023. Although our net revenue increased year-over-year in fiscal 2026 compared to fiscal 2025, there is no guarantee that we will maintain such growth. Our revenue may decline in future periods due to a number of factors, which may include our inability to attract and retain clients, general economic conditions, including a recession or decreased discretionary consumer spending, decreases in marketing spend, a decreased demand for our merchandise and service, increased competition, decreases in the growth rate of our overall market, our failure to capitalize on growth opportunities, the timing of shipping dates of Fixes, or other factors impacting our results.

We announced a restructuring plan in June 2022, which we expanded throughout fiscal 2023, fiscal 2024, and fiscal 2025, intended to reduce our future fixed and variable operating costs. While we have realized cost savings from the restructuring plan, our efforts may not adequately reduce future expenses or impact our results as we anticipate. Moreover, our expenses may increase, particularly as we develop and introduce new merchandise offerings, including the re-imagination of our client experience, need to hire and retain personnel, or increase investment in our marketing initiatives. We may not always pursue short-term profits but are often focused on long-term growth, which may impact our short-term financial results. If our revenue does not increase to offset increases in our operating expenses, we may not be profitable in future periods.

If we fail to attract and retain key personnel, effectively manage succession, or hire, develop, and motivate our employees, our business, financial condition, and operating results could be adversely affected.

Our success depends in part on our ability to attract and retain key personnel on our management team and in our merchandising, algorithms, engineering, marketing, styling, and other organizations. We do not currently maintain key-person life insurance policies on any member of our senior management team or other key employees.

We do not have long-term employment or non-competition agreements with any of our personnel. We have had senior employees leave Stitch Fix and cannot necessarily anticipate when this will happen in the future and whether we will be able to promptly replace such employees. Additional changes in our management team and senior

leadership could cause retention and morale concerns among current employees, as well as operational risks. Such risks could impact the Company's ability to effectively implement the Company's strategic plans, including our transformation strategy, it could disrupt our business, affect our Company culture, cause employee retention issues, and affect our financial condition and operating results. Additionally, the loss of one or more of our key personnel or the inability to promptly identify a suitable successor to a key role could have an adverse effect on our business.

We have experienced and may in the future experience increased employee turnover as a result of the general market conditions and a competitive talent market within the U.S., as well as Company-specific factors, such as share price decline, business performance, and leadership changes. We announced a restructuring plan in June 2022 that reduced our workforce and announced a further reduction in force in January 2023. In June 2023, we announced the closure of two fulfillment centers and in August 2023, we made the decision to exit our UK business and wind down its operations. In January 2024, we implemented an organization realignment that resulted in the further elimination of styling leadership and corporate positions, as well as moved all of our Stylists into part-time positions. In October 2024, we implemented an additional organizational realignment which further eliminated certain corporate positions. These reductions in workforce and changes in our operations may cause additional attrition and affect employee morale, including in our Stylist organization. Additionally, as we are operating our business with fewer employees, we face additional risk that we might not be able to execute on our strategic plans and product roadmap, which may have an adverse effect on our business, financial condition, and operating results.

We also face significant competition for personnel, particularly in our technology and product organizations. To attract top talent, we have had to offer, and believe we will need to continue to offer, competitive compensation and benefits packages before we can validate the productivity of those employees.

We cannot be sure that we will be able to attract, retain, and motivate a sufficient number of qualified personnel in the future, or that the compensation costs of doing so will not adversely affect our operating results. Additionally, we may not be able to hire and train new employees quickly enough to meet our needs. If we fail to retain employees and effectively manage our hiring needs, our efficiency, ability to meet forecasts, employee morale, productivity, and the success of our strategic plans, transformation strategy, and product roadmap could suffer, which may have an adverse effect on our business, financial condition, and operating results.

Our business depends on a strong brand and we may not be able to maintain our brand and reputation.

We believe that maintaining the Stitch Fix brand and reputation is critical to driving client engagement and attracting clients and merchandise vendors. Building our brand will depend largely on our ability to continue to provide our clients with an engaging and personalized client experience, including valued personal styling services, high-quality and appealing merchandise, and appropriate price points, which we may not do successfully. Client complaints or negative publicity about our styling services, merchandise, delivery times, or client support, especially on social media platforms, could harm our reputation and diminish client use of our services, the trust that our clients place in Stitch Fix, and vendor confidence in us.

Our brand depends in part on effective client support, which requires significant personnel expense. Failure to manage or train our client support representatives properly or inability to handle client complaints effectively could negatively affect our brand, reputation, and operating results.

If we fail to cost-effectively promote and maintain the Stitch Fix brand, our business, financial condition, and operating results may be adversely affected.

If we fail to effectively manage our Stylists, our business, financial condition, and operating results could be adversely affected.

As of August 1, 2026, approximately 1,575 of our employees were Stylists. In January 2024, we moved to a part-time only Stylist model, and all of our Stylists now work on a part-time basis and are paid hourly. The Stylists track and report the time they spend working for us. These employees are classified as nonexempt under federal and state law. If we fail to effectively manage our Stylists, including by ensuring accurate tracking and reporting of their hours worked and proper processing of their hourly wages, then we may face claims alleging violations of wage and hour employment laws, including, without limitation, claims of back wages, unpaid overtime pay, and missed meal and rest periods. Any such employee litigation could be attempted on a class or representative basis, or other form of multi-plaintiff litigation. For example, in August 2020, a representative action under California's Private Attorneys General Act was filed against us alleging various violations of California's wage and hour laws relating to our current and former non-exempt Stylist employees. While we were able to settle this matter, and we no longer employ Stylists in California, future litigation concerning our styling employees could be expensive and time-consuming regardless of whether the claims against us are valid or whether we are ultimately determined to be liable, and could divert management's attention from our business. We could also be adversely affected by negative publicity,

litigation costs resulting from the defense of these claims, and the diversion of time and resources from our operations.

If we are unable to acquire new merchandise vendors or retain existing merchandise vendors, our operating results may be harmed.

We offer merchandise from both established and emerging brands. In order to continue to attract and retain quality merchandise brands, we must be a promising retailer of their products. If we do not continue to acquire new merchandise vendors or retain our existing merchandise vendors on acceptable commercial terms, we may not be able to maintain a broad selection of products for our clients, and our operating results may suffer.

In addition, our Owned Private Label Brands are sourced from third-party vendors and contract manufacturers. The loss of one of our Owned Private Label Brand vendors for any reason, or our inability to source any additional vendors needed for our Owned Private Label Brands, could require us to source Owned Private Label Brands merchandise from another vendor or manufacturer, which could cause inventory delays, impact our clients' experiences, and otherwise harm our operating results.

Our client metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may reduce the perceived usefulness and reliability of the metric and harm our stock price.

We track key operating metrics, including active clients and net revenue per active client, to evaluate our business and for our investors to evaluate our performance. While our key operating metrics are based on what we believe to be reasonable calculations, there are inherent challenges in measuring such metrics across our large client base and changing product offerings.

Our active client metric is calculated at the account level and may not accurately reflect the number of unique individuals using our service. For example, there may be individuals who create multiple accounts to access our service. In addition, our family accounts feature allows a client to create accounts for other household members. A single individual who accesses our service or on whose behalf our service is accessed through multiple accounts and checks out a Fix or is shipped a Freestyle item from multiple accounts during the relevant period would be counted as multiple active clients.

This potential duplication may affect the comparability of our active client metric over time and may also impact our net revenue per active client metric, which is based on the number of active clients. If investors do not perceive our metrics to be accurate representations of our client base, or if we discover material inaccuracies in our metrics, our stock price could decline.

We may incur significant losses from fraud.

We have in the past incurred and may in the future incur losses from various types of fraud, including theft of merchandise, stolen credit card numbers, claims that a client did not authorize a purchase, merchant fraud, and clients who have closed bank accounts or have insufficient funds in open bank accounts to satisfy payments. Our clients may re-use their login information (i.e., username and password combination) across multiple websites and, therefore, when a third-party website experiences a data breach, that information could be exposed to bad actors and be used to fraudulently access our clients' accounts. In addition to the direct costs of such losses, if the fraud is related to credit card transactions and becomes excessive, it could result in us paying higher fees or losing the right to accept credit cards for payment. In addition, under current credit card practices, we are typically liable for fraudulent credit card transactions. Our failure to adequately prevent fraudulent transactions could damage our reputation, result in litigation or regulatory action, and lead to expenses that could substantially impact our operating results.

We are subject to payment-related risks.

We accept payments online via credit and debit cards and online payment systems such as PayPal, and certain "Buy Now Pay Later" services, such as Affirm, Klarna, and Afterpay, which subject us to certain regulations and fraud. We may in the future offer new payment options to clients that would be subject to additional regulations and risks. We pay interchange and other fees in connection with credit card payments, which may increase over time and adversely affect our operating results. While we use a third party to process payments, we are subject to payment card association operating rules and certification requirements, including the Payment Card Industry Data Security Standard and rules governing electronic funds transfers. If we fail to comply with applicable rules and regulations, we may be subject to fines or higher transaction fees and may lose our ability to accept online payments or other payment card transactions. If any of these events were to occur, our business, financial condition, and operating results could be adversely affected.

Our real estate leases subject us to various financial risks.

We lease our Company headquarters in San Francisco and three fulfillment centers. The original terms of our leases are between 6 and 12.5 years. We currently sub-lease a former fulfillment center in Salt Lake City, Utah, and portions of our San Francisco headquarters space, to multiple sub-tenants. We may decide to sub-lease additional portions of our San Francisco headquarters and other fulfillment centers. If we are unable to sub-lease additional space in our Company headquarters or other leased space on favorable terms, or at all, it will affect our cash flow and may affect our results of operations. Additionally, our sub-tenants have in the past and may in the future fail to make lease payments or otherwise default on their obligations to us, in which case we have incurred and could incur unanticipated payment obligations which has affected and could affect our Free Cash Flow and other results of operations.

RISKS RELATING TO OUR INDUSTRY, THE MARKET, AND THE ECONOMY

We rely on consumer discretionary spending and may be adversely affected by economic downturns, inflation, economic uncertainty, and other macroeconomic conditions or trends.

Our business and operating results are subject to national and global economic conditions and their impact on consumer discretionary spending. Some of the factors that may negatively influence consumer spending include high levels of unemployment; higher consumer debt levels; reductions in net worth and declines in asset values; macroeconomic uncertainty; increased inflationary pressures; recessionary concerns; home foreclosures and reductions in home values; fluctuating interest rates, and credit availability; rising fuel and other energy costs; rising commodity prices; and general uncertainty regarding the overall future political and economic environment. We have experienced many of these factors, including current inflationary pressures, which may be increasing due to tariffs on imports into the U.S., and have experienced negative impacts on client demand and discretionary spending as a result. Consumer purchases of discretionary items, including the merchandise that we offer, generally decline during recessionary periods or periods of economic uncertainty, when disposable income is reduced or when there is a reduction in consumer confidence, and such reduced discretionary spending has had and we expect will continue to have adverse impact on our business. Furthermore, economic conditions in certain regions may also be affected by natural disasters, such as hurricanes, tropical storms, earthquakes, and wildfires; public health crises; and other major unforeseen events.

Adverse economic changes could reduce consumer confidence, and could thereby negatively affect our operating results. In challenging and uncertain economic environments, we cannot predict whether or when such circumstances may improve or worsen, or what impact such circumstances could have on our business. Additionally, a volatile and uncertain macroeconomic environment has reduced, and may continue to reduce, our ability to forecast our future operating results.

Trade disputes, trade restrictions, tariffs, military conflicts and other political tensions between the U.S. and other countries may also exacerbate unfavorable macroeconomic conditions including inflationary pressures, foreign exchange volatility, financial market instability, and economic recessions or downturns, which may negatively impact customer demand for our products or services, delay purchases, limit expansion opportunities with customers, limit our access to capital, or otherwise negatively impact our business and operations. Ongoing tariff, trade restrictions and macroeconomic uncertainty has and may continue to contribute to volatility in our stock price.

Our industry is highly competitive and if we do not compete effectively our operating results could be adversely affected.

The retail apparel industry is highly competitive. We compete with eCommerce companies that market the same or similar merchandise and services that we offer; local, national, and global retail stores; specialty retailers; discount chains; the online offerings of traditional retail competitors; and less traditional online retailers. Additionally, we experience competition for consumer discretionary spending from other product and experiential categories. We believe our ability to compete depends on many factors within and beyond our control, including:

- effectively differentiating our service and value proposition from those of our competitors;
- attracting new clients and engaging with and retaining existing clients;
- our direct relationships with our clients and their willingness to share personal information with us;
- further developing our data science and AI capabilities;
- maintaining favorable brand recognition and effectively marketing our services to clients;
- delivering merchandise that each client perceives as personalized to them;
- the amount, diversity, and quality of brands and merchandise that we or our competitors offer;

- our ability to maintain and expand appealing Owned Private Label Brands and exclusive-to-Stitch Fix merchandise;
- the price at which we are able to offer our merchandise;
- the speed and cost at which we can deliver merchandise to our clients and the ease with which they can use our services to return merchandise; and
- anticipating and quickly responding to changing apparel trends and consumer shopping preferences.

Many of our current competitors have, and potential competitors may have, longer operating histories; larger fulfillment infrastructures; greater technical capabilities; faster shipping times; lower-cost shipping; larger databases; more purchasing power; higher profiles; greater financial, marketing, institutional, and other resources; and larger customer bases than we do. Mergers and acquisitions by these companies may lead to even larger competitors with more resources. These factors may allow our competitors to derive greater revenue and profits from their existing customer bases; acquire customers at lower costs; or respond more quickly than we can to new or emerging technologies such as AI, including shopping using agentic AI tools, as well as changes in apparel trends and consumer shopping behavior, and changes in supply conditions. These competitors may engage in more extensive research and development efforts, enter or expand their presence in the personalized retail market, undertake more far-reaching marketing campaigns, and adopt more aggressive pricing policies, which may allow them to build larger customer bases or generate revenue from their existing customer bases more effectively than we do. If we fail to execute on any of the above better than our competitors, our operating results may be adversely affected.

Our operating results have been, and could be in the future, adversely affected by natural disasters, public health crises, political crises, or other catastrophic events.

Natural disasters, such as earthquakes, hurricanes, tornadoes, floods, fires, severe winter weather, and other adverse weather events and climate conditions, which we expect to become more frequent and more severe with the increasing effects of climate change; unforeseen public health crises; political crises, such as terrorist attacks, war, and other political instability, including the ongoing international conflicts; or other catastrophic events, whether occurring in the United States or internationally, have and could in the future disrupt our operations or cause us to close one or more of our offices and fulfillment centers or could disrupt, delay, or otherwise negatively impact the operations of one or more of our third-party providers or vendors. For instance, the severe winter weather and temperatures experienced in Texas and other parts of the country in February 2021 caused us to temporarily close two of our fulfillment centers and affected the shipping of merchandise in and out of fulfillment centers. These types of events could impact our merchandise supply chain, including our ability to ship merchandise to or receive returned merchandise from clients in the impacted region, and could impact our ability or the ability of third parties to operate our sites and ship merchandise. In addition, these types of events could negatively impact consumer spending in the impacted regions.

Since the COVID-19 pandemic, most non-fulfillment center employees continue to work in a remote capacity with some in a hybrid capacity of in-person and remote work. Remote working environments present additional risks, uncertainties and costs that could affect our performance, including increased operational risk, uncertainty regarding office space needs, heightened vulnerability to cyber attacks, potential reduced productivity, changes to our Company culture, potential strains to our business continuity plans, and increased costs to ensure our offices are safe and functional as hybrid offices that enable effective collaboration of both remote and in-person colleagues. The COVID-19 pandemic caused many risks as described above and throughout these risk factors to materialize and adversely affected our business and operating results. Any future natural disasters, pandemics, or crises could disrupt our operations or negatively impact consumer spending, adversely affecting our business and results of operations.

CYBERSECURITY, LEGAL AND REGULATORY RISKS

System interruptions that impair client access to our website or other performance failures in our technology infrastructure could damage our business.

The satisfactory performance, reliability, integrity and availability of our website, mobile application, internal applications, and technology infrastructure (and those of our third-party vendors and service providers) are critical to our business. We rely on our website and mobile application to engage with our clients and sell them merchandise. We also rely on a host of internal custom-built applications to run critical business functions, such as styling, merchandise purchasing, warehouse operations, and order fulfillment. In addition, we rely on a variety of third-party, cloud-based solution vendors for key elements of our technology infrastructure. These systems are vulnerable to damage or interruption and we have experienced interruptions in the past. Additionally, the launch of new client

experiences or offerings requires investments in and the development of new technology, which may be more susceptible to performance issues or interruptions. Interruptions caused by a variety of events, including human error, our failure to update or improve our proprietary systems, cyber attacks, fire, flood, earthquake, power loss, or telecommunications failures would disrupt our systems. Any failure or interruption of our website, mobile application, internal business applications, or our technology infrastructure (including any such issues with our third-party vendors and service providers) would harm our ability to serve our clients, which would adversely affect our business and operating results.

Compromises of our data security or that of our third-party service providers could cause us to incur unexpected expenses and liability, and may materially harm our reputation and operating results.

In the ordinary course of our business, we and our vendors and service providers collect, process, and store certain personal information and other data relating to individuals, such as our clients and employees, which may include proprietary, confidential, and sensitive data, including personally identifiable information, such as but not limited to, name, address, social security numbers, client payment card information, client physical attributes, photos, and client style preferences. We rely substantially on commercially available systems, software, tools, and monitoring to provide security for our processing, transmission, and storage of personal information and other confidential information. There can be no assurance that we or our vendors will not suffer a data compromise, that malicious actors will not gain access to personal information or other sensitive data, including payment card data or confidential business information, or that any such data compromise or unauthorized access will be discovered in a timely fashion. The techniques used to obtain unauthorized access or to sabotage systems are constantly evolving and can include, but are not limited to, social-engineering attacks (including through deep-fakes, phishing, vishing (voice phishing), and smishing (SMS phishing)), malicious code (such as viruses and worms), denial-of-service attacks, credential stuffing attacks, credential harvesting, personnel misconduct or error, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, attacks enhanced or facilitated by AI, and other similar threats. These threats change frequently and generally are not identified until they are launched against a target, and we and our vendors may be unable to anticipate these techniques or to implement adequate preventative measures. We and many of our vendors and other business partners have moved to a more remote and hybrid work force, and as a result, we and our partners may be more vulnerable to cyber attacks. In addition, security measures may be circumvented accidentally or intentionally by our employees, contractors, vendors, or other third parties with whom we do business. Such parties may seek to misappropriate such personal information, confidential information, or other data, or may inadvertently release or compromise such data.

It may be difficult and/or costly to detect, investigate, mitigate, contain, and remediate a security incident. Our efforts to do so may not be successful. Actions taken by us or the third parties with whom we work to detect, investigate, mitigate, contain, and remediate a security incident could result in outages, data losses, and disruptions of our business. Threat actors may also gain access to other networks and systems after a compromise of our networks and systems.

Compromise of our data security or the data security of third parties with whom we do business, failure to prevent or mitigate the loss of personal or business information, and delays in detecting or providing prompt notice of any such compromise or loss would likely disrupt our operations, damage our reputation, and subject us to litigation, government action, or other additional costs and liabilities that could adversely affect our business, financial condition, and operating results.

Some of our software and systems contain open source software, which may pose particular risks to our proprietary applications.

We use open source software in the applications we have developed to operate our business and will use open source software in the future. Some open source licenses contain express requirements or impose conditions, which may be triggered under certain circumstances, with respect to the exploitation of proprietary source code or other intellectual property by users of open source software. While we employ practices designed to monitor our compliance with the licenses of third-party open source software and to avoid using the open source software in a manner that would put our valuable proprietary source code at risk, there is a risk that we could have used, or may in the future use, open source software in a manner which could require us to release our proprietary source code to users of our software or to the public, require us to license our proprietary software for purposes of making modifications or derivative works, or prohibit us from charging fees for the use of our proprietary software. This could result in loss of revenue, and allow our competitors to create similar offerings with lower development costs, and ultimately could result in a loss of our competitive advantages. Furthermore, there is an increasing number of open source software license types, almost none of which have been tested in a court of law, resulting in guidance regarding the proper legal interpretation of such licenses and there is a risk that these licenses could be construed

in a way that could impose unanticipated conditions or restrictions on our ability to provide or distribute our products. If we were to receive a claim of non-compliance with the terms of any of our open source licenses, we may be required to publicly release certain portions of our proprietary source code or expend substantial time and resources to re-engineer some or all of our software, which may divert resources away from our product development efforts and, as a result, adversely affect our business. In addition, we could be required to seek licenses from third parties to continue offering our products for certain uses, or cease offering the products associated with such software, which may be costly.

Further, our use of open source software may present greater risks than use of other third-party commercial software, as open source licensors generally do not provide support, warranties, indemnification or other contractual protections regarding infringement claims or the quality of the code. To the extent that our e-commerce capabilities and other business operations depend on the successful and secure operation of open source software, any undetected or unremediated vulnerabilities, errors or defects in open source software that we use could prevent the deployment or impair the functionality of our systems and injure our reputation. In addition, the public availability of such software may make it easier for others to compromise our systems. Any of these risks could be difficult to eliminate or manage and, if not addressed, could have an adverse effect on our business and operating results.

Adverse litigation judgments or settlements resulting from legal proceedings in which we are or may be involved have in the past and could in the future expose us to monetary damages or limit our ability to operate our business.

Currently, we are involved in various legal proceedings. For example, on August 26, 2022, a class action lawsuit alleging violations of federal securities laws was filed by certain of our stockholders naming as defendants us and certain of our officers and directors for allegedly making materially false and misleading statements regarding our Freestyle offering (the "Securities Class Action"). On March 17, 2023, June 6, 2023, May 14, 2024, July 22, 2025, and November 12, 2025, derivative actions were filed by certain of our stockholders against certain of our current and former directors and officers based on similar factual allegations underlying the Securities Class Action. In connection with the Securities Class Action, the parties entered into a stipulation and agreement of settlement (the "Stipulation") on February 6, 2026 wherein we agree to pay, or cause our insurance carriers to pay, $32.0 million, in exchange for the release and dismissal with prejudice of all claims in the Securities Class Action. The Stipulation and settlement remain subject to final approval by the court. We have in the past and may in the future become involved in other private actions, collective actions, investigations, and various other legal proceedings by clients, employees, suppliers, competitors, government agencies, stockholders, or others. The results of any such litigation, investigations, and other legal proceedings are inherently unpredictable and expensive. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, damage our reputation, require significant amounts of management time, and divert significant resources. If any of these legal proceedings were to be determined adversely to us, or we were to enter into a settlement arrangement, we could be exposed to monetary damages or limits on our ability to operate our business, which could have an adverse effect on our business, financial condition, and operating results.

Any failure by us or our vendors to comply with product safety, labor, or other laws, or our standard vendor terms and conditions, or to provide safe factory conditions for our or their workers, may damage our reputation and brand, and harm our business.

The merchandise we sell to our clients is subject to regulation by the Federal Consumer Product Safety Commission, the Federal Trade Commission, and similar state and international regulatory authorities. As a result, such merchandise could in the future be subject to recalls and other remedial actions. Product safety, labeling, and licensing concerns may result in us voluntarily removing selected merchandise from our inventory. Such recalls or voluntary removal of merchandise can result in, among other things, lost sales, diverted resources, potential harm to our reputation, and increased client service costs and legal expenses, which could have a material adverse effect on our operating results.

Some of the merchandise we sell, including our children's merchandise, may expose us to product liability claims and litigation or regulatory action relating to personal injury or environmental or property damage. Although we maintain liability insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms or at all. In addition, some of our agreements with our vendors may not indemnify us from product liability for a particular vendor's merchandise or our vendors may not have sufficient resources or insurance to satisfy their indemnity and defense obligations.

We purchase our merchandise from numerous domestic and international vendors. Our standard vendor terms and conditions require vendors to comply with applicable laws. We have hired independent firms that conduct audits of the working conditions at the factories producing our Owned Private Label Brands products. If an audit reveals potential problems, we require that the vendor institute corrective action plans to bring the factory into compliance

with our standards, or we may discontinue our relationship with the vendor. The loss of an Owned Private Label Brands vendor due to failure to comply with our standards could cause inventory delays, impact our clients' experiences, and otherwise harm our operating results. In addition, failure of our vendors to comply with applicable laws and regulations and contractual requirements could lead to litigation against us, resulting in increased legal expenses and costs. Furthermore, the failure of any such vendors to provide safe and humane factory conditions and oversight at their facilities could damage our reputation with clients or result in legal claims against us.

Furthermore, U.S. import regulations prohibit the entry of certain goods produced by entities on government-created lists or from sanctioned areas, including China's Xinjiang Uyghur Autonomous Region (the "XUAR"). Although we do not intentionally source any products or materials from the XUAR (either directly or indirectly through our suppliers) and strive to ensure that our vendors comply with applicable laws, we do not have the ability to completely map our product supply chain, and we could be subject to penalties, fines or sanctions if any of the vendors from which we purchase goods is found to have dealings, directly or indirectly, with sanctioned entities. Even if we were not subject to penalties, fines or sanctions, if products we source are linked in any way to sanctioned regions or entities, our reputation could be damaged.

Our use of personal information, other personal data, and sensitive information subjects us to numerous and evolving privacy and security laws and other obligations (such as cybersecurity and data protection in contracts), and our compliance with or failure to comply with such obligations could harm our business.

We collect and maintain significant amounts of personal information and other data relating to our clients and employees. Numerous laws, rules, and regulations in the United States, including the California Consumer Privacy Act (the "CCPA") and California Privacy Rights Acts of 2020 ("CPRA"), govern privacy and the collection, use, and protection of personal information. These laws, rules, and regulations evolve frequently and may be inconsistent from one jurisdiction to another or may be interpreted to conflict with our practices. Any significant failure or perceived failure by us or any third parties with which we do business to comply with these laws, rules, and regulations, or with other obligations to which we may be or become subject, would likely result in actions against us by governmental entities, private claims and litigation, fines, penalties, or other liabilities. Any such action would be expensive to defend, damage our reputation, and adversely affect our business and operating results.

The CCPA, as amended by the CPRA, applies to personal information of consumers, business representatives, and employees who are California residents, and requires businesses to provide specific disclosures in privacy notices and honor requests of such individuals to exercise certain privacy rights. A number of other states have also passed comprehensive privacy laws, and similar laws are being considered in several other states, as well as at the federal and local levels. These developments further complicate compliance efforts, and increase legal risk and compliance costs for us and the third parties upon whom we rely. Additionally, the Federal Trade Commission and many state attorneys general are interpreting federal and state consumer protection laws as imposing standards for the online collection, use, dissemination, and security of data and the FTC has indicated that use of biometric technologies (including facial recognition technologies) may be subject to additional scrutiny. Further, the SEC has adopted new rules that require us to provide greater disclosures around proactive security protections that we employ and regarding security incidents. The failure to comply with such requirements would lead to adverse consequences in some circumstances.

The costs of compliance with and other burdens imposed by privacy and data security laws and regulations can reduce the efficiency of our marketing, lead to negative publicity, make it more difficult or more costly to meet expectations of or commitments to clients, or lead to significant fines, penalties or liabilities for noncompliance, any of which could harm our business. These laws could also impact our ability to offer our products in certain locations.

Additionally, under various privacy laws and other obligations, we may be required to obtain certain consents to process personal data. For example, some of our data processing practices have been and may in the future be subject to challenges or lawsuits under data privacy and communications laws, including wiretapping laws, if we share consumer information with third parties through various methods such as chatbots, session replay providers, or third-party marketing pixels. These practices may be subject to increased challenges by class action plaintiffs. Our inability or failure to obtain consent for these practices could result in adverse consequences, including class action litigation and mass arbitration demands.

Unfavorable changes or failure by us to comply with evolving internet and eCommerce regulations could substantially harm our business and operating results.

We are subject to general business regulations and laws as well as regulations and laws specifically governing the internet and eCommerce. These regulations and laws may involve taxes, privacy and data security, consumer protection, AI, the ability to collect or share necessary information that allows us to conduct business on the internet, marketing communications and advertising, content protection, electronic contracts, or gift cards. Furthermore, the

regulatory landscape impacting internet and eCommerce businesses is constantly evolving. For example, California's Automatic Renewal Law requires companies to adhere to enhanced disclosure requirements when entering into automatically renewing contracts with consumers. As a result, a wave of consumer class action lawsuits was brought against companies that offer online products and services on a subscription or recurring basis. Any failure, or perceived failure, by us to comply with any of these laws or regulations could result in damage to our reputation, lost business, and proceedings or actions against us by governmental entities or others, which could impact our operating results. Furthermore, any additional regulations that govern our business, including additional automatic renewal laws, may be costly to comply with or cause us to have to alter the way we run our business.

If the use of "cookie" tracking technologies is further restricted, regulated, or blocked, or if changes in technology cause cookies to become less reliable or acceptable as a means of tracking consumer behavior, the amount or accuracy of internet user information we collect would decrease, which could harm our business and operating results.

Cookies are small data files that are sent by websites and stored locally on an internet user's computer or mobile device. We, and third parties who work on our behalf, collect data via cookies that are used to track the behavior of visitors to our sites, to provide a more personal and interactive experience, and to increase the effectiveness of our marketing. However, internet users can easily disable, delete, and block cookies directly through browser settings or through other software, browser extensions, or hardware platforms that physically block cookies from being created and stored.

Privacy regulations restrict how we deploy our cookies and this has in the past, and could in the future, potentially (a) increase the number of internet users that choose to proactively disable cookies on their systems or (b) cause our business partners, service providers, or vendors to no longer maintain their cookie processes. We may have to develop alternative systems to determine our clients' behavior, customize their online experience, or efficiently market to them if clients block cookies or regulations introduce additional barriers to collecting cookie data.

If we cannot successfully protect our intellectual property, our business would suffer.

We rely on trademark, copyright, trade secrets, patents, confidentiality agreements, and other practices to protect our brands, proprietary information, technologies, and processes. Our principal trademark assets include the registered trademarks "Stitch Fix" and "Fix," multiple private label clothing and accessory brand names, and our logos and taglines. Our trademarks are valuable assets that support our brand and consumers' perception of our services and merchandise. We also hold the rights to the "stitchfix.com" internet domain name and various other related domain names, which are subject to internet regulatory bodies and trademark and other related laws of each applicable jurisdiction. If we are unable to protect our trademarks or domain names in the United States or in other jurisdictions in which we may ultimately operate, our brand recognition and reputation would suffer, we would incur significant expense establishing new brands and our operating results would be adversely impacted.

The patents we own in the United States and those that may be issued in the future may not provide us with any competitive advantages or may be challenged by third parties, and our patent applications may never be granted. Even if issued, there can be no assurance that these patents will adequately protect our intellectual property or survive a legal challenge, as the legal standards relating to the validity, enforceability, and scope of protection of patent and other intellectual property rights are uncertain. Our limited patent protection may restrict our ability to protect our technologies and processes from competition. We primarily rely on trade secret laws to protect our technologies and processes, including the algorithms we use throughout our business. Others may independently develop the same or similar technologies and processes, or may improperly acquire and use information about our technologies and processes, which may allow them to provide a service similar to ours, which could harm our competitive position.

We may be accused of infringing intellectual property rights of third parties.

We are also at risk of claims by others that we have infringed their copyrights, trademarks, or patents, or improperly used or disclosed their trade secrets. The costs of supporting any litigation or disputes related to these claims can be considerable, and we cannot assure that we will achieve a favorable outcome of any such claim. If any such claims are valid, we may be compelled to cease our use of such intellectual property and pay damages, which could adversely affect our business. Even if such claims are not valid, defending them could be expensive and distracting, adversely affecting our operating results.

RISKS RELATING TO TAXES

Changes in U.S. tax or tariff policy regarding goods produced in other countries could adversely affect our business.

A predominant portion of the goods we sell is originally manufactured in countries other than the United States, with the majority coming from China. Tariffs and other protectionist trade measures could adversely affect our business, including disruption and cost increases in our established patterns for sourcing our merchandise and increased uncertainties in planning our sourcing strategies and forecasting our margins. Recent trade policies and uncertainty related thereto, including with respect to tariffs and other restrictions, particularly with respect to China in addition to other countries from which we source our merchandise and raw materials, have created a dynamic and unpredictable trade landscape, which has and may continue to adversely impact our business and operations. For example, the U.S. government has imposed significant incremental tariffs on a broad range of goods imported from China, including the apparel we source. Certain of these tariffs have been subject to successful legal challenge, but it remains unclear whether and to whom those tariffs may be refunded, and the U.S. government has announced its intention to impose new or similar tariffs under alternative statutory mechanisms. This could further change the tariff rate, including with respect to China. Tariffs and international trade arrangements will continue to change, potentially without warning and to an extent or duration that is difficult to predict. Changing tariff rates and shifting trade policies have created significant uncertainty for vendors, consumers, and us. If tariffs from countries from which we source products are sustained at heightened levels, it will further increase our merchandise costs, may result in increased prices for our clients, and may negatively impact our margins and consumer demand for our products and services, any of which could harm our competitive position or otherwise negatively impact our operating results. Moreover, tariff and other trade-related cost pressures and supply chain disruptions may lead to reputational harm if we are unable to deliver our products or services on expected timelines. We may not be able to forecast such impacts accurately. Although we continue to work with our vendors to mitigate our exposure to current or potential tariffs, there can be no assurance that we will be able to offset any increased costs. Other changes in U.S. tariffs, quotas, trade relationships, or tax provisions could also reduce the supply of goods available to us or increase our cost of goods. Although such changes would have implications across the entire industry, we may fail to effectively adapt to and manage the adjustments in strategy that would be necessary in response to those changes. In addition to the general uncertainty and overall risk from potential changes in U.S. laws and policies, as we make business decisions in the face of such uncertainty, we may incorrectly anticipate the outcomes, miss out on business opportunities, or fail to effectively adapt our business strategies and manage the adjustments that are necessary in response to those changes. These risks could adversely affect our revenues, reduce our profitability, and negatively impact our business.

We could be required to collect additional sales taxes or be subject to other tax liabilities that may increase the costs our clients would have to pay for our offering and adversely affect our operating results.

While we collect, remit, and report sales tax in all states that impose a sales tax, it is possible that one or more jurisdictions may assert that we are required to collect more taxes, and if such an assertion or assertions were successful it could result in substantial tax liabilities, including for past sales taxes and penalties and interest, which could materially adversely affect our business, financial condition, and operating results.

Federal income tax reform could have unforeseen effects on our financial condition and results of operations.

New income or other tax laws or regulations could be enacted at any time, which could adversely affect our business operations and financial performance. Further, existing tax laws and regulations could be interpreted, modified, or applied adversely to us. For example, the Tax Cuts and Jobs Act, the Inflation Reduction Act, and One Big Beautiful Bill Act enacted many significant changes to the U.S. tax laws. Future guidance from the IRS and other tax authorities with respect to these laws may affect us, and certain aspects of these laws could be repealed or modified in the future. Further regulatory or legislative developments may also arise. We are currently unable to predict whether such changes will occur and, if so, the ultimate impact on our business. To the extent that such changes have a negative impact on us, our suppliers or our clients, including as a result of related uncertainty, these changes may materially and adversely impact our business, financial condition, results of operations and cash flows.

We may be subject to additional tax liabilities, which could adversely affect our operating results.

We are subject to income- and non-income-based taxes in the United States under federal, state, and local jurisdictions. The governing tax laws and applicable tax rates vary by jurisdiction and are subject to interpretation. Various tax authorities may disagree with tax positions we take and if any such tax authorities were to successfully challenge one or more of our tax positions, the results could have a material effect on our operating results. Further, the ultimate amount of tax payable in a given financial statement period may be materially impacted by sudden or

unforeseen changes in tax laws, changes in the mix and level of earnings by taxing jurisdictions, or changes to existing accounting rules or regulations. The determination of our overall provision for income and other taxes is inherently uncertain as it requires significant judgment around complex transactions and calculations. As a result, fluctuations in our ultimate tax obligations may differ materially from amounts recorded in our financial statements and could adversely affect our business, financial condition, and operating results in the periods for which such determination is made.

Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.

As of August 1, 2026, we had federal and state net operating loss carryforwards of $227.9 million and $315.1 million, respectively. The federal net operating loss carryforwards may be carried forward indefinitely, but the deductibility of such carryforwards in a taxable year is limited to 80% of such taxable year's taxable income without regard to such carryforwards. Of the state net operating loss carryforwards, approximately $243.0 million will expire, if not utilized, in various years through 2046. The remaining state net operating loss carryforwards have no expiration. There may be periods during which the use of such carryforwards is suspended or otherwise limited, which could accelerate or permanently increase state taxes owed. The ability to use our net operating loss carryforwards depends on the availability of future taxable income. In addition, as of August 1, 2026, we had federal and California research and development tax credit carryforwards of $66.8 million and $25.1 million, respectively. The federal research and development credits will begin to expire in 2038, if not utilized; California research and development credits do not have an expiration date.

A portion of our tax attributes may be subject to Sections 382 and 383 of the Internal Revenue Code of 1986, as amended and similar state provisions, which set limitations on a corporation's ability to use its net operating loss carryforwards and other tax attributes to offset its taxable income or taxes. These limitations arise if the corporation undergoes an ownership change, which is generally defined as one or more stockholders or groups of stockholders that own at least 5% of the corporation's stock increasing their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. It is possible that we may experience ownership changes as a result of shifts in our stock ownership, some of which may be outside of our control. Any potential limitations on our ability to offset future income with our net operating loss carryforwards or other tax attributes could result in increased future tax liability to us.

RISKS RELATING TO OWNERSHIP OF OUR CLASS A COMMON STOCK

The market price of our Class A common stock may continue to be volatile or may decline steeply or suddenly regardless of our operating performance and we may not be able to meet investor or analyst expectations. You may lose all or part of your investment.

The market price of our Class A common stock may fluctuate or decline significantly in response to numerous factors, many of which are beyond our control, including:

- actual or anticipated decreases in our client base, the level of client engagement, client acquisition and retention, and revenue and other operating results;
- variations between our actual operating results and the expectations of securities analysts, investors, and the financial community;
- any forward-looking financial or operating information we may provide, including in connection with new offerings or business initiatives where such information is based on early or limited data, any changes in this information, or our failure to meet expectations based on this information;
- actions of securities analysts who initiate or maintain coverage of us, changes in financial estimates by any securities analysts who follow our Company, or our failure to meet these estimates or the expectations of investors;
- repurchases of our Class A common stock pursuant to our share repurchase program, which could also cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our stock;
- whether investors or securities analysts view our stock structure unfavorably, particularly our dual-class structure and the significant voting control of our directors, executive officers, and their affiliates;
- additional shares of our Class A common stock being sold into the market by us or our existing stockholders, or the anticipation of such sales;

- announcements by us or our competitors of significant products or features, technical innovations, acquisitions, strategic partnerships, joint ventures, or capital commitments;
- changes in operating performance and stock market valuations of companies in our industry, including our vendors and competitors;
- price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole;
- targeted efforts of social media or other groups to transact in and affect the price of Stitch Fix stock, such as the activity in early 2021 targeting GameStop Corp and others;
- lawsuits threatened or filed against us;
- developments in new legislation and pending lawsuits or regulatory actions, including interim or final rulings by judicial or regulatory bodies; and
- other events or factors, including those resulting from war or incidents of terrorism, public health crises such as the COVID-19 pandemic, adverse weather events and climate conditions, or responses to these events.

In addition, extreme price and volume fluctuations in the stock markets have affected and continue to affect many eCommerce and other technology companies' stock prices, including ours. Often, our stock price and that of many eCommerce and technology companies have fluctuated in ways unrelated or disproportionate to the companies' operating performance. In the past, stockholders have filed securities class action litigation following periods of market volatility, such as the Securities Class Action described elsewhere herein. We may be the target of additional litigation of this type in the future as well. Such securities litigation has in the past and could in the future subject us to substantial costs, divert resources and the attention of management from our business, and could seriously harm our business.

Moreover, because of these price fluctuations, comparing our operating results on a period-to-period basis may not be meaningful. You should not rely on our past results as an indication of our future performance. This variability and unpredictability could also result in our failing to meet the expectations of industry or financial analysts or investors for any period. If our revenue or operating results fall below the expectations of analysts or investors or below any forecasts we may provide to the market, or if the forecasts we provide to the market are below the expectations of analysts or investors, the price of our Class A common stock could decline substantially. Such a stock price decline could occur even when we have met any previously publicly stated revenue or earnings forecasts that we may provide.

We cannot guarantee that our share repurchase program will be fully consummated or that it will enhance long-term stockholder value. Share repurchases could also increase the volatility of the trading price of our stock and could diminish our cash reserves.

In January 2022, our Board of Directors authorized a share repurchase program to repurchase up to $150.0 million of our outstanding Class A common stock, with no expiration date. During fiscal 2024 and fiscal 2025, we did not repurchase any shares of our Class A common stock. During fiscal 2026, we repurchased 7,215,166 shares of our Class A common stock, and we had $93.6 million remaining in share repurchase capacity as of August 1, 2026. Although our Board of Directors has authorized this repurchase program, the program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. The actual timing and amount of repurchases remain subject to a variety of factors, including stock price, trading volume, market conditions and other general business considerations. In addition, the terms of our first lien credit agreement with Citibank, N.A., as agent and lender ("the Credit Facility"), impose limitations on our ability to repurchase shares. The share repurchase program may be modified, suspended, or terminated at any time, and we cannot guarantee that the program will be fully consummated or that it will enhance long-term stockholder value. The program could affect the trading price of our stock and increase volatility, and any announcement of a termination of this program may result in a decrease in the trading price of our stock. In addition, this program could diminish our cash and cash equivalents and marketable securities.

Future sales of shares by existing stockholders could cause our stock price to decline.

If our existing stockholders sell, or indicate an intention to sell, substantial amounts of our Class A common stock in the public market, then the trading price of our Class A common stock could decline. In addition, shares underlying any outstanding options and restricted stock units will become eligible for sale if exercised or settled, as applicable, and to the extent permitted by the provisions of various vesting agreements and Rule 144 of the Securities Act. All the shares of Class A and Class B common stock subject to stock options and restricted stock units outstanding and reserved for issuance under our 2011 Equity Incentive Plan, our 2017 Incentive Plan, and our 2019 Inducement

Plan (collectively, our "Incentive Plans") have been registered on Form S-8 under the Securities Act and such shares are eligible for sale in the public markets, subject to Rule 144 limitations applicable to affiliates. If these additional shares are sold, or if it is perceived that they will be sold in the public market, the trading price of our Class A common stock could decline.

The dual class structure of our common stock concentrates voting control with certain significant shareholders, including our current and former directors, executive officers, and their affiliates, and may depress the trading price of our Class A common stock.

Our Class B common stock has ten votes per share and our Class A common stock has one vote per share. As a result, the holders of our Class B common stock, including certain of our current and former directors, executive officers, and their affiliates, are able to exercise considerable influence over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, such as a merger or other sale of our company or our assets, even if their stock holdings represent less than 50% of the outstanding shares of our capital stock. As of September 18, 2026, 16,456,277 of our 133,603,687 shares outstanding were held by our directors, executive officers, and their affiliates, and 10,784,374 of such shares held by our directors, executive officers, and their affiliates were shares of Class B common stock. This concentration of ownership will limit the ability of other stockholders to influence corporate matters and may cause us to make strategic decisions that could involve risks to you or that may not be aligned with your interests. This control may adversely affect the market price of our Class A common stock and some stock indices may not allow public companies utilizing dual or multi-class capital structures to be included in their indices.

We do not currently intend to pay dividends on our Class A common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation of the value of our Class A common stock.

We have never declared or paid cash dividends on our capital stock. We currently intend to retain any future earnings to finance the operation and expansion of our business, and we do not expect to pay any cash dividends on our Class A common stock in the foreseeable future. As a result, any investment return on our Class A common stock will depend upon increases in the value of our Class A common stock, which is not certain.

Delaware law and provisions in our amended and restated certificate of incorporation and amended and restated bylaws could make a merger, tender offer, or proxy contest difficult, thereby depressing the trading price of our Class A common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could depress the trading price of our Class A common stock by acting to discourage, delay, or prevent a change of control of our Company or changes in our management that the stockholders of our Company may deem advantageous. These provisions:

- establish a classified Board of Directors so that not all members of our Board of Directors are elected at one time;
- permit the Board of Directors to establish the number of directors and fill any vacancies and newly created directorships;
- provide that directors may only be removed for cause;
- require super-majority voting to amend some provisions of our certificate of incorporation and bylaws;
- authorize the issuance of "blank check" preferred stock that our Board of Directors could use to implement a stockholder rights plan;
- eliminate the ability of our stockholders to call special meetings of stockholders;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that the Board of Directors is expressly authorized to make, alter, or repeal our bylaws;
- restrict the forum for certain litigation against us to Delaware;
- reflect the dual class structure of our common stock; and
- establish advance notice requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

Any provision of our amended and restated certificate of incorporation or amended and restated bylaws that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a

premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our Class A common stock.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware and the federal district courts of the United States are the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law:

- any derivative action or proceeding brought on our behalf;
- any action asserting a breach of fiduciary duty;
- any action asserting a claim against us arising under the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our amended and restated bylaws; and
- any action asserting a claim against us that is governed by the internal-affairs doctrine.

This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act. Furthermore, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all such Securities Act actions. Accordingly, both state and federal courts have jurisdiction to entertain such claims. To prevent having to litigate claims in multiple jurisdictions and the threat of inconsistent or contrary rulings by different courts, among other considerations, our amended and restated certificate of incorporation further provides that the federal district courts of the United States are the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive forum provisions. In such instance, we would expect to vigorously assert the validity and enforceability of the exclusive forum provisions of our amended and restated certificate of incorporation. This may require significant additional costs associated with resolving such action in other jurisdictions and there can be no assurance that the provisions will be enforced by a court in those other jurisdictions.

These exclusive forum provisions may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers and other employees. If a court were to find either exclusive-forum provision in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could seriously harm our business.

GENERAL RISK FACTORS

Future securities sales and issuances could result in significant dilution to our stockholders and impair the market price of our Class A common stock.

We may issue additional equity securities in the future. We also issue awards for Class A common stock to our existing and new employees and others under our Incentive Plans. The number of shares subject to such awards is typically based on target dollar values, and therefore the number of shares increases as our stock price decreases. Future issuances of shares of our Class A common stock or the conversion of a substantial number of shares of our Class B common stock, or the perception that these sales or conversions may occur, could depress the market price of our Class A common stock and result in dilution to existing holders of our Class A common stock. Unless an earlier date is approved by the holders of our Class B common stock, all of our outstanding Class B common stock will automatically convert on the tenth anniversary of our IPO or, if earlier, when the outstanding shares of Class B common stock represent less than ten percent of the aggregate number of shares of the then outstanding Class A common stock and Class B common stock. Also, to the extent outstanding options to purchase shares of our Class A common stock or Class B common stock are exercised or options or other stock-based awards are issued or become vested, there will be further dilution. The amount of dilution could be substantial depending upon the size of the issuances or exercises and our stock price. Furthermore, we may issue additional equity securities that could have rights senior to those of our Class A common stock. As a result, holders of our Class A common stock bear the risk that future issuances of debt or equity securities may reduce the value of our Class A common stock and further dilute their ownership interest.

If we are unable to maintain effective internal control over financial reporting, investors may lose confidence in the accuracy of our reported financial information and this may lead to a decline in our stock price.

We are required to comply with Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"). Specifically, the Sarbanes-Oxley Act requires management to assess the effectiveness of our internal controls over financial reporting and to report any material weaknesses in such internal control. We have experienced material weaknesses and significant deficiencies in our internal controls previously. Management has concluded that our internal control over financial reporting was effective as of August 2, 2025. However, our testing, or the subsequent testing by our independent public accounting firm, may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses. If we or our accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, it could harm our operating results, adversely affect our reputation, or result in inaccurate financial reporting. Furthermore, should any such deficiencies arise we could be subject to lawsuits, sanctions or investigations by regulatory authorities, including SEC enforcement actions and we could be required to restate our financial results, any of which would require additional financial and management resources.

Even if we do not detect deficiencies, our internal control over financial reporting will not prevent or detect all errors and fraud, and individuals, including employees and contractors, could circumvent such controls. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected.

In addition, we may encounter difficulties in the timely and accurate reporting of our financial results, which would impact our ability to provide our investors with information in a timely manner. Should we encounter such difficulties, our investors could lose confidence in the reliability of our reported financial information and trading price of our Class A common stock could be negatively impacted.

We may not be able to generate sufficient capital to support and grow our business, and outside capital might not be available or may be available only by diluting existing stockholders.

We require sufficient cash and liquidity to run our business, finance our operations, and pay for capital expenditures. We may not be able to generate sufficient cash to fund our working capital and capital expenditures needs. We also may require additional funds to support growth or respond to business challenges. We are party to a credit agreement with Citibank, N.A. but a deterioration in our capital structure or the quality of our earnings could result in noncompliance with our debt covenants, which would limit our ability to utilize our credit facility.

We also may want or need to engage in equity or debt financings to secure additional funds. The capital market environment, including market disruptions, limited liquidity, or interest rate fluctuations, may increase the cost of financing or restrict access to a potential source of liquidity. Additionally, if we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences, and privileges superior to those of holders of our Class A common stock.

Our Credit Facility also contains covenants limiting our ability to, among other things, dispose of assets, undergo a change in control, merge or consolidate, make acquisitions, incur debt, incur liens, pay dividends, repurchase stock, and make investments, in each case subject to certain exceptions, and contains financial covenants requiring us to maintain a minimum liquidity level and a minimum total consolidated fixed charge coverage Ratio above specified levels, measured in each case at the end of each fiscal quarter. The restrictive covenants of this or any future debt financing secured may make it more difficult for us to obtain capital and to pursue business opportunities. Any debt financing secured by us in the future could involve restrictive covenants relating to our capital-raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities. In addition, we may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to generate sufficient capital or obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to support our business and to respond to business challenges could be significantly limited, and our business and prospects could fail or be adversely affected.

If securities or industry analysts either do not publish research about us or publish inaccurate or unfavorable research about us, our business, or our market, or if they change their recommendations regarding our Class A common stock adversely, the trading price or trading volume of our Class A common stock could decline.

The trading market for our Class A common stock is influenced in part by the research and reports that securities or industry analysts may publish about us, our business, our market, or our competitors. If one or more of the analysts initiate research with an unfavorable rating or downgrade our Class A common stock, provide a more favorable recommendation about our competitors, or publish inaccurate or unfavorable research about our business, our

Class A common stock price would likely decline. If any analyst who may cover us were to cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause the trading price or trading volume of our Class A common stock to decline.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 1C. CYBERSECURITY.

RISK MANAGEMENT AND STRATEGY

At Stitch Fix, we recognize the importance of robust cybersecurity measures to protect our systems, data, and the interests of our stakeholders. We have implemented a cybersecurity risk management strategy and governance framework designed to identify, assess, manage, mitigate, and respond to cybersecurity risks and threats, including risks arising from emerging technologies and the use of artificial intelligence. Our risk management strategy and governance framework is designed to identify, assess and manage material risks from cybersecurity threats to our systems, networks, and data infrastructure, including intellectual property, customer data, and data that is proprietary, strategic or competitive in nature ("Information Systems and Data").

We use third-party service providers to assist us from time to time to identify, assess, and manage risks from cybersecurity threats, which may include professional services firms (such as legal counsel), threat intelligence service providers, cybersecurity consultants, cybersecurity software providers, penetration testing firms, dark web monitoring services, and forensic investigators.

Stitch Fix views its cybersecurity strategy through a multi-pronged lens encompassing prevention, detection, and response to ensure holistic coverage of our Information Systems and Data, along with the environments in which they operate.

Prevention

Our cybersecurity program starts with prevention, which includes risk assessment and identification. We utilize that information to design a layer of controls as a baseline. We conduct assessments to identify and evaluate potential cybersecurity risks. This process involves analyzing our Information Systems and Data to identify vulnerabilities and potential threats. Our risk assessment processes also consider cybersecurity risks associated with the use of artificial intelligence and other emerging technologies, including risks to sensitive data, access to Company systems and information, third-party AI tools and service providers, and the security of information processed through such technologies. Our cybersecurity program also includes third-party risk management, in which we oversee the identification and mitigation of risk associated with outsourcing to third-party vendors and service providers, particularly focused on vendors who process sensitive information.

In addition to our risk assessment processes, we prioritize cybersecurity awareness and training programs for our employees. These initiatives are designed to educate our workforce about potential threats, best practices for data protection, and the importance of maintaining security measures. We train our employees through annual security training, phishing simulations, and communications about cybersecurity topics and threats.

Detection

Our cybersecurity program includes tools and processes designed to detect unusual network activity, anomalous cybersecurity events, and breaches. We utilize a variety of monitoring processes and detective controls designed to identity anomalous activity and potential cybersecurity events.

Response

We have developed an incident response plan to ensure a swift and effective response in the event of a cybersecurity incident. This plan includes predefined roles and responsibilities, communication protocols, and steps to contain and remediate any vulnerabilities that may lead to a breach.

GOVERNANCE

Our Chief Information Security Officer ("CISO") oversees the Company's cybersecurity program. Our CISO, who reports to our Chief Product and Technology Officer ("CPTO"), has over 25 years of experience in information technology, risk, and cybersecurity leadership, and has previously held both CISO and Chief Technology Officer roles. Our CISO chairs the Company's Cybersecurity Governance Committee, comprised of executive leaders

across Legal, Finance, and Corporate Communications, that has oversight responsibilities regarding the Company's information security functions, including infrastructure, governance, privacy, and compliance.

Our CISO is responsible for hiring appropriate personnel, helping to integrate cybersecurity risk considerations into the Company's overall risk management strategy, including those associated with emerging technologies, and communicating key priorities to relevant personnel. The Information Security Team conducts exercises to prepare for cybersecurity incidents, approves cybersecurity processes, and reviews security assessments and other security-related reports.

Our cybersecurity incident response processes include the escalation of information about certain cybersecurity incidents, depending on the circumstances, to our CISO, members of management, and the Audit Committee of the Board of Directors.

The Audit Committee provides oversight for our cybersecurity program and our enterprise risk management process. The Audit Committee also evaluates enterprise level risks and strategies, including our cybersecurity risk. The Audit Committee receives updates from management on the effectiveness of our cybersecurity program. The Audit Committee also reviews plans on how management will enhance the program, receives updates on special topics that help the Committee provide effective oversight of the program, and is notified in the event of certain cybersecurity incidents.

Although we have not experienced a material cybersecurity breach, we cannot guarantee that we will not experience a material cyber threat or incident in the future. For more information regarding the cybersecurity risks we face, see Item 1A. Risk Factors in this Annual Report.

ITEM 2. PROPERTIES.

Our principal physical properties are located in the United States. In San Francisco, California, we lease approximately 134,000 square feet of space, of which approximately 38,000 square feet is utilized for our corporate headquarters. Furthermore, given our more distributed workforce, we currently sublease approximately 58,000 square feet of our San Francisco space and are actively marketing the remaining 38,000 square feet for sublease.

We also currently lease and operate three fulfillment centers in the United States. We currently utilize a total of approximately 2,114,000 square feet, at which we receive merchandise from vendors, ship products to clients, and receive and process returns from clients. These facilities are located in Arizona, Indiana, and Georgia. In addition, we lease approximately 1,012,000 square feet of space in Salt Lake City, Utah, previously used as a fulfillment center. As of August 1, 2026, we subleased approximately 1,012,000 square feet of our Salt Lake City space.

We believe our facilities are sufficient for our current needs.

ITEM 3. LEGAL PROCEEDINGS.

Refer to Note 8 in Part II, Item 8 of this Annual Report for information regarding legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

MARKET INFORMATION

Our Class A common stock, par value $0.00002 per share, is listed on the Nasdaq Global Select Market, under the symbol "SFIX" and began trading on November 17, 2017. Prior to that date, there was no public trading market for our Class A common stock. There is no public trading market for our Class B common stock, par value $0.00002 per share.

HOLDERS

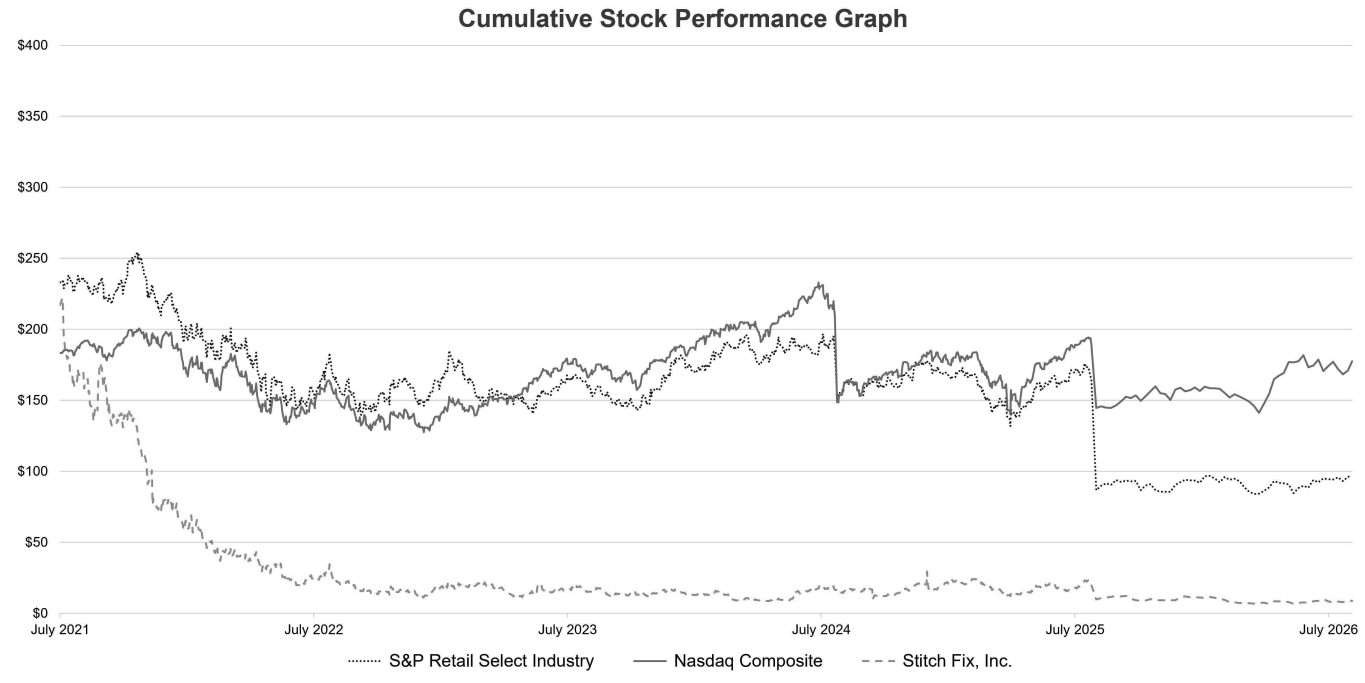
As of the close of business on September 18, 2026, there were 39 stockholders of record of our Class A common stock and 10 stockholders of record of our Class B common stock. The actual number of holders of our Class A and Class B common stock is greater than the number of record holders, and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers or other nominees. The number of holders of record presented here also does not include stockholders whose shares may be held in trust by other entities.

DIVIDEND

We have never declared or paid cash dividends on our capital stock. We currently intend to retain all available funds and future earnings, if any, to fund the development and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. Any future determination regarding the declaration and payment of dividends, if any, will be at the discretion of our Board of Directors and will depend on then-existing conditions, including our financial condition, operating results, contractual restrictions, capital requirements, business prospects, and other factors our board of directors may deem relevant.

PERFORMANCE GRAPH

The following graph compares the cumulative total return to stockholders on our Class A common stock relative to the cumulative total returns of the Standard and Poor's Retail Select Industry Index (S&P Retail Select Industry) and Nasdaq Composite Index (Nasdaq Composite). An investment of $100 (with reinvestment of all dividends) is assumed to have been made in our Class A common stock and in each index on July 30, 2021, and its relative performance is tracked through August 1, 2026. The comparisons are based on historical data and are not indicative of, nor intended to forecast, the future performance of our Class A common stock.



The information under "Cumulative Stock Performance Graph" is not deemed to be "soliciting material" or "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act, and is not to be incorporated by reference in any filing of Stitch Fix under the Securities Act or the Exchange Act, whether made before or after the date of this Annual Report and irrespective of any general incorporation language in those filings.

RECENT SALES OF UNREGISTERED SECURITIES

None.

PURCHASES OF EQUITY SECURITIES BY THE ISSUER

On January 6 2022, our Board of Directors authorized a share repurchase program to repurchase up to $150.0 million of our outstanding Class A common stock, with no expiration date (the "2022 Repurchase Program"). We may repurchase shares from time to time through open market repurchases, privately negotiated transactions, or other means, including through Rule 10b5-1 trading plans. The actual timing, number and value of shares repurchased in the future will be determined by the Company in its discretion and will depend on a number of factors, including price, trading volume, market conditions, and other general business conditions. Under the 2022 Repurchase Program as of August 1, 2026, we had repurchased 9.5 million shares of Class A common stock for $56.4 million and we had $93.6 million remaining in share repurchase capacity as of August 1, 2026.

The table below provides information with respect to repurchases of shares of our Class A common stock during the quarter-ended August 1, 2026.

	Total Number of Shares Purchased	Average Price Paid per Share [1]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased under the Plans or Programs (in thousands)
May 3, 2026 - May 30, 2026	—	$ —	—	$ 104,868
May 31, 2026 - July 4, 2026	2,695,325	$ 4.17	2,695,325	$ 93,573
July 5, 2026 - August 1, 2026	—	$ —	—	$ 93,573
Total	2,695,325	$ 4.17	2,695,325	$ 93,573

[1] Average price per share excludes broker commissions.

ITEM 6. [RESERVED]

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We use a 52- or 53-week fiscal year, with our fiscal year ending on the Saturday that is closest to July 31 of that year. The fiscal year ended August 1, 2026 ("fiscal 2026") and August 2, 2025 ("fiscal 2025") consisted of 52 weeks, and the fiscal year ended August 3, 2024 ("fiscal 2024") consisted of 53 weeks. Throughout this Annual Report, all references to quarters and years are to our fiscal quarters and fiscal years unless otherwise noted.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with "Special Note Regarding Forward-Looking Statements", Item 1, Item 1A, and Item 8 of this Annual Report. In addition, refer to our discussion and analysis of our financial condition and results of operations from fiscal 2025 to fiscal 2024 in Part II, Item 7 in our Annual Report on Form 10-K for the fiscal year ended August 2, 2025.

BUSINESS OVERVIEW

In 2011, Stitch Fix introduced an innovative approach to shopping for clothing and accessories. We were inspired by the opportunity to create a client-first styling experience, offering an alternative to impersonal, time-consuming and inconvenient traditional shopping. We do this through our unique business model that pairs expert Stylists with best-in-class AI and recommendation algorithms. Clients primarily engage with us by (1) receiving a curated shipment of items informed by our algorithms and chosen by a Stitch Fix Stylist (a "Fix"); or (2) purchasing directly from our website or mobile app based on an individualized assortment of outfit and item recommendations ("Freestyle"). For

the Fix experience, clients choose to schedule regular shipments or order a Fix on demand. Then, after receiving a Fix, they can purchase the items they want to keep and return the other items, if any.

FINANCIAL OVERVIEW

Revenue, net for fiscal 2026 was $1,348.1 million, representing a year-over-year increase of 6.4% compared to the prior year. As of August 1, 2026, we had approximately 2,277,000 active clients, representing a year-over-year decline of 1.4% compared to the prior year.

Net loss from continuing operations for fiscal 2026 was $12.6 million, compared to Net loss from continuing operations of $28.8 million for the prior year.

Refer to “Factors Affecting Our Performance” and “Results of Operations” herein for additional information.

KEY FINANCIAL AND OPERATING METRICS

NON-GAAP FINANCIAL MEASURES

We report our financial results in accordance with generally accepted accounting principles in the United States (“GAAP”). However, management believes that certain non-GAAP financial measures provide users of our financial information with additional useful information in evaluating our performance. We believe that adjusted EBITDA from continuing operations (“Adjusted EBITDA”) is frequently used by investors and securities analysts in their evaluations of companies, and that this supplemental measure facilitates comparisons between continuing operations of companies. We believe free cash flow from continuing operations (“Free Cash Flow”) is an important metric because it represents a measure of how much cash from continuing operations we have available for discretionary and non-discretionary items after the deduction of capital expenditures. These non-GAAP financial measures may be different than similarly titled measures used by other companies.

Our non-GAAP financial measures should not be considered in isolation from, or as substitutes for, financial information prepared in accordance with GAAP. There are several limitations related to the use of our non-GAAP financial measures as compared to the closest comparable GAAP measures. Some of these limitations include:

- Adjusted EBITDA excludes interest income and other (income) expense, net as these items are not components of our core business;
- Adjusted EBITDA does not reflect provision for income taxes, which may increase or decrease cash available;
- Adjusted EBITDA excludes the recurring, non-cash expenses of depreciation and amortization of property and equipment and, although these are non-cash expenses, the assets being depreciated and amortized may have to be replaced in the future;
- Adjusted EBITDA excludes the non-cash expense of stock-based compensation, which has been, and will continue to be for the foreseeable future, an important part of how we attract and retain employees and a significant recurring expense in our business;
- Adjusted EBITDA excludes costs incurred related to discrete restructuring plans and other one-time costs attributable to continuing operations that are fundamentally different in strategic nature and frequency from ongoing initiatives. We believe exclusion of these items facilitates a more consistent comparison of operating performance over time, however these costs do include cash outflows;
- Adjusted EBITDA excludes non-ordinary course legal fees for specific proceedings that we have determined arise outside of the ordinary course of business and are nonrecurring, infrequent, or unusual; and
- Free Cash Flow does not represent the total residual cash flow available for discretionary purposes and does not reflect future contractual commitments.

Adjusted EBITDA

We define Adjusted EBITDA as net loss from continuing operations excluding interest income, other (income) expense, net, provision for income taxes, depreciation and amortization, stock-based compensation expense, restructuring and other one-time costs, and non-ordinary course legal fees related to our continuing operations. The following table presents a reconciliation of net loss from continuing operations, the most comparable GAAP financial measure, to Adjusted EBITDA, for each of the periods presented:

	For the Fiscal Year Ended	
(in thousands)	**August 1, 2026**	**August 2, 2025**
Net loss from continuing operations	$ (12,606)	$ (28,844)
Add (deduct):		
Interest income	(8,661)	(10,709)
Other income, net	(767)	(173)
Provision for income taxes	338	821
Depreciation and amortization	23,501	27,860
Stock-based compensation expense	46,401	56,727
Restructuring and other one-time costs [(1)]	958	3,228
Non-ordinary course legal fees [(2)]	4,223	229
Adjusted EBITDA	$ 53,387	$ 49,139

[(1)] For fiscal 2026, other one-time costs were $1.0 million for net costs related to an early sublease termination by a sublessor. For fiscal 2025, restructuring charges were $1.2 million, primarily in severance and employee-related benefits and other restructuring costs, and other one-time costs were $2.0 million for one-time bonuses for certain continuing employees.

[(2)] Non-ordinary course legal fees include costs related to a specific class action lawsuit.

Free Cash Flow

We define Free Cash Flow as cash flows provided by operating activities from continuing operations, reduced by purchases of property and equipment that are included in cash flows from investing activities from continuing operations. The following table presents a reconciliation of net cash flows used in operating activities from continuing operations, the most comparable GAAP financial measure, to Free Cash Flow for each of the periods presented:

	For the Fiscal Year Ended	
(in thousands)	**August 1, 2026**	**August 2, 2025**
Free Cash Flow reconciliation:		
Net cash provided by operating activities from continuing operations	$ 39,070	$ 25,575
Deduct:		
Purchases of property and equipment	(19,224)	(16,293)
Free Cash Flow	$ 19,846	$ 9,282
Net cash used in investing activities from continuing operations	$ (15,396)	$ (59,121)
Net cash used in financing activities from continuing operations	$ (42,325)	$ (14,967)

OPERATING METRICS

	August 1, 2026	**August 2, 2025**
Active clients *(in thousands)*	2,277	2,309
Net revenue per active client	$ 592	$ 549

Active Clients

We believe that the number of active clients is a key indicator of the overall health of our business. We define an active client as a client who checked out a Fix or was shipped an item via Freestyle in the preceding 52 weeks, measured as of the last day of that period. Clients check out a Fix when they indicate what items they are keeping through our mobile application or on our website. We consider each Women's, Men's, or Kids account as a client, even if they share the same household. A single person could have multiple accounts and count as multiple active clients. We had approximately 2,277,000 and 2,309,000 active clients as of August 1, 2026, and August 2, 2025,

respectively, representing a year-over-year decrease of 1.4%. The decrease in active clients is due to inactive clients outpacing client additions during the year, which we largely attribute to client conversion and retention challenges.

Net Revenue per Active Client

We believe that net revenue per active client is an indicator of client engagement and satisfaction. We calculate net revenue per active client based on net revenue over the preceding four fiscal quarters divided by the number of active clients measured as of the last day of the period. Net revenue per active client was $592 and $549 as of August 1, 2026, and August 2, 2025, respectively, or a year-over-year increase of 7.8%.

FACTORS AFFECTING OUR PERFORMANCE

MACROECONOMIC ENVIRONMENT

Our business and operating results are subject to national and global economic conditions and their impact on consumer discretionary spending. As the macroeconomic environment is experiencing inflation, recessionary concerns, and general uncertainty regarding trade policies, including tariffs and other restrictions, and the overall future political and economic environment, we cannot predict whether or when such circumstances may improve or worsen. Beginning in the fourth quarter of fiscal 2026, we began to see impacts from these conditions. We anticipate that macroeconomic uncertainty will continue to place pressure on consumer discretionary spending, which we expect to negatively impact our business in fiscal 2027.

CLIENT ACQUISITION AND ENGAGEMENT

To grow our business, we remain focused on retaining current clients, attracting new clients, improving client conversion, and enhancing our overall client experience for new and existing clients. Our marketing strategy aims to preserve liquidity and achieve profitability, while simultaneously attracting long-term clients to fuel a return to growth. We utilize both digital and offline channels to attract new visitors to our website or mobile app and subsequently convert them into clients. Our marketing costs are largely composed of advertising, and public relations expenses. Our marketing expenses have varied from period to period and we expect this trend to continue.

Marketing expense is recorded in Selling, general, and administrative expenses (“SG&A”) in the consolidated statements of operations and comprehensive loss. The largest component of our marketing expense is advertising, which was $129.6 million and $117.3 million for the fiscal year ended August 1, 2026 and August 2, 2025, respectively. We will continue to be methodical about our approach when we are making advertising decisions, and may adjust our spending up or down based on performance.

AI USE IN OUR OPERATIONS AND INFRASTRUCTURE

We intend to leverage our data science and deep understanding of our clients’ needs to make targeted investments in technology and product. AI continues to gain momentum in the economy and we are responding by continuing to integrate AI into our internal business processes and operating strategy, focusing on seeking and retaining AI talent, and utilizing AI to enhance client-facing experiences.

INVENTORY MANAGEMENT

We leverage our data science to buy and manage our inventory, including merchandise assortment and fulfillment center optimization. Because our merchandise assortment directly correlates to client conversion and retention, we may at times optimize our inventory strategy to prioritize long-term client retention over short-term gross margin impact.

To ensure sufficient merchandise availability, we generally enter into purchase commitments well in advance and frequently before apparel trends are fully established by client purchasing behavior. As a result, we are vulnerable to shifting client demand, pricing volatility, trade policy changes, and merchandise availability at the time of purchase. Moreover, our inventory investments will fluctuate to align to our business needs.

While we do not pay tariffs directly to customs authorities, tariffs imposed on certain of our suppliers have resulted in higher vendor source costs. We have partially mitigated these cost pressures through selective pricing adjustments on certain merchandise. Despite these price increases, our cost of goods sold increased in fiscal 2026 and we expect will continue to rise, primarily due to higher transportation cost from rising oil prices and continued merchandise assortment investments. As a result, we expect cost of goods sold as a percentage of revenue to fluctuate based on supply chain dynamics, inventory management, and merchandise mix.

MERCHANDISE MIX

We offer apparel, shoes, and accessories across categories, brands, product types, and price points. We currently serve our clients in the following categories: Women's, Petite, Maternity, Men's, Plus, and Kids. We carry a mix of third-party branded merchandise, including premium brands and our own Owned Private Label Brands. We sell merchandise across a broad range of price points and may further broaden our price point offerings in the future.

Historically, changes in our merchandise mix have not caused significant fluctuations in our gross margin; however, categories, brands, product types, and price points do have a range of margin profiles. For example, our Owned Private Label Brands have generally contributed higher margins than our third-party brands, which have generally contributed lower margins. We continue to evolve our merchandise mix in an effort to improve the client experience and attract new active clients. Shifts in merchandise mix will result in fluctuations in our gross margin from period to period.

COMPONENTS OF RESULTS OF OPERATIONS

REVENUE, NET

We generate revenue from the sale of merchandise through our Fix and Freestyle offerings. With our Fix offering, we charge a nonrefundable upfront fee, referred to as a "styling fee," that is credited towards any merchandise purchased. We offer Style Pass to provide select clients with an alternative to paying a styling fee per Fix. Style Pass clients pay a nonrefundable annual fee for unlimited styling that is credited towards merchandise purchases. We deduct discounts, sales tax, and estimated refunds to arrive at net revenue, which we refer to as revenue throughout this Annual Report. We also recognize revenue resulting from estimated breakage income on gift cards.

COST OF GOODS SOLD

Cost of goods sold consists of the costs of merchandise, expenses for inbound freight and shipping to and from clients, inventory write-offs and changes in our inventory reserve that impact our gross margins, payment processing fees, and packaging materials costs, offset by the recoverable cost of merchandise estimated to be returned. Our classification of cost of goods sold may vary from other companies in our industry and may not be comparable.

SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES

SG&A consist primarily of compensation and benefits costs, including stock-based compensation expense, for our employees including our Stylists, fulfillment center operations, data analytics, merchandising, engineering, marketing, client experience, and corporate personnel. SG&A also includes marketing and advertising costs, facility costs for our fulfillment centers and office, professional service fees, information technology costs, and depreciation and amortization expense. Our classification of certain components within SG&A may vary from other companies in our industry and may not be comparable.

INTEREST INCOME

Interest income is generated from our cash, cash equivalents, and investments in available-for-sale securities.

PROVISION FOR INCOME TAXES

Our provision for income taxes from continuing operations consists of an estimate of federal and state income taxes based on enacted federal and state tax rates, as adjusted for allowable credits, deductions, uncertain tax positions, and changes in the valuation of our net federal and state deferred tax assets.

RESULTS OF OPERATIONS

The following table summarizes our financial results from continuing operations:

	For the Fiscal Year Ended		%
(in thousands)	August 1, 2026	August 2, 2025	Change
Revenue, net	$ 1,348,119	$ 1,267,171	6.4 %
Cost of goods sold	759,628	704,232	7.9 %
Gross profit	588,491	562,939	4.5 %
Selling, general, and administrative expenses	610,187	601,844	1.4 %
Operating loss	(21,696)	(38,905)	(44.2)%
Interest income	8,661	10,709	(19.1)%
Other income, net	767	173	343.4 %
Loss before income taxes	(12,268)	(28,023)	(56.2)%
Provision for income taxes	338	821	(58.8)%
Net loss from continuing operations	$ (12,606)	$ (28,844)	(56.3)%

The components of our results from continuing operations as a percentage of revenue were as follows:

	For the Fiscal Year Ended	
	August 1, 2026	August 2, 2025
Revenue, net	100.0 %	100.0 %
Cost of goods sold	56.3 %	55.6 %
Gross margin	43.7 %	44.4 %
Selling, general, and administrative expenses	45.3 %	47.5 %
Operating loss	(1.6)%	(3.1)%
Interest income	0.6 %	0.8 %
Other income, net	0.1 %	— %
Loss before income taxes	(0.9)%	(2.2)%
Provision for income taxes	— %	0.1 %
Net loss from continuing operations	(0.9)%	(2.3)%

Note: Due to rounding, percentages in this table may not sum to totals.

REVENUE, NET AND GROSS MARGIN

Revenue, net in fiscal 2026 increased by $80.9 million, or 6.4%, compared to the prior year. The increase was primarily due to an improvement in net revenue per active client of 7.8% year over year and higher average order values, driven by the number of items kept by our clients per Fix increasing and higher average unit retail prices. This increase was partially offset by a 1.4% decrease in active clients from August 2, 2025 to August 1, 2026.

Gross margin for fiscal 2026 decreased by 70 basis points compared to the prior year. The decrease was primarily driven by higher transportation costs and lower product margins, partially offset by improved costs related to inventory health management.

SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES

SG&A in fiscal 2026 increased by $8.3 million, compared to the prior year. The increase was primarily driven by higher advertising spend and professional fees, including $4.2 million in non-ordinary course legal fees.

SG&A as a percentage of revenue decreased to 45.3% for fiscal 2026, compared to 47.5% for the prior year, primarily driven by lower compensation and benefits expense as a percentage of revenue.

PROVISION FOR INCOME TAXES

The following table summarizes our effective tax rate from loss from continuing operations for the periods presented:

	For the Fiscal Year Ended	
(in thousands, except percentages)	**August 1, 2026**	**August 2, 2025**
Loss from continuing operations before income taxes	$ (12,268)	$ (28,023)
Provision for income taxes	338	821
Effective tax rate	(2.8)%	(2.9)%

Our continuing operations are subject to income taxes in the United States. Our effective tax rates for fiscal 2026 and fiscal 2025 differ from the federal statutory income tax rate, primarily due to a decrease in capitalized research and development costs. The tax provisions for fiscal 2026 and fiscal 2025 comprised primarily of state taxes.

LIQUIDITY AND CAPITAL RESOURCES

SOURCES OF LIQUIDITY

Our principal sources of liquidity are our cash, cash equivalents, investments, cash flows from continuing operations, and borrowing capacity under our credit facility. As of August 1, 2026, we had $95.3 million of cash and cash equivalents attributable to continuing operations, and $125.6 million of investments.

Credit Facility

As of August 1, 2026, we have a revolving credit facility with borrowing availability of $50.0 million, and excess availability of $33.1 million as a result of outstanding letters of credit, and no outstanding borrowings.

Refer to Note 7 in Part II, Item 8 of this Annual Report for information on the terms of the Credit Facility.

USES OF CASH

Our primary uses of cash include operating costs such as merchandise purchases, lease obligations, compensation and benefits, marketing, and other expenditures necessary to support our business. From time-to-time, we also use cash to repurchase shares of our Class A common stock.

We believe our existing principal sources of liquidity will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months and beyond.

SHARE REPURCHASES

In January 2022, our Board of Directors authorized a share repurchase program to repurchase up to $150.0 million of our outstanding Class A common stock, with no expiration date (the “2022 Repurchase Program”). We may repurchase shares from time-to-time through open market repurchases, privately negotiated transactions, or other means, including through Rule 10b5-1 trading plans. The actual timing, number and value of shares repurchased in the future will be determined by the Company in its discretion and will depend on a number of factors, including price, trading volume, market conditions, and other general business conditions. Repurchases will be funded from our existing cash and cash equivalents or future cash flow. The repurchase program may be modified, suspended, or terminated at any time. Refer to Note 12 in Part II, Item 8 of this Annual Report for information on the 2022 Repurchase Program.

CASH FLOWS

The following table summarizes our cash flows for the periods indicated below:

	For the Fiscal Year Ended	
(in thousands)	**August 1, 2026**	**August 2, 2025**
Net cash provided by operating activities from continuing operations	$ 39,070	$ 25,575
Net cash used in investing activities from continuing operations	(15,396)	(59,121)
Net cash used in financing activities from continuing operations	(42,325)	(14,967)
Net decrease in cash and cash equivalents	$ (18,651)	$ (48,513)

CASH PROVIDED BY OPERATING ACTIVITIES FROM CONTINUING OPERATIONS

During fiscal 2026, cash provided by operating activities from continuing operations was $39.1 million, which consisted of a net loss from continuing operations of $12.6 million, adjusted by non-cash charges of $68.6 million and change in net operating assets and liabilities of $16.9 million. The non-cash charges were primarily driven by $46.4 million of stock-based compensation expense and $22.6 million of depreciation, amortization, and accretion. The change in net operating assets and liabilities was primarily driven by $13.2 million decrease in operating lease right-of-use assets and liabilities from usual business activities and $2.8 million increase in gross inventory balances due to higher inventory receipts and investment in greater assortment.

During fiscal 2025, cash provided by operating activities from continuing operations was $25.6 million, which consisted of a net loss from continuing operations of $28.8 million, adjusted by non-cash charges of $87.2 million and a $32.8 million change in net operating assets and liabilities. The non-cash charges were primarily driven by $56.7 million of stock-based compensation expense and $26.1 million of depreciation, amortization, and accretion. The change in net operating assets and liabilities was primarily due to a $24.8 million increase in gross inventory balances due to higher inventory receipts.

CASH USED IN INVESTING ACTIVITIES FROM CONTINUING OPERATIONS

During fiscal 2026, cash used in investing activities from continuing operations was $15.4 million. This was primarily due to purchases of securities available-for-sale of $119.0 million and purchases of property and equipment of $19.2 million, partially offset by sales and maturities of available-for-sale securities of $122.8 million.

During fiscal 2025, cash used in investing activities from continuing operations was $59.1 million. This was primarily due to purchases of securities available-for-sale of $197.9 million and purchases of property and equipment of $16.3 million, partially offset by the sales and maturities of available-for-sale securities of $155.1 million.

CASH USED IN FINANCING ACTIVITIES FROM CONTINUING OPERATIONS

During fiscal 2026, cash used in financing activities from continuing operations was $42.3 million primarily due to repurchases of common stock of $26.4 million and payments for tax withholdings related to vesting of share-based awards of $17.6 million.

During fiscal 2025, cash used in financing activities from continuing operations was $15.0 million, primarily due to payments for tax withholdings related to vesting of share-based awards of $16.0 million.

CONTRACTUAL OBLIGATIONS AND OTHER COMMITMENTS

Our most significant contractual obligations relate to purchase commitments of inventory and operating lease obligations related to our fulfillment centers and corporate office. As of August 1, 2026, we had remaining commitments of $182.3 million for inventory purchases, predominantly due within one year, and $54.4 million for other service agreements due over the next one to three years.

Refer to Note 4 and Note 8 in Part II, Item 8 of this Annual Report for information on our operating lease obligations and purchase commitments of inventory, respectively.

CRITICAL ACCOUNTING ESTIMATES

Our consolidated financial statements have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses and the related disclosures. We base our estimates on historical experience and

other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

The critical accounting estimates and judgments that we believe to have the most significant impacts to our consolidated financial statements are described below.

INVENTORY, NET

Inventory, net consists of finished goods which are recorded at the lower of cost or net realizable value using the first-in-first-out ("FIFO") method. We establish a reserve for excess and slow-moving inventory we expect to write off or sell below cost as liquidations based on historical trends, which considers factors such as the age of the inventory and sell through rate for a particular item. In addition, we estimate and accrue shrinkage as a percentage of inventory out to the client and also accrue for damaged items and items we intend to liquidate. Estimates are made to reduce the inventory value for lost, stolen, damaged, or liquidated items to net realizable value. If actual experience differs significantly from our estimates due to changes in client merchandise preferences, client demand, or economic conditions, additional inventory write-downs may be required which could adversely affect our operating results. A 10% change in our inventory reserves estimate as of August 1, 2026, would result in a change in reserves of approximately $2.6 million.

We have not made any material changes to our assumptions included in the calculations of the lower of cost or net realizable value reserves during fiscal 2026 or 2025.

STOCK-BASED COMPENSATION

Our stock-based compensation plans allow for the Company to grant performance restricted stock unit ("PSU") awards and nonqualified stock options to employees, directors, and non-employees under terms and provisions established by our Board of Directors. PSU awards and stock options require certain estimates and judgments to determine the fair value of the award. We recognize stock-based compensation expense based on the fair value of such awards at the award grant date, net of estimated forfeitures. We estimate forfeitures based on our historical forfeiture of the respective award.

To determine the fair value of market-based PSU awards with a market-based vesting condition, the Company uses a Monte Carlo simulation, which uses subjective assumptions and simulates multiple stock price paths of the common stock. Stock-based compensation expense is recognized using an accelerated attribution method over the lesser of the derived performance periods or explicit achievement of the stock price hurdles. Compensation expense is recorded regardless of whether the market condition will be ultimately satisfied.

To determine the fair value of stock options, the Company uses the Black-Scholes option-pricing model.

The Black-Scholes option-pricing model requires us to use certain estimates and assumptions such as:

- Expected volatility of our common stock—based on an even blend of historical and implied volatility of our common stock;
- Expected term of our stock options—the period that our stock options are expected to be outstanding based on historical averages;
- Expected dividend yield—as we have not paid and do not anticipate paying dividends on our common stock, our expected dividend yield is 0%; and
- Risk-free interest rates—based on the U.S. Treasury zero coupon notes in effect at the grant date with maturities equal to the expected terms of the options granted.

We have not granted market-based PSU awards or stock options in fiscal 2026.

REVENUE RECOGNITION

Revenue is recognized net of sales taxes, discounts, and estimated refunds. We record a refund reserve based on our historical refund patterns. The impact of our refund reserve on our operating results may fluctuate based on changes in client refund activity over time.

We also sell gift cards to clients and establish a liability based on the face value of such gift cards. If a gift card is not used, we will recognize estimated gift card breakage revenue proportionately to customer usage of gift cards over the expected gift card usage period, subject to requirements to remit balances to governmental agencies.

We have not made any material changes to our revenue recognition accounting policies during fiscal 2026 or 2025.

RECENT ACCOUNTING PRONOUNCEMENTS

Refer to Note 2 in Part II, Item 8 of this Annual Report for information on recent accounting pronouncements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

INTEREST RATE RISK

Our cash equivalents and investments in available-for-sale securities are exposed to market risk due to fluctuations in interest rates, which may affect our interest income and the fair market value of our investments. However, due to the short-term nature of the majority of our investment portfolio as of August 1, 2026, we do not believe an immediate 10% increase or decrease in interest rates would have a material effect on the fair market value of our portfolio. As such, we do not expect a sudden change in market interest rates would have a material impact on our consolidated financial results.

INFLATION RISK

Our costs are subject to inflationary pressures, which we expect to continue, and if those pressures become significant, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition, and results of operations. The primary inflationary factors affecting our business are merchandise costs, shipping and freight costs, and labor costs. Additionally, although difficult to quantify, we believe inflation is having an adverse effect on our clients' discretionary spending habits, which has impacted and may continue to impact net revenue.

ITEM 8. FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Stitch Fix, Inc.:

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Stitch Fix, Inc. and subsidiaries (the "Company") as of August 1, 2026, and August 2, 2025, the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flow, for each of the three fiscal years in the period ended August 1, 2026, August 2, 2025, and August 3, 2024 and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of August 1, 2026, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of August 1, 2026 and August 2, 2025, and the results of its operations and its cash flows for each of the three fiscal years in the period ended August 1, 2026, August 2, 2025 and August 3, 2024, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of August 1, 2026, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

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

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

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Inventory, Net – Excess and Slow-Moving Inventory Reserve – Refer to Note 2 to the financial statements

Critical Audit Matter Description

The Company establishes inventory reserves to record its inventory at the lower of cost or net realizable value. A portion of the inventory reserves represents an amount for excess and slow-moving inventory on hand that is expected to be written-off or otherwise disposed of below cost at a future date. The Company's estimate of the appropriate amount of the excess and slow-moving inventory reserve utilizes certain inputs and involves judgment. Such inputs include data associated with historical trends, historical inventory write-off activity, and the on-hand inventory aging. The calculation and analysis of historical trend data, historical write-off activity, and the application of this analysis to on-hand inventory involves complex calculations.

We identified the estimated inventory reserve for excess and slow-moving inventory as a critical audit matter given the estimation uncertainty is impacted by a number of subjective factors including current and future customer merchandise preference, consumer spending trends and economic conditions. This required a high degree of auditor judgment and an increased extent of effort when performing audit procedures to evaluate the methodology and the reasonableness of these subjective factors in combination with assumptions and inputs including historical inventory trends, historical inventory write-off activity, and the on-hand inventory aging used to determine excess and slow-moving inventory.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the excess and slow-moving inventory reserve included the following, among others:

- We tested the effectiveness of controls over management's excess and slow-moving inventory reserve estimate.
- We compared actual write-off activity in the current year to the excess and slow-moving inventory reserve estimated by the Company in the prior year to evaluate management's ability to accurately estimate the excess and slow-moving inventory reserve.
- We evaluated the appropriateness of and performed audit procedures over specified inputs supporting management's excess and slow-moving inventory reserve estimate, including the age of on-hand inventory, historical inventory trends, and historical write-off activity.
- We evaluated the appropriateness and consistency of management's methods and assumptions used in developing their estimate of the excess and slow-moving inventory reserve, which included consideration of write-off trends by merchandise category, on-hand inventory aging distribution and the impact of current and future customer merchandise preference, consumer spending trends and economic conditions.
- We reperformed the calculation of the excess and slow-moving inventory reserve utilizing the inputs, assumptions, and methodology consistent with management's estimate.
- We looked for indications that the reserve for excess and slow-moving inventory may be understated by evaluating write-off activity of inventory subsequent to August 1, 2026.

/s/ Deloitte & Touche LLP

San Francisco, California

September 24, 2026

We have served as the Company's auditor since 2014.

STITCH FIX, INC.
CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share amounts)	August 1, 2026	August 2, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 95,301	$ 113,952
Short-term investments	77,242	120,901
Inventory, net	122,707	118,370
Prepaid expenses and other current assets	53,058	20,649
Total current assets	348,308	373,872
Long-term investments	48,380	7,894
Property and equipment, net	40,440	43,199
Operating lease right-of-use assets	39,236	51,201
Other long-term assets	3,058	4,456
Total assets	$ 479,422	$ 480,622
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 89,208	$ 89,243
Operating lease liabilities	20,877	22,752
Accrued liabilities	109,767	76,348
Gift card liability	5,923	6,238
Deferred revenue	6,862	8,616
Other current liabilities	3,035	3,030
Total current liabilities	235,672	206,227
Operating lease liabilities, net of current portion	47,468	70,759
Other long-term liabilities	183	658
Total liabilities	283,323	277,644
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Class A common stock, $0.00002 par value – 2,000,000,000 shares authorized at August 1, 2026, and August 2, 2025; 126,732,696 and 118,921,860 shares issued at August 1, 2026, and August 2, 2025; and 117,215,389 and 116,619,719 shares outstanding at August 1, 2026, and August 2, 2025, respectively	1	1
Class B common stock, $0.00002 par value – 100,000,000 shares authorized at August 1, 2026, and August 2, 2025; 15,139,618 and 15,856,558 shares issued and outstanding at August 1, 2026, and August 2, 2025, respectively	1	1
Additional paid-in capital	762,006	729,444
Accumulated other comprehensive income (loss)	(884)	(434)
Accumulated deficit	(508,598)	(495,992)
Treasury stock, at cost – 9,517,307 and 2,302,141 shares as of August 1, 2026, and August 2, 2025, respectively	(56,427)	(30,042)
Total stockholders' equity	196,099	202,978
Total liabilities and stockholders' equity	$ 479,422	$ 480,622

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

STITCH FIX, INC.

CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS

	For the Fiscal Year Ended		
(In thousands, except share and per share amounts)	**August 1, 2026**	**August 2, 2025**	**August 3, 2024**
Revenue, net	$ 1,348,119	$ 1,267,171	$ 1,337,468
Cost of goods sold	759,628	704,232	745,430
Gross profit	588,491	562,939	592,038
Selling, general, and administrative expenses	610,187	601,844	725,465
Operating loss	(21,696)	(38,905)	(133,427)
Interest income	8,661	10,709	11,250
Other income, net	767	173	1,631
Loss before income taxes	(12,268)	(28,023)	(120,546)
Provision (benefit) for income taxes	338	821	(1,661)
Net loss from continuing operations	(12,606)	(28,844)	(118,885)
Net income (loss) from discontinued operations, net of income taxes	—	105	(9,955)
Net loss	(12,606)	(28,739)	(128,840)
Other comprehensive loss:			
Change in unrealized gains and losses on available-for-sale securities, net of tax	(450)	(99)	267
Foreign currency translation	—	—	(1,129)
Total other comprehensive loss, net of tax	(450)	(99)	(862)
Comprehensive loss	$ (13,056)	$ (28,838)	$ (129,702)
Loss per share from continuing operations attributable to common stockholders:			
Basic	$ (0.09)	$ (0.22)	$ (0.99)
Diluted	$ (0.09)	$ (0.22)	$ (0.99)
Earnings (loss) per share from discontinued operations attributable to common stockholders:			
Basic	$ 0.00	$ 0.00	$ (0.08)
Diluted	$ 0.00	$ 0.00	$ (0.08)
Loss per share attributable to common stockholders:			
Basic	$ (0.09)	$ (0.22)	$ (1.07)
Diluted	$ (0.09)	$ (0.22)	$ (1.07)
Weighted-average shares used to compute earnings (loss) per share attributable to common stockholders:			
Basic	134,247,185	128,784,547	120,214,198
Diluted	134,247,185	128,784,547	120,214,198

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

STITCH FIX, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(In thousands, except share amounts)	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance as of July 29, 2023	117,924,387	$ 2	$ 615,236	$ 527	$ (338,413)	(2,302,141)	$ (30,042)	$ 247,310
Issuance of common stock upon exercise of stock options	268,954		1,028	—	—	—	—	1,028
Issuance of common stock upon settlement of share-based awards, net of tax withholdings	8,867,095	—	(16,261)	—	—	—	—	(16,261)
Stock-based compensation	—	—	84,647	—	—	—	—	84,647
Net loss	—	—	—	—	(128,840)	—	—	(128,840)
Other comprehensive income, net of tax	—	—	—	(862)	—	—	—	(862)
Balance as of August 3, 2024	127,060,436	$ 2	$ 684,650	$ (335)	$ (467,253)	(2,302,141)	$ (30,042)	$ 187,022
Issuance of common stock upon exercise of stock options	294,566		1,093	—	—	—	—	1,093
Issuance of common stock upon settlement of share-based awards, net of tax withholdings	7,423,416	—	(15,967)	—	—	—	—	(15,967)
Stock-based compensation	—	—	59,668	—	—	—	—	59,668
Net loss	—	—	—	—	(28,739)	—	—	(28,739)
Other comprehensive income, net of tax	—	—	—	(99)	—	—	—	(99)
Balance as of August 2, 2025	134,778,418	$ 2	$ 729,444	$ (434)	$ (495,992)	(2,302,141)	$ (30,042)	$ 202,978
Issuance of common stock upon exercise of stock options	603,919		1,891	—	—	—	—	1,891
Issuance of common stock upon settlement of share-based awards, net of tax withholdings	6,489,977	—	(17,616)	—	—	—	—	(17,616)
Stock-based compensation	—	—	48,287	—	—	—	—	48,287
Repurchase of common stock	—	—	—	—	—	(7,215,166)	(26,385)	(26,385)
Net loss	—	—	—	—	(12,606)	—	—	(12,606)
Other comprehensive loss, net of tax	—	—	—	(450)	—	—	—	(450)
Balance as of August 1, 2026	141,872,314	$ 2	$ 762,006	$ (884)	$ (508,598)	(9,517,307)	$ (56,427)	$ 196,099

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

STITCH FIX, INC.
CONSOLIDATED STATEMENT OF CASH FLOW

	For the Fiscal Year Ended		
(In thousands)	**August 1, 2026**	**August 2, 2025**	**August 3, 2024**
Cash Flows from Operating Activities from Continuing Operations:			
Net loss from continuing operations	$ (12,606)	$ (28,844)	$ (118,885)
Adjustments to reconcile net loss from continuing operations to net cash provided by operating activities from continuing operations:			
Change in inventory reserves	(1,576)	4,312	(15,094)
Stock-based compensation expense	46,401	56,727	76,756
Depreciation, amortization, and accretion	22,628	26,124	44,489
Asset impairment	—	—	19,283
Other	1,131	50	(869)
Change in operating assets and liabilities:			
Inventory	(2,761)	(24,779)	47,739
Prepaid expenses and other assets	998	1,465	3,527
Operating lease right-of-use assets and liabilities	(13,201)	(11,412)	(11,935)
Accounts payable	(768)	2,014	(9,746)
Accrued liabilities	1,363	3,149	5,304
Deferred revenue	(1,754)	(601)	(2,150)
Gift card liability	(315)	(511)	(3,579)
Other liabilities	(470)	(2,119)	(6,633)
Net cash provided by operating activities from continuing operations	39,070	25,575	28,207
Cash Flows from Investing Activities from Continuing Operations:			
Proceeds from sale of property and equipment	17	—	350
Purchases of property and equipment	(19,224)	(16,293)	(13,965)
Purchases of securities available-for-sale	(118,980)	(197,865)	(97,322)
Sales of securities available-for-sale	1,500	10,718	—
Maturities of securities available-for-sale	121,291	144,319	32,195
Net cash used in investing activities from continuing operations	(15,396)	(59,121)	(78,742)
Cash Flows from Financing Activities from Continuing Operations:			
Proceeds from the exercise of stock options, net	1,891	1,093	1,028
Payments for tax withholdings related to vesting of share-based awards	(17,616)	(15,967)	(16,090)
Repurchase of common stock	(26,385)	—	—
Other	(215)	(93)	(431)
Net cash used in financing activities from continuing operations	(42,325)	(14,967)	(15,493)
Net decrease in cash and cash equivalents from continuing operations	(18,651)	(48,513)	(66,028)
Cash Flows from Discontinued Operations:			
Net cash used in operating activities from discontinued operations	—	(397)	(9,687)
Net cash used in financing activities from discontinued operations	—	—	(172)
Net decrease in cash and cash equivalents from discontinued operations	—	(397)	(9,859)
Effect of exchange rate changes on cash and cash equivalents	—	—	(688)
Net decrease in cash and cash equivalents	(18,651)	(48,910)	(76,575)
Cash and cash equivalents at beginning of period	113,952	162,862	239,437
Cash and cash equivalents at end of period	$ 95,301	$ 113,952	$ 162,862
Supplemental Disclosure of Non-Cash Investing and Financing Activities:			
Purchases of property and equipment included in accounts payable and accrued liabilities	$ 1,915	$ 1,127	$ 1,258
Capitalized stock-based compensation	$ 1,886	$ 2,941	$ 4,979

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

STITCH FIX, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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1. DESCRIPTION OF BUSINESS

Stitch Fix, Inc. (“we,” “our,” “us,” or “the Company”) is an online personal styling service that helps people discover the styles they will love that fit perfectly so they always look - and feel - their best. Clients primarily engage with us by (1) receiving a curated shipment of items informed by our algorithms and chosen by a Stitch Fix Stylist (a “Fix”); or (2) purchasing directly from our website or mobile app based on an individualized assortment of outfit and item recommendations (“Freestyle”). Clients choose to schedule regular shipments or order a Fix on demand. Then, after receiving a Fix, they can purchase the items they want to keep and return the other items, if any. We are incorporated in Delaware and have operations in the United States.

2. SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The consolidated financial statements and accompanying notes have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). The consolidated financial statements include the accounts of Stitch Fix, Inc. and our wholly-owned subsidiaries.

All intercompany balances and transactions have been eliminated in consolidation.

The Company’s fiscal year is a 52-week or 53-week period ending on the Saturday closest to July 31. The fiscal years ended August 1, 2026 (“fiscal 2026”) and August 2, 2025 (“fiscal 2025”) each consisted of 52 weeks. The fiscal year ended August 3, 2024 (“fiscal 2024”) consisted of 53 weeks.

DISCONTINUED OPERATIONS

Previously, we also had operations in the United Kingdom (“UK”). During the first quarter of fiscal 2024, we ceased operations of our UK business and met the requirements to report the UK business as a discontinued operation for all periods presented. Unless otherwise noted, amounts and disclosures throughout these Notes to Consolidated Financial Statements relate to the Company's continuing operations. Refer to Note 15 herein for additional information.

USE OF ESTIMATES

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and the accompanying footnotes.

Significant estimates and assumptions are used for inventory, net, stock-based compensation expense, and revenue recognition. Actual results could differ from those estimates, and such differences may be material to the consolidated financial statements.

CASH AND CASH EQUIVALENTS

Cash consists of bank deposits and amounts in transit from banks for client credit card and debit card transactions that will process in less than seven days. Cash equivalents consist of investments in money market funds.

INVESTMENTS

Our investments have been classified and accounted for as available-for-sale securities. We determine the appropriate classification of our investments at the time of purchase and reevaluate the classification at each balance sheet date. Available-for-sale securities with maturities of 12 months or less are classified as short-term and available-for-sale securities with original maturities greater than 12 months are classified as long-term. Our available-for-sale securities are carried at fair value, with unrealized gains and losses, net of taxes, reported within accumulated other comprehensive income (loss) (“AOCI”) in stockholders’ equity. The cost of securities sold is based upon the specific identification method.

For debt securities with an amortized cost basis in excess of estimated fair value, we determine what amount of that deficit, if any, is caused by expected credit losses. The portion of the deficit attributable to expected credit losses is recognized in other income (expense), net in our consolidated statements of income, and was immaterial during fiscal 2026, fiscal 2025 and fiscal 2024. The allowance for expected credit losses on our available-for-sale debt securities was immaterial at both August 1, 2026 and August 2, 2025.

We have elected to present accrued interest receivable separately from short-term investments in our consolidated balance sheets. Accrued interest receivable was $1.4 million and $1.1 million as of August 1, 2026, and August 2,

2025, respectively, and was recorded in prepaid expenses and other current assets in the consolidated balance sheets. We have also elected to exclude accrued interest receivable from the estimation of expected credit losses on our available-for-sale securities and reverse accrued interest receivable through interest income when amounts are determined to be uncollectible. We did not write off any accrued interest receivable during fiscal 2026 or fiscal 2025.

FOREIGN CURRENCY

During the first quarter of fiscal 2024, we ceased operations of our UK business and met the requirements to report the UK business as a discontinued operation. The functional currency of our UK business was the British pound sterling. We translated assets and liabilities to U.S. dollars using period-end exchange rates, and average monthly exchange rates for revenues, costs, and expenses. Prior to being classified as a discontinued operation, we recorded translation gains and losses in AOCI as a component of stockholders' equity. During fiscal 2024, historical foreign currency translation losses, which were previously recognized in AOCI, were fully reclassified from equity to loss from discontinued operations, net of income taxes in the consolidated statements of operations and comprehensive loss. Refer to Note 9 and Note 15 herein for additional information.

FAIR VALUE MEASUREMENTS

We apply fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis, using a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. The guidance establishes three levels of the fair value hierarchy as follows:

- Level 1: Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;
- Level 2: Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and
- Level 3: Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

INVENTORY, NET

Inventory, net consists of finished goods which are recorded at the lower of cost or net realizable value using the first-in-first-out (FIFO) method. Gross inventory costs include both merchandise costs and in-bound freight costs. Inventory, net includes reserves for excess and slow-moving inventory we expect to write off based on historical trends, inventory we intend to liquidate, damaged inventory, and shrinkage.

Our total inventory reserves, which reduce inventory in our consolidated balance sheets, were $26.3 million and $27.9 million as of August 1, 2026, and August 2, 2025, respectively. We have not made any material changes to our assumptions included in the calculations of the lower of cost or net realizable value reserves during fiscal 2026 or fiscal 2025.

PROPERTY AND EQUIPMENT, NET

Property and equipment, net is recorded at cost less accumulated depreciation and amortization. Depreciation and amortization is recorded on a straight-line basis over the estimated useful lives of the respective assets. Repair and maintenance costs are expensed as incurred.

The estimated useful lives of our assets are as follows:

	Estimated useful life
Computer equipment and capitalized software	3 years
Office furniture and equipment	5 years
Leasehold improvements	Shorter of lease term or estimated useful life

We capitalize eligible costs to develop our proprietary systems, website, and mobile app. Capitalization of such costs begins when the preliminary project stage is completed and it is probable that the project will be completed and the software will be used to perform the function intended. A subsequent addition, modification, or upgrade to

internal-use software is capitalized to the extent that it enhances the software's functionality or extends its useful life. Costs related to design or maintenance are expensed as incurred.

LEASES

The Company's lease portfolio consists of operating leases for our corporate offices and fulfillment centers. Operating leases with a term greater than one year are recorded on the consolidated balance sheets as operating lease right-of-use assets and operating lease liabilities at the commencement date. These balances are initially recorded at the present value of future minimum lease payments, which is calculated using our incremental borrowing rate and the expected lease term. Certain adjustments to our operating lease right-of-use assets may be required for items such as initial direct costs paid or incentives received.

The Company has subleased certain portions of its leased fulfillment centers and corporate offices due to the reduction in square footage needs for our current operations. Sublease income is recorded as a reduction to rent expense, which is reflected in selling, general, and administrative expense ("SG&A") in the consolidated statement of operations and comprehensive loss.

IMPAIRMENT OF LONG-LIVED ASSETS

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets held and used is measured by the comparison of the carrying value of an asset to the future undiscounted cash flows expected to be generated from the use of the asset and its eventual disposition. If such assets are considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount exceeds the estimated fair value of the impaired assets. Assets to be disposed of are reported at the lower of their carrying amount or fair value less cost to sell.

If a right-of-use asset is impaired, the carrying value is adjusted to the estimated fair value of the right-of-use asset and is disconnected from the lease liability and amortized on a straight-line basis over the remaining lease term. The lease liability continues to be accreted using the same constant periodic discount rate as before the impairment. Thus, after impairment, the operating lease is no longer accounted for using the straight-line treatment of total lease expense.

The Company did not record an impairment charge in fiscal 2026 or fiscal 2025. In the fourth quarter of fiscal 2024, the Company identified triggering events requiring impairment testing of its right-of-use lease asset associated with the San Francisco headquarters space. An impairment charge of $19.3 million was recorded, related to a portion of the corporate office space, which was allocated between operating lease right-of-use assets and property and equipment, net to record the corresponding assets at their estimated fair market value. The significant assumptions used in the discounted cash flow models for each of the asset groups included projected sublease income based on estimated market rental rates, expected vacancy periods prior to the commencement of future subleases, and expected lease incentives offered to future tenants. These fair value measurements qualified as level 3 measurements in the fair value hierarchy. Refer to Note 4 and Note 14 herein for additional information.

REVENUE RECOGNITION

We generate revenue primarily from the sale of merchandise to clients in a Fix and when clients purchase merchandise directly from Freestyle. Clients create an online account on our website or mobile app, complete a style profile, and order a Fix or merchandise to be delivered on a specified date.

Each Fix represents an offer made by us to the client to purchase merchandise. The client is charged a nonrefundable upfront styling fee before the Fix is shipped. As an alternative to the styling fee, select clients have the option to purchase a Style Pass. Style Pass clients pay a nonrefundable annual fee for unlimited Fixes that is credited towards merchandise purchases. If the offer to purchase merchandise is accepted, we charge the client the order amount for the accepted merchandise, net of the upfront styling fee or Style Pass annual fee. For each Fix, acceptance occurs when the client checks out the merchandise on our website or mobile app. We offer a discount to clients who purchase a certain minimum or all of the items in the Fix.

We recognize revenue through the following steps: (1) identification of the contract, or contracts, with the customer; (2) identification of the performance obligations in the contract; (3) determination of the transaction price; (4) allocation of the transaction price to the performance obligations in the contract; and (5) recognition of revenue when, or as, we satisfy a performance obligation.

Our styling fee and Style Pass arrangements represent the option to purchase merchandise. These fees and arrangements are not distinct within the context of the contract with our Fix customers and therefore do not give rise to separate performance obligations. Both the upfront styling fee and Style Pass annual fee are included in deferred

revenue until the performance obligation is satisfied when the client exercises his or her option to purchase merchandise (i.e., upon checkout of a Fix) or when the option(s) to purchase merchandise expire(s).

Revenue is recognized when control of the promised goods is transferred to the client. For a Fix, control is transferred when the client accepts or rejects the offer to purchase merchandise. Upon acceptance by purchasing one or more items within the Fix at checkout, the total amount of the order, including the upfront styling fee, is recognized as revenue. If none of the items within the Fix are accepted at checkout, the upfront styling fee is recognized as revenue at that time. The Style Pass annual fee is recognized at the earlier of (i) the time at which a client accepts and applies the Style Pass fee to an offer to purchase merchandise or (ii) upon expiry of the annual period. Under Style Pass arrangements, if a client does not accept any items within the Fix, the annual fee will continue to be deferred until it is applied to a future purchase or upon expiry of the annual period. If a client would like to exchange an item, we recognize revenue at the time the exchanged item is shipped, which coincides with the transfer of control to the customer. For a Freestyle purchase, control is transferred and revenue is recognized upon shipment to the client.

We deduct discounts, sales tax, and estimated refunds to arrive at net revenue. Sales tax collected from clients is not considered revenue and is included in accrued liabilities until remitted to the taxing authorities. All shipping costs are accounted for in cost of goods sold and all handling costs are accounted for as fulfillment costs within SG&A, and are therefore not evaluated as a separate performance obligation. Discounts are recorded as a reduction to revenue when the order is accepted for a Fix or shipped for Freestyle purchases. We record a refund reserve based on our historical refund patterns. Our refund reserve, which is included in accrued liabilities in the consolidated balance sheets, was $8.6 million and $7.4 million as of August 1, 2026, and August 2, 2025, respectively.

We have five types of contractual liabilities: (i) cash collections of upfront styling fees, which are included in deferred revenue and are recognized as revenue upon the earlier of application to a merchandise purchase or expiry of the offer, (ii) cash collections of Style Pass annual fees, which are included in deferred revenue and are recognized upon the earlier of application to a merchandise purchase or expiry of the Style Pass annual period, (iii) unredeemed gift cards, which are included in gift card liability and recognized as revenue upon usage or inclusion in gift card breakage estimates, (iv) referral credits, which are included in other current liabilities and are recognized as revenue when used, and (v) cash collections of Freestyle purchases, which are included in deferred revenue and are recognized as revenue upon shipment.

We sell gift cards to clients and establish a liability based upon the face value of such gift cards. We reduce the liability and recognize revenue upon usage of the gift card. If a gift card is not used, we will recognize estimated gift card breakage revenue proportionately to customer usage of gift cards over the expected gift card usage period, subject to requirements to remit balances to governmental agencies. All commissions paid to third parties upon issuance of gift cards are recognized in SG&A as incurred, as on average, gift cards are used within a one-year period. Similarly, referral credits that are considered incremental costs of obtaining a contract with a customer are recognized in SG&A when issued, as on average, referral credits are used within a one-year period.

We expect deferred revenue for upfront styling fees, Freestyle orders, and Style Pass annual fees to be recognized within one year. On average, our gift card liability and other current liabilities are also recognized within one year.

The following table summarizes the balances of contractual liabilities included in deferred revenue, gift card liability, and other current liabilities as of the dates indicated:

(in thousands)	**August 1, 2026**	**August 2, 2025**
Deferred revenue:		
Upfront styling fees	$ 4,160	$ 4,939
Style Pass annual fees	2,065	2,638
Freestyle orders	637	1,039
Total deferred revenue	$ 6,862	$ 8,616
Gift card liability	$ 5,923	$ 6,238
Other current liabilities:		
Referral credits	$ 242	$ 442

The following table summarizes Revenue, net recognized during fiscal 2026, that was previously included in deferred revenue, gift card liability, and other current liabilities at August 2, 2025:

(in thousands)	Revenue Recognized from Amounts Previously Included in Deferred Balances at August 2, 2025
Upfront styling fees	$ 4,889
Style Pass annual fees	2,501
Freestyle orders	668
Gift card liability	1,811
Referral credits	96

COST OF GOODS SOLD

Cost of goods sold consists of the costs of merchandise, expenses for shipping to and from clients and inbound freight, inventory write-offs and changes in our inventory reserve, payment processing fees, and packaging materials costs, offset by the recoverable cost of merchandise estimated to be returned.

SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES

SG&A expenses consist primarily of compensation and benefits costs, including stock-based compensation expense, for our employees including our Stylist, fulfillment center operations, data analytics, merchandising, engineering, client experience, marketing, and corporate personnel. SG&A expenses also include marketing and advertising, facility costs for our fulfillment centers and offices, professional services fees, information technology, and depreciation and amortization.

Advertising Expenses

Marketing expense is recorded in SG&A in the consolidated statements of operations and comprehensive loss, and the largest component of our marketing expense is advertising expense. At any given time, our advertising efforts may include, social media marketing, keyword search campaigns, affiliate programs, partnerships, campaigns with celebrities and influencers, display advertising, television, radio, video, content, direct mail, email, mobile “push” communications, SMS, and search engine optimization. Costs associated with the production of advertising, such as writing, copy, printing, and other production costs are expensed as incurred. Costs associated with communicating advertising on online influencer campaigns and on all television and radio campaigns are expensed the first time the advertisement is run. All other online advertising costs are expensed as incurred. We recorded advertising expense of $129.6 million, $117.3 million, and $111.4 million for fiscal 2026, fiscal 2025, and fiscal 2024, respectively.

Marketing Programs

We have a client referral program under which we issue credits for future purchases to clients when their referral results in a new client who has ordered a Fix or made a purchase on Freestyle. We record a liability at the time of issuing the credit and reduce the liability upon application of the credit to a client’s purchase. We also have an affiliate program under which we make cash payments to lifestyle or fashion influencers or others who refer clients in high volumes. Amounts related to both of these programs are included within selling, general, and administrative expenses in the consolidated statements of operations and comprehensive loss.

INCOME TAXES

We account for income taxes using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which they are expected to be realized or settled.

Deferred tax assets are evaluated for future realization and reduced by a valuation allowance to the amount that is more likely than not to be realized. We consider many factors when assessing the likelihood of future realization, including our recent cumulative loss, earnings expectations in earlier future years, and other relevant factors.

We recognize tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits

recognized in the consolidated financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. We recognize interest and penalties related to unrecognized tax benefits, if any, as income tax expense.

STOCK-BASED COMPENSATION EXPENSE

We measure stock-based compensation expense using the estimated fair values of stock-based awards at the grant date. For options and restricted stock unit ("RSU") awards with service conditions only, stock-based compensation expense is recognized, net of forfeitures, over the requisite service period using the straight-line method such that an expense is only recognized for those awards that we expect to vest. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

COMPREHENSIVE LOSS

Comprehensive loss represents all changes in stockholders' equity during a period from sources other than transactions with stockholders. Comprehensive loss includes the net loss for the period, the gain (loss) due to foreign currency translation, and the change in unrealized gain (loss) on available-for-sale securities.

CONCENTRATION OF CREDIT RISK

We are subject to concentrations of credit risk, principally from cash and cash equivalents and investment securities. The majority of our cash is held by one financial institution within the United States. Our cash balance held by this institution exceeds federally insured limits. The associated risk of concentration for cash is mitigated by banking with credit-worthy institutions. The associated risk of concentration for cash equivalents and investments is mitigated by maintaining a diversified portfolio of highly rated instruments.

No client accounted for greater than 10% of total revenue, net for fiscal 2026, fiscal 2025 and fiscal 2024.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

Beginning in fiscal 2026 annual reporting, we adopted Accounting Standards Update "ASU" No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09") on a prospective basis. This update enhances the transparency and decision usefulness of income tax disclosures by improving the income tax disclosures primarily related to the rate reconciliation and income taxes paid information. The update also includes certain other amendments to improve the effectiveness of income tax disclosures. The adoption of this standard did not have a material impact on our consolidated financial statements or related disclosures. Refer to Note 11 herein for additional information.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* ("ASU 2024-03"). This update is to improve the disclosures of components of certain income statement expense items. In January 2025, the FASB additionally issued ASU No. 2025-01, which clarified the effective date of ASU 2024-03 for entities that do not have a calendar year-end. This guidance is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027 and should be applied on either a retrospective or prospective basis, with early adoption permitted. We are currently evaluating the impact that this standard will have on our consolidated financial statements or related disclosures.

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software* ("ASU 2025-06"). This update amends recognition and disclosure guidance for internal-use software costs, removing the previous software development stage model with a more principles-based, probable-to-complete recognition threshold. This guidance is effective for annual reporting periods beginning after December 15, 2027, and interim periods within those annual reporting periods. The guidance should be applied on either a retrospective, prospective or modified transition approach. Early adoption is permitted. We are currently evaluating the impact that this standard will have on our consolidated financial statements or related disclosures.

In December 2025, the FASB issued ASU No. 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements*. This update clarifies the applicability of Topic 270, the types of interim reporting, and the form and content of interim financial statements in accordance with GAAP. In addition, this update includes a disclosure principle that requires entities to disclose events since the end of the last annual reporting period that have a material impact on the entity. The guidance is effective for annual reporting periods beginning after December 15, 2027, and interim periods within those annual reporting periods, with early adoption permitted. We are currently evaluating the impact that this standard will have on our consolidated financial statements or related disclosures.

In December 2025, the FASB issued ASU No. 2025-12, *Codification Improvements*. This update includes changes to the Accounting Standards Codification that clarify, correct errors, or make minor improvements to GAAP. This guidance is effective for annual reporting periods beginning after December 15, 2026, and interim periods within those annual reporting periods. Early adoption is permitted. We do not anticipate this standard to have a material impact on our consolidated financial statements or related disclosures.

3. FAIR VALUE MEASUREMENTS

Our financial instruments consist of cash, cash equivalents, investments, accounts receivable, accounts payable, and accrued liabilities. At August 1, 2026, and August 2, 2025, the carrying values of cash, accounts receivable, accounts payable, and accrued liabilities approximated fair value due to their short-term nature. We measure our cash equivalents and investments at fair value within Level 1 or Level 2 of the fair value hierarchy because we value these investments using unadjusted, quoted market prices; or alternative pricing sources and models utilizing market observable inputs, respectively.

Further, the Company measures the fair value of certain lease right of use assets and other long-lived assets subject to long-lived asset impairment using Level 3 unobservable inputs. Refer to Note 4 herein for additional information.

Our cash equivalents and investments, which were accounted for as available-for-sale securities and were measured at fair value on a recurring basis, were as follows:

	August 1, 2026				August 2, 2025			
(in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Cash equivalents:								
Money market funds	$ 49,819	$ —	$ —	$ 49,819	$ 59,945	$ —	$ —	$ 59,945
Investments:								
U.S. Treasury securities [(1)]	31,766	—	—	31,766	16,541	—	—	16,541
Corporate bonds [(1)]	—	79,981	—	79,981	—	105,110	—	105,110
Asset backed securities [(1)]	—	8,428	—	8,428	—	1,499	—	1,499
Yankee bonds	—	5,447	—	5,447	—	5,645	—	5,645
Total	$ 81,585	$ 93,856	$ —	$175,441	$ 76,486	$112,254	$ —	$188,740

[(1)] For August 1, 2026, U.S. Treasury securities, Corporate bonds, and Asset backed securities includes both short-term investments with remaining maturities of less than one year, and long-term investments with remaining maturities over one year and less than five years. For August 2, 2025, U.S. Treasury securities and Corporate bonds includes both short-term investments with remaining maturities of less than one year, and long-term investments with remaining maturities over one year and less than five years.

The following table sets forth the amortized cost, gross unrealized gains and losses, and fair values of our investments, which are accounted for as available-for-sale securities:

	August 1, 2026				August 2, 2025			
(in thousands)	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Fair Value**
Investments:								
U.S. Treasury securities	$ 31,872	$ —	$ (106)	$ 31,766	$ 16,542	$ —	$ (1)	$ 16,541
Corporate bonds	80,301	—	(320)	79,981	105,115	28	(33)	105,110
Asset backed securities	8,451	—	(23)	8,428	1,499	—	—	1,499
Yankee bonds	5,452	—	(5)	5,447	5,644	1	—	5,645
Total	$ 126,076	$ —	$ (454)	$125,622	$ 128,800	$ 29	$ (34)	$128,795

No significant available-for-sale securities held as of the periods presented have been in a continuous unrealized loss position for more than 12 months as of August 1, 2026, and August 2, 2025.

4. LEASES

Our leasing portfolio includes lease arrangements for our corporate offices and fulfillment centers. Such leases generally have original lease terms between five years and eleven years, and often include one or more options to renew. We have not considered any of our renewal options reasonably certain to be exercised at lease commencement and do not have residual value guarantees associated with our leases.

As of August 1, 2026, the Company subleases certain office and warehouse space to third parties. These subleases have total original lease terms ranging from approximately one year to six years that will expire at various dates by fiscal year 2030.

The future lease payments as of August 1, 2026, were as follows:

(in thousands)	August 1, 2026
2027	$ 23,927
2028	22,544
2029	9,170
2030	9,409
2031	6,922
Thereafter	3,267
Total undiscounted future minimum lease payments[1]	75,239
Less: imputed interest	6,894
Total discounted future minimum lease payments	$ 68,345

[1] Total future minimum lease payments have not been reduced by minimum sublease income of approximately $8.7 million.

The weighted average remaining term for our leases as of August 1, 2026 and August 2, 2025 was 3.8 years and 4.4 years, respectively. The weighted average discount rate for our leases as of August 1, 2026 and August 2, 2025 was 5.1% and 5.2%, respectively.

On August 12, 2026, the Company entered into an amendment to its existing lease agreement for a fulfillment center, commencing in December 2026. The amended lease agreement extends the lease term by 61 months, with lease payments of $6.0 million in the first year. This amendment was entered into subsequent to August 1, 2026, and accordingly, no amounts related to this lease are reflected in the accompanying consolidated financial statements.

SUPPLEMENTAL CASH FLOW INFORMATION

	For the Fiscal Year Ended		
(in thousands)	August 1, 2026	August 2, 2025	August 3, 2024
Cash paid for amounts included in the measurement of operating lease liabilities	$ 29,516	$ 29,966	$ 35,461
Operating lease right-of-use assets obtained in exchange for operating lease liabilities, net of impairments and other reductions [1]	—	—	(21,055)

[1] In fiscal 2024, the Company recorded an impairment charge related to a portion of its corporate office space of $16.6 million. Refer to Note 14 herein for additional information. In addition, in fiscal 2024, the Company entered into an early termination of its lease at our Dallas warehouse, resulting in removal of the right-of-use asset which was included in the $1.5 million loss on lease termination, recorded within selling, general, and administrative expenses on the consolidated statements of operations and comprehensive loss.

OPERATING LEASE COST

Operating lease cost is recorded on a straight-line basis over the lease term. For any impaired operating leases, the right-of-use asset is depreciated on a straight-line basis over the remaining lease term. Certain leases contain variable payments, which are expensed as incurred and not included in our operating lease right-of-use assets and operating lease liabilities. These amounts primarily include payments for maintenance, utilities, taxes, and insurance on our office and fulfillment center leases.

The components of our rent expense, which are recorded in selling, general, and administrative expense in the consolidated statement of operations and comprehensive loss, were as follows:

	For the Fiscal Year Ended		
(in thousands)	August 1, 2026	August 2, 2025	August 3, 2024
Operating lease cost	$ 16,315	$ 18,206	$ 26,949
Variable lease costs	7,165	7,253	8,807
Short-term lease costs	—	3	13
Operating lease impairment [1]	—	—	16,562
Loss on early termination	—	—	1,465
Sublease income	(8,889)	(9,044)	(8,216)
Total	$ 14,591	$ 18,418	$ 45,580

[1] Refer to Note 14 herein for additional information.

5. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consisted of the following:

(in thousands)	August 1, 2026	August 2, 2025
Computer equipment	$ 7,453	$ 6,931
Office furniture and equipment	44,144	39,918
Leasehold improvements	38,559	38,520
Capitalized software	151,712	135,353
Construction in progress	558	1,983
Total property and equipment	242,426	222,705
Less: accumulated depreciation and amortization	(201,986)	(179,506)
Property and equipment, net	$ 40,440	$ 43,199

Depreciation and amortization expense for fiscal 2026, fiscal 2025, and fiscal 2024 was $23.5 million, $27.9 million and $44.9 million, respectively.

6. ACCRUED LIABILITIES

Accrued liabilities consisted of the following:

(in thousands)	August 1, 2026	August 2, 2025
Compensation and related benefits	$ 26,408	$ 21,425
Advertising	9,744	10,712
Sales taxes	6,328	5,785
Shipping and freight	8,624	10,546
Accrued accounts payable	4,697	4,189
Inventory purchases	11,537	13,007
Sales refund reserve	8,599	7,419
Settlement accrual[1]	32,000	—
Other	1,830	3,265
Total accrued liabilities	$ 109,767	$ 76,348

[1] Settlement accrual is related to a specific class action lawsuit and is within the limits of the Company's insurance policies. Refer to Note 8 herein for additional information.

7. CREDIT FACILITY

The Company has a revolving credit facility (the "Credit Facility"), with Citibank, N.A. as agent and lender, which provides for up to $50.0 million of borrowings. This Credit Facility matures on December 11, 2028. The Credit

Facility includes a sub-facility that provides for the issuance of letters of credit in an amount of up to $30.0 million. Availability of the Credit Facility is based upon a borrowing base formula and periodic borrowing base certifications valuing certain of our accounts receivable, credit card receivables, and inventory as reduced by certain reserves, if any.

Our borrowing availability based on balances as of August 1, 2026, was $50.0 million, and our excess availability was $33.1 million as a result of outstanding letters of credit, and no outstanding borrowing.

The Credit Facility is subject to customary fees for loan facilities of this type, including a commitment fee equal to 0.30% based on the average daily undrawn portion of the Credit Facility, payable quarterly.

The interest rate applicable to the Credit Facility will be, at our option, either (a) the Adjusted Term SOFR rate for the applicable interest period (subject to a 0.00% floor), plus a margin of 2.00% or (b) the Base Rate plus a margin of 2.00%. The Base Rate is the highest of (a) the federal funds rate plus 0.50%, (b) the Wall Street Journal prime rate, or (c) the Adjusted Term SOFR rate for a one-month interest period plus 1.00%.

Debt under the Credit Facility is guaranteed by substantially all of our material domestic subsidiaries and is secured by substantially all of our and such subsidiaries' assets. The agreement for the Credit Facility contains affirmative and negative covenants, indemnification provisions, and events of default. The agreement for the Credit Facility also contains financial covenants that require us to maintain a minimum liquidity level and, if applicable, a minimum total consolidated fixed charge coverage ratio during the periods set forth in the agreement. As of August 1, 2026, we were in compliance with all financial covenants.

8. COMMITMENTS AND CONTINGENCIES

CONTINGENCIES

We record a loss contingency when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. If a loss is at least reasonably possible, we disclose the nature of the contingency and, if reasonably estimable, the possible loss or range of loss. If a loss is at least reasonably possible and the amount or range of loss cannot be reasonably estimated, no accrual is recorded and we disclose that an estimate cannot be made. Accordingly, unless otherwise indicated below, we are unable to estimate the possible loss or range of loss for contingencies where a loss is at least reasonably possible.

Accounting for contingencies requires us to use judgment related to both the likelihood of a loss and the estimate of the amount or range of loss. Although we cannot predict with assurance the outcome of any litigation or tax matters, we do not believe there are currently any such actions that, if resolved unfavorably, would have a material adverse impact on our operating results, financial position, and cash flows.

On August 26, 2022, a class action lawsuit alleging violations of federal securities laws was filed by certain of our stockholders in the U.S. District Court for the Northern District of California, naming as defendants us and certain of our officers and directors (the "Securities Class Action"). The lawsuit alleges violations of the Securities Exchange Act of 1934, as amended, by us and our officers for allegedly making materially false and misleading statements regarding our Freestyle offering between June 2020 and June 2022. The plaintiffs seek unspecified monetary damages and other relief. On February 6, 2026, the parties signed a stipulation and agreement of settlement (the "Stipulation"), wherein we agree to pay, or cause our insurance carriers to pay, $32.0 million, in exchange for the release and dismissal with prejudice of all claims in the Securities Class Action. On February 10, 2026, the plaintiffs filed a motion for preliminary approval of the settlement, which the court granted on May 18, 2026. The Company, and each defendant, expressly denies all allegations of fault, liability, wrongdoing, or damages, and the settlement is not an admission of violation of any law. The Stipulation and settlement, the amount of which is within the limits of the Company's insurance policies, remains subject to final court approval and other conditions. The settlement accrual and insurance recovery receivable are recorded in Accrued liabilities and Prepaid expenses and other current assets on the consolidated balance sheets, respectively, as of August 1, 2026. Settlement expense, net of expected insurance recoveries, is recorded in Selling, general, and administrative expenses in the consolidated statement of operations and comprehensive loss.

On March 17, 2023, a derivative action was filed by certain of our stockholders against certain of our current and former directors and officers in the Delaware Court of Chancery, based on similar factual allegations underlying the Securities Class Action. It seeks, among other remedies, damages and restitution to be paid to the Company by the individual defendants, governance changes, and attorney's fees and costs. The action is currently stayed.

On June 6, 2023, a shareholder action was filed by certain of our stockholders against certain of our current and former directors and officers in the Superior Court of the State of California for the County of Los Angeles that

alleged claims based on similar factual allegations underlying the Securities Class Action. The shareholder action was voluntarily dismissed on January 25, 2024. On May 14, 2024, another derivative action was filed by the same stockholder against certain of our current and former directors and officers, among others, in the Delaware Court of Chancery that alleged claims based on similar factual allegations underlying the Securities Class Action. The derivative action was voluntarily dismissed on August 4, 2025. On July 22, 2025, another derivative action was filed by the same stockholder against certain of our current and former directors and officers, among others, in the U.S. District Court for the Northern District of California. It alleges claims based on similar factual allegations underlying the Securities Class Action and seeks, inter alia, the disgorgement and redistribution of alleged insider trading profits by the insider trading defendants to stockholders, damages and restitution to be paid to the Company by the individual defendants, governance changes, and attorney's fees and costs. The action is currently stayed.

On November 12, 2025, a derivative action was filed by certain of our stockholders against certain of our current and former directors and officers in the U.S. District Court for the Northern District of California, based on similar factual allegations underlying the Securities Class Action. It seeks, inter alia, damages, restitution, and disgorgement to be paid to the Company by the individual defendants, governance changes, and attorney's fees and costs. The action is currently stayed.

There have been no other material changes to our commitments and contingencies disclosed in our 2025 Annual Report.

INDEMNIFICATIONS

In the ordinary course of business, we may provide indemnifications of varying scope and terms to vendors, directors, officers, and other parties with respect to certain matters. We have not incurred any material costs as a result of such indemnifications and have not accrued any liabilities related to such obligations in the consolidated financial statements.

PURCHASE COMMITMENTS

In the normal course of business, the Company enters into non-cancellable purchase commitments with various parties. As of August 1, 2026, we had remaining commitments of $182.3 million for inventory purchases, predominantly due within one year, and $54.4 million for other service agreements due over the next one to three years.

9. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The tables below present the changes in accumulated other comprehensive income (loss) ("AOCI") by component and, if applicable, the reclassifications out of AOCI for the periods presented:

	For the Fiscal Year Ended			
	August 1, 2026		August 2, 2025	
(in thousands)	Available-for-sale Securities	Total	Available-for-sale Securities	Total
Beginning balance	$ (434)	$ (434)	$ (335)	$ (335)
Other comprehensive income (loss) before reclassifications [1]	(442)	(442)	(104)	(104)
Amounts reclassified from AOCI	(8)	(8)	5	5
Net change in AOCI	(450)	(450)	(99)	(99)
Ending balance	$ (884)	$ (884)	$ (434)	$ (434)

[1] There was no associated income tax effect for losses on available-for-sale securities for the fiscal 2026 or 2025, as we have recorded a valuation allowance against these deferred tax balances.

10. STOCK-BASED COMPENSATION

STOCK PLANS

2011 Equity Incentive Plan

In 2011, we adopted the 2011 Equity Incentive Plan (the "2011 Plan"). The 2011 Plan provided for the grant of stock-based awards to employees, directors, and non-employees under terms and provisions established by the Board of Directors.

The 2011 Plan allowed for the grant of incentive stock options or nonqualified stock options, as well as restricted stock unit ("RSU") awards, restricted stock awards ("RSAs"), and stock appreciation rights. Only incentive and nonqualified stock options were granted under the 2011 Plan. Employee stock option awards generally vested 25% on the first anniversary of the grant date with the remaining shares subject to the option vesting ratably over the next three years subject to the employee's continued service with the Company. Options generally expire after 10 years. Effective upon our initial public offering in 2017, the 2011 Plan was replaced by the 2017 Incentive Plan.

2017 Incentive Plan

In November 2017, our Board of Directors and stockholders adopted our 2017 Incentive Plan (the "2017 Plan"). The remaining shares available for issuance under our 2011 Plan became reserved for issuance under the 2017 Plan. Our 2017 Plan provides for the grant of Class A incentive stock options to employees and for the grant of nonqualified stock options, stock appreciation rights, RSAs, RSU awards, performance restricted stock unit ("PSU") awards, performance cash awards, and other forms of stock awards to employees, directors, and consultants. Employee stock option awards generally begin to vest six months after the grant date with the remaining shares subject to the option vesting ratably over the next 30 months. Options generally expire after 10 years. RSU awards made to employees generally vest ratably on a quarterly basis subject to the employee's continued service with the Company. PSU awards made to employees generally vest on a quarterly basis following the end of the performance period, subject to the employee's continued service with the Company. As of August 1, 2026, the number of shares authorized for issuance under the 2017 Plan was 56,900,610 shares of Class A common stock, and the number of shares available for grant was 4,332,383.

The following table summarizes the shares available for grant under the 2017 Plan:

	Shares Available for Grant
Balance at August 2, 2025	2,630,245
Authorized	6,623,813
Granted	(7,894,396)
Performance adjustment	(753,624)
Forfeited	3,726,345
Balance at August 1, 2026	4,332,383

2019 Inducement Plan

In October 2019, our Board of Directors adopted our 2019 Inducement Plan (the "2019 Plan"). Our 2019 Plan provides for the grant of Class A nonqualified stock options and RSU awards to individuals who satisfy the standards for inducement grants under the relevant Nasdaq Stock Market rules. As of August 1, 2026, the number of shares authorized for issuance under the 2019 Plan was 10,750,000 shares of Class A common stock and the number of shares available for grant was 2,001,622.

STOCK OPTIONS

Stock option activity under the 2011 Plan, 2017 Plan, and 2019 Plan was as follows:

	Options Outstanding			
	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Balance at August 2, 2025	9,316,495	$ 5.43	7.41	$ 6,774
Exercised	(603,919)	3.08		
Cancelled	(17,257)	15.38		
Balance at August 1, 2026	8,695,319	$ 5.57	6.36	$ 3,148
Options vested and exercisable at year-end	8,008,875	$ 5.72	6.28	$ 2,793
Options vested and expected to vest at year-end	8,695,319	$ 5.56	6.35	$ 3,148

There were no options granted during fiscal 2026 or 2025. The weighted-average grant date fair value of options granted during fiscal 2024 was $2.09 per share. The total grant date fair value of options that vested during fiscal 2026, fiscal 2025, and fiscal 2024 was $4.9 million $7.3 million and $7.1 million, respectively. The aggregate intrinsic value of options exercised during fiscal 2026, fiscal 2025, and fiscal 2024 was $0.8 million, $0.4 million, $0.1 million, respectively. The aggregate intrinsic value of options exercised is the difference between the fair value of the underlying common stock on the date of exercise and the exercise price for in-the-money stock options.

RESTRICTED STOCK UNIT AWARDS

Employee RSUs are granted under the 2017 Plan and 2019 Plan, settle into Class A common stock, and generally vest ratably on a quarterly basis subject to the employee's continued service with the Company.

RSU award activity under the 2017 Plan and 2019 Plan was as follows:

	Unvested RSU Awards	
	Class A Common Stock	Weighted-Average Grant Date Fair Value
Unvested at August 2, 2025	6,591,285	$ 4.18
Granted	6,665,249	4.44
Vested	(5,482,137)	4.38
Forfeited [1]	(3,346,679)	4.39
Unvested at August 1, 2026	4,427,718	$ 4.17

[1] This amount includes shares withheld for taxes upon vesting, which are returned to the respective equity incentive plan and become available for future grant.

PERFORMANCE RESTRICTED STOCK UNIT AWARDS

Beginning in fiscal 2025, the Compensation Committee approves PSU awards to be granted to certain employees in the first quarter of a given fiscal year. These PSU awards vest in multiple tranches over a three-year period. Each PSU award represents a contingent right to receive one share of Class A common stock. The awards have both service-based and performance-based vesting conditions. The actual number of shares earned on vesting typically ranges from 0% to 150% of the target number granted, depending on the attainment of specified performance-based metrics during the performance period, which is the given fiscal year.

PSU award activity under the 2017 Plan was as follows:

	Unvested PSU Awards	
	Class A Common Stock	Weighted-Average Grant Date Fair Value
Unvested at August 2, 2025	2,638,991	$ 3.48
Granted	1,611,800	4.49
Performance adjustment [1]	753,624	3.51
Vested	(1,007,840)	3.51
Forfeited [2]	(779,143)	3.48
Unvested at August 1, 2026	3,217,432	$ 3.98

[1] Performance adjustment reflects incremental PSUs earned as a result of the attainment of the original award's specified performance-based metrics.

[2] Forfeited includes shares withheld for taxes upon vesting, which are returned to the 2017 Plan and become available for future grant.

STOCK-BASED COMPENSATION EXPENSE

Stock-based compensation expense for awards granted to employees were $46.4 million, $56.7 million, and $76.8 million for fiscal 2026, fiscal 2025, and fiscal 2024, respectively. Stock-based compensation expense is included in selling, general, and administrative expenses in the consolidated statements of operations and comprehensive loss.

As of August 1, 2026, the total unrecognized compensation expense related to unvested awards, net of estimated forfeitures, was $20.8 million, which are expected to be recognized over an estimated weighted average period of 0.83 years.

The Company recognized no income tax benefit from stock-based compensation during fiscal 2026, fiscal 2025, and fiscal 2024 as the Company currently maintains a full valuation allowance against its net deferred tax assets.

Stock-based compensation expense related to RSU awards is recorded, net of forfeitures, over the requisite service period using the straight-line method. Stock-based compensation expense related to PSU awards is recorded under the accelerated method. For PSU awards without a market-based vesting condition, stock-based compensation is adjusted in future periods for subsequent changes in the expected outcome of the performance related conditions. For PSU awards with a market-based vesting condition, stock-based expense is recorded by estimating the fair value of the award using a Monte Carlo simulation and using an accelerated attribution method over the lesser of the derived performance periods or explicit achievement of market-based condition. Stock-based compensation expense related to stock options is recorded by estimating the fair value of stock-based awards using the Black-Scholes option pricing model and amortizing the fair value of the stock-based awards granted over the applicable vesting period of the awards on a straight-line basis.

The fair value of stock options granted in fiscal 2024 to employees was estimated at the grant date using the Black-Scholes option-pricing model with the following assumptions:

	For the Fiscal Year Ended
	August 3, 2024
Expected term (in years)	3.7 - 5.5
Volatility	77.3% - 79.9%
Risk free interest rate	4.1% - 4.8%
Dividend yield	—%

There were no PSUs with market-based vesting conditions granted during fiscal 2026 or fiscal 2024. The following assumptions are used to establish the fair value of the Company's PSUs with market-based vesting conditions:

	For the Fiscal Year Ended
	August 2, 2025
Fair value per tranche	$3.01 - $3.64
Derived service period (in years)	0.59 - 1.57
Expected volatility	83.2%
Risk-free rate	3.8%
Cost of equity	20.6%

11. INCOME TAXES

The components of loss from continuing operations before income taxes were as follows:

	For the Fiscal Year Ended		
(in thousands)	August 1, 2026	August 2, 2025	August 3, 2024
Loss from continuing operations before income taxes:			
United States	$ (12,268)	$ (28,023)	$ (120,546)
Total loss from continuing operations before income taxes	$ (12,268)	$ (28,023)	$ (120,546)

The components of the income tax provision (benefit) were as follows:

	For the Fiscal Year Ended		
(in thousands)	August 1, 2026	August 2, 2025	August 3, 2024
Current:			
Federal	$ 31	$ 305	$ (1,663)
State	307	516	2
Total current	$ 338	$ 821	$ (1,661)
Deferred:			
Total deferred	$ —	$ —	$ —
Total income tax provision (benefit)	$ 338	$ 821	$ (1,661)

Beginning in fiscal 2026, the Company adopted ASU 2023-09 prospectively. A reconciliation of the U.S. federal statutory income tax rate to the Company's effective tax rate pursuant to the disclosure requires of ASU 2023-09 for the year ended August 1, 2026 was as follows:

	For the Fiscal Year Ended	
(in thousands, except percentages)	**August 1, 2026**	
U.S. Federal Statutory Tax Rate	$ (2,576)	21.0 %
State and Local Income Taxes, Net of Federal Income Tax Effect [1]	(100)	0.8 %
Tax Credits:		
Research and development tax credits	(9,468)	77.2 %
Changes in Valuation Allowances	3,258	(26.6)%
Nontaxable or Nondeductible Items:		
Share-based Compensation	(961)	7.8 %
Excess Officer's Compensation	5,511	(44.9)%
Meals and Entertainment	512	(4.2)%
Charitable Contributions	599	(4.9)%
Other	24	(0.2)%
Changes in Unrecognized Tax Benefits	3,487	(28.4)%
Other Adjustments	52	(0.4)%
Effective Tax Rate	338	(2.8)%

[1] State taxes in California made up the majority (greater than 50 percent) of the tax effect in this category.

The reconciliation of our effective tax rate to the statutory federal rate was as follows:

	For the Fiscal Year Ended			
(in thousands, except percentages)	**August 2, 2025**		**August 3, 2024**	
Taxes at federal statutory rate	$ (5,885)	21.0 %	$ (25,315)	21.0 %
State taxes, net of federal effect	456	(1.6)%	(11)	— %
Stock-based compensation	1,310	(4.7)%	8,376	(6.9)%
Change in valuation allowance	4,579	(16.3)%	22,179	(18.4)%
R&D credits	(975)	3.5 %	(6,032)	5.0 %
Uncertain tax positions	—	— %	(1,545)	1.3 %
Return to provision	(52)	0.2 %	(207)	0.2 %
Excess officer's compensation	1,032	(3.7)%	376	(0.3)%
Meals and entertainment [2]	321	(1.1)%	380	(0.3)%
Other	35	(0.1)%	138	(0.1)%
Effective tax rate [1]	$ 821	(2.9)%	$ (1,661)	1.4 %

[1] Due to rounding, percentages in this table may not sum to totals.

Our provision for income taxes decreased in fiscal 2026 as compared to fiscal 2025, primarily due to a decrease in capitalized research and development costs.

Our provision for income taxes increased in fiscal 2025 as compared to fiscal 2024, primarily due to a decrease in pre-tax losses, partially offset by a decrease in the reversal of stock-based compensation expenses.

The components of net deferred tax assets were as follows:

(in thousands)	August 1, 2026	August 2, 2025	August 3, 2024
Deferred tax assets:			
Inventory reserve and UNICAP	$ 13,564	$ 14,612	$ 11,816
Accruals and reserves	2,636	2,165	1,937
Research and development credits	55,222	48,304	48,424
Capitalized research and development costs	36,153	48,602	40,094
Stock-based compensation	5,334	6,724	7,892
Deferred revenue	1,103	1,148	1,661
Operating lease liability	17,880	24,473	30,889
Net operating losses	68,158	53,880	59,938
Other	994	1,719	2,071
Gross deferred tax assets	$ 201,044	$ 201,627	$ 204,722
Less: valuation allowance	(182,275)	(179,564)	(176,732)
Deferred tax assets, net of valuation allowance	$ 18,769	$ 22,063	$ 27,990
Deferred tax liabilities:			
Depreciation and amortization	$ (8,150)	$ (8,281)	$ (10,747)
Operating lease right-of-use assets	(10,265)	(13,400)	(16,767)
Other	(354)	(382)	(476)
Gross deferred tax liabilities	$ (18,769)	$ (22,063)	$ (27,990)
Net deferred tax assets, net of valuation allowance	$ —	$ —	$ —

As of August 1, 2026, and August 2, 2025, we had federal net operating loss carryforwards of $227.9 million and $161.1 million, respectively, which will be carried forward indefinitely. As of August 1, 2026, and August 2, 2025, we had federal research and development tax credit carryforwards of $66.8 million and $57.3 million, respectively. The research and development tax credits will expire beginning in 2038, if not utilized.

As of August 1, 2026, and August 2, 2025, we had state net operating loss carryforwards of $315.1 million and $311.7 million, respectively. Of these carryforwards, approximately $243.0 million will expire, if not utilized, in various years through 2046. The remaining carryforwards have no expiration. As of August 1, 2026, and August 2, 2025, we had California research and development tax credit carryforwards of $25.1 million and $24.2 million, respectively, which are not subject to expiration. Utilization of the net operating loss carryforwards, tax credits, and other tax attributes may be subject to various limitations due to the ownership change limitations provided by IRC Section 382 and similar state provisions. The annual limitation may result in the expiration of net operating losses and credits before their utilization and reduce our ability to offset future income with our tax attributes.

On July 4, 2025, the One Big Beautiful Bill Act (the “2025 Tax Act”) was signed into law. The 2025 Tax Act makes permanent key elements of the Tax Cuts and Jobs Acts, including restoring 100% bonus depreciation, eliminating the capitalization requirement for domestic research and experimentation, and changes to the limitations on deductible business interest expense. The provisions do not have a material impact on the Company’s financial statements.

Cash paid for income taxes, net of refunds received, by jurisdiction pursuant to the disclosure requirements of ASU 2023-09 for the year ended August 1, 2026 was as follows:

	For the Fiscal Year Ended
(in thousands)	August 1, 2026
Federal	$ 100
State:	
Texas	179
New York	27
Other	88
Cash paid for income taxes, net of refunds received	394

Cash paid for income taxes, net of refunds received was $0.8 million and $0.9 million for the years ended August 2,

2025 and August 3, 2024, respectively.

UNCERTAIN TAX POSITIONS

A reconciliation of our unrecognized tax benefits is as follows:

(in thousands)	August 1, 2026	August 2, 2025	August 3, 2024
Balance at the beginning of the year	$ 33,172	$ 32,816	$ 29,916
Lapse of statute of limitations	—	—	(377)
Increase related to prior period tax positions	1,700	33	2,572
Decrease related to prior period tax positions	—	(18)	(1,927)
Increase related to current year tax positions	1,787	341	2,632
Balance at the end of the year	$ 36,659	$ 33,172	$ 32,816

The amount of unrecognized tax benefits relating to our tax positions is subject to change based on future events including, but not limited to, the settlements of ongoing audits and/or the expiration of applicable statutes of limitations. As of August 1, 2026, the total amount of unrecognized tax benefits, if recognized, would not affect the Company's effective tax rate due to the existence of carryforwards and the valuation allowance in the United States and applicable U.S. state jurisdictions.

We recognize interest related to uncertain tax positions in our provision for income taxes. As of August 1, 2026, no interest or penalties have been recorded.

We file income tax returns in the U.S. federal and various state and local jurisdictions. As of August 1, 2026, our fiscal 2022 through fiscal 2025 tax returns are subject to potential examination in one or more jurisdictions.

We regularly assess whether it is more likely than not that we will realize our deferred tax assets in each taxing jurisdiction in which we operate. We consider many factors when assessing the likelihood of future realization, including our recent cumulative loss, earnings expectations in earlier future years, and other relevant factors. We continue to record a full valuation allowance on our U.S. federal and state net deferred tax assets due to cumulative historical losses. The valuation allowance primarily relates to federal and state deferred tax assets, including unrealized credit carryforwards and net operating losses. The valuation allowance increased by $2.7 million in fiscal 2026, and by $2.8 million in fiscal 2025.

A reconciliation of our valuation allowance was as follows:

(in thousands)	August 1, 2026	August 2, 2025
Valuation allowance at the beginning of the year	$ 179,564	$ 176,732
Valuation allowance charged to expense	4,518	5,632
Valuation allowance credited to other accounts	(1,807)	(2,800)
Valuation allowance at the end of the year	$ 182,275	$ 179,564

12. NET LOSS PER SHARE FROM CONTINUING OPERATIONS ATTRIBUTABLE TO COMMON STOCKHOLDERS AND COMMON STOCK

Basic and diluted loss per share from continuing operations attributable to common stockholders is presented in conformity with the two-class method required for participating securities: Class A and Class B common stock. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting, conversion, and transfer rights. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share. Each share of Class B common stock is convertible at any time at the option of the stockholder into one share of Class A common stock.

Basic net loss per share from continuing operations attributable to common stockholders is computed by dividing the net loss from continuing operations attributable to common stockholders by the weighted-average number of common shares outstanding during the period.

For the calculation of diluted loss per share from continuing operations, net loss from continuing operations attributable to common stockholders for basic loss per share is adjusted by the effect of dilutive securities. Diluted net loss per share from continuing operations attributable to common stockholders is computed by dividing the net

loss from continuing operations attributable to common stockholders by the weighted-average number of common shares outstanding, including all potentially dilutive common shares. In periods of loss, there are no potentially dilutive common shares to add to the weighted-average number of common shares outstanding. The undistributed losses are allocated based on the contractual participation rights of the Class A and Class B common shares as if the losses for the year have been distributed. As the liquidation and dividend rights are identical, the undistributed loss is allocated on a proportionate basis.

The table below presents a reconciliation of the numerator and denominator used in the calculation of basic and diluted loss per share from continuing operations attributable to Class A and Class B common stockholders:

	For the Fiscal Year Ended		
(in thousands, except share and per share amounts)	**August 1, 2026**	**August 2, 2025**	**August 3, 2024**
Numerator:			
Net loss from continuing operations attributable to Class A and Class B common stockholders	$ (12,606)	$ (28,844)	$ (118,885)
Denominator:			
Weighted-average shares of common stock - basic	134,247,185	128,784,547	120,214,198
Weighted-average shares of common stock - diluted	134,247,185	128,784,547	120,214,198
Loss per share from continuing operations attributable to Class A and Class B common stockholders:			
Basic	$ (0.09)	$ (0.22)	$ (0.99)
Diluted	$ (0.09)	$ (0.22)	$ (0.99)

As the Company has reported net loss from continuing operations for each of the periods presented, all potentially dilutive securities were considered antidilutive. The following common stock equivalents were excluded from the computation of diluted loss per share from continuing operations because their effect would have been antidilutive for the periods presented:

	For the Fiscal Year Ended		
	August 1, 2026	**August 2, 2025**	**August 3, 2024**
Performance restricted stock units that settle into Class A common stock	3,217,432	2,638,991	—
Restricted stock units that settle into Class A common stock	4,427,718	6,591,285	8,239,439
Stock options to purchase Class A common stock	8,022,476	8,620,586	9,368,354
Stock options to purchase Class B common stock	672,843	695,909	726,498
Total	16,340,469	18,546,771	18,334,291

SHARE REPURCHASE PROGRAM

In January 2022, the Company's Board of Directors authorized a share repurchase program to repurchase up to $150.0 million of our outstanding Class A common stock, with no expiration date (the "2022 Repurchase Program"). The actual timing, number, and value of shares repurchased in the future will be determined by the Company in its discretion and will depend on a number of factors, including market conditions, applicable legal requirements, our capital needs, and whether there is a better alternative use of capital.

During fiscal 2026, the Company repurchased 7,215,166 shares of the Company's Class A common stock. The Company did not repurchase any shares during fiscal 2025 or fiscal 2024. As of August 1, 2026, $93.6 million remained available under the 2022 Repurchase Program authorization. Repurchases under the 2022 Repurchase Program during any given fiscal period will reduce the number of weighted-average common shares outstanding for the respective period.

13. SEGMENT REPORTING

The Company identifies any operating segments based on whether the Company's Chief Executive Officer, who is the Chief Operating Decision Maker ("CODM"), regularly reviews operating results of particular components of the Company's activities and allocates resources and assesses performance based on those results. The Company has one operating segment and, as a result, one reportable segment related to the sale of merchandise directly to clients who received a curated shipment of items or purchased directly from its website or mobile app.

Financial information and data are provided to the CODM on a consolidated basis. The CODM uses consolidated net loss from continuing operations, as reported on the Company's consolidated statements of operations, to evaluate performance, make key operating decisions, and allocate resources. Net loss from continuing operations is used to compare budget to actual results.

All long-lived assets are located in the United States and revenue is attributable to customers based in the United States.

The following table presents selected financial information with respect to the Company's single reportable segment, including significant segment expenses that are regularly provided to the CODM:

	For the Fiscal Year Ended		
(in thousands)	**August 1, 2026**	**August 2, 2025**	**August 3, 2024**
Revenue, net	$ 1,348,119	$ 1,267,171	$ 1,337,468
Less:			
Cost of goods sold	759,628	704,232	745,430
Advertising expense	129,617	117,254	111,399
Stock-based compensation expense	46,401	56,727	76,756
Depreciation and amortization expense	23,501	27,860	44,866
Interest income	(8,661)	(10,709)	(11,250)
Other income, net	(767)	(173)	(1,631)
Provision (benefit) for income taxes	338	821	(1,661)
Other segment expenses [1]	410,668	400,003	492,444
Net loss from continuing operations	$ (12,606)	$ (28,844)	$ (118,885)

[1] Other segment expenses is primarily comprised of compensation and benefits expenses, technology fees, facilities expense, and other general and administrative expenses.

14. RESTRUCTURING

In June 2022, we announced a restructuring plan (the "2022 Restructuring Plan") to reduce our future fixed and variable operating costs and allow us to centralize key capabilities, strengthen decision-making to drive efficiencies, and ensure we are allocating resources to our most critical priorities. In fiscal 2022 and 2023, in furtherance of and as an expansion of the 2022 Restructuring Plan, we reduced our employee workforce, impaired a portion of our corporate office space, and announced intended closures of certain fulfillment centers. In fiscal 2024, in furtherance of and as an expansion of the 2022 Restructuring Plan, we closed certain fulfillment centers, implemented an organizational realignment which eliminated certain styling leadership and corporate positions, revised our compensation model for Stylists, and impaired a portion of our corporate office space in the fourth quarter of fiscal 2024 due to change in the use of the space. In fiscal 2025, in furtherance of and as an expansion of the 2022 Restructuring Plan, we continued to implement an organizational realignment by eliminating certain corporate positions. In fiscal 2026, no additional restructuring charges related to the 2022 Restructuring Plan were recorded.

The components of total restructuring charges were as follows:

	For the Fiscal Year Ended		
(in thousands)	**August 1, 2026**	**August 2, 2025**	**August 3, 2024**
Cash restructuring charges:			
Severance and employee-related benefits [1]	$ —	$ 1,163	$ 10,065
Lease terminations [1]	—	—	1,466
Other [1]	—	58	3,090
Non-cash restructuring charges:			
Asset impairments [1] [2]	—	—	19,283
Accelerated depreciation [1]	—	—	9,021
Other [1]	—	—	913
Total restructuring [1]	$ —	$ 1,221	$ 43,838

[1] Recorded in selling, general, and administrative expenses.

[2] Includes impairments of both operating lease right-of-use assets and property and equipment.

The following table provides the changes in the Company's restructuring related liabilities, which are included within accounts payable and accrued liabilities on the consolidated balance sheets:

(in thousands)	Severance and Employee Related Benefits and Other
Balance at August 3, 2024	$ 3,260
Charges incurred	1,221
Cash payments	(4,481)
Balance at August 2, 2025	$ —
Charges incurred	—
Cash payments	—
Balance at August 1, 2026	$ —

15. DISCONTINUED OPERATIONS

During the first quarter of fiscal 2024, we ceased operations of our UK business and the accounting requirements for reporting the UK business as a discontinued operation were met. As a result, the UK business is presented in the accompanying consolidated financial statements as a discontinued operation for all periods presented.

As of August 1, 2026, and August 2, 2025, there were no assets or liabilities of discontinued operations in the consolidated balance sheets.

The following table presents the key components of income from discontinued operations:

	For the Fiscal Year Ended		
(in thousands)	August 1, 2026	August 2, 2025	August 3, 2024
Revenue, net	$ —	$ —	$ 9,377
Cost of goods sold	—	—	6,771
Gross profit	—	—	2,606
Selling, general, and administrative expenses	—	47	11,618
Operating loss	—	(47)	(9,012)
Interest income	—	—	187
Other expense, net	—	(5)	(176)
Loss before income taxes	—	(52)	(9,001)
Provision (benefit) from income taxes	—	(157)	954
Income (loss) from discontinued operations, net of income taxes	$ —	$ 105	$ (9,955)

[1] For fiscal 2024, Other expense, net includes the loss from the release of historical foreign currency translation adjustments related to the exit of the UK business. Refer to Note 9 herein for additional information.

We recorded expenses related to the exit and wind down of the UK business of an aggregate $0.1 million and $5.3 million for fiscal 2025 and fiscal 2024, respectively. In fiscal 2024, these charges were recorded in selling, general and administrative expenses from discontinued operations, and consisted primarily of severance and employee-related benefits and early contract termination charges.

In fiscal 2026, no additional expenses related to the exit and wind down of the UK business were recorded.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Annual Report on Form 10-K (the "Evaluation Date").

Based on the evaluation of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the Evaluation Date.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with U.S. GAAP.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have conducted an evaluation of the effectiveness of our internal control over financial reporting based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on evaluation under these criteria, management determined that our internal control over financial reporting was effective as of the Evaluation Date.

Deloitte & Touche LLP, our independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting and, as part of the audit, has issued a report on the effectiveness of our internal control over financial reporting as of August 1, 2026, which is included under "Item 8. Financial Statements and Supplementary Data" of this Annual Report.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the three months ended August 1, 2026, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

INHERENT LIMITATIONS ON EFFECTIVENESS OF CONTROLS

An effective internal control system, no matter how well designed, has inherent limitations, including the possibility of human error or overriding of controls, and therefore can provide only reasonable assurance with respect to reliable financial reporting. Because of its inherent limitations, our internal control over financial reporting may not prevent or detect all misstatements, including the possibility of human error, the circumvention or overriding of controls, or fraud. Effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements.

ITEM 9B. OTHER INFORMATION.

RULE 10B5-1 TRADING ARRANGEMENTS

During the fiscal quarter ended August 1, 2026, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," (as those terms are defined in Item 408 of Regulation S-K).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Information required by this item regarding directors and director nominees, executive officers, the Board of Directors and its committees, certain corporate governance matters, the Company's Insider Trading Policy, and compliance with Section 16(a) of the Exchange Act is incorporated by reference to the information set forth under the captions "Proposal 1: Election of Directors," "Executive Officers," "Executive Compensation—Compensation Discussion and Analysis—Executive Compensation Policies and Practices," and "Delinquent Section 16(a) Reports" in the definitive proxy statement for our 2026 Annual Meeting of Stockholders (the "2026 Proxy Statement").

We have adopted a written code of business conduct and ethics ("Code of Conduct") that applies to all of our employees, officers and directors, including our principal executive officer, principal financial officer and principal accounting officer. The Code of Conduct is available on our investor relations website at investors.stitchfix.com under "Documents" under the section entitled "Governance." If we make any substantive amendments to our Code of Conduct or grant any of our directors or executive officers any waiver, including any implicit waiver, from a provision of our Code of Conduct, we will disclose the nature of the amendment or waiver on our website or in a Current Report on Form 8-K.

ITEM 11. EXECUTIVE COMPENSATION.

Information required by this item regarding executive compensation is incorporated by reference to the information set forth under the captions "Proposal 1: Election of Directors—Compensation Committee Interlocks and Insider Participation," "Executive Compensation" and "Director Compensation" in our 2026 Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Information required by this item regarding security ownership of certain beneficial owners and management and securities authorized for issuance under our equity compensation plans is incorporated by reference to the information set forth under the captions "Security Ownership of Certain Beneficial Owners and Management" and "Executive Compensation—Equity Compensation Plan Information" in our 2026 Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Information required by this item regarding certain relationships and related transactions and director independence is incorporated by reference to the information set forth under the captions "Transactions with Related Persons and Indemnification" and "Proposal 1: Election of Directors—Independence of the Board" in our 2026 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Information required by this item regarding principal accounting fees and services is incorporated by reference to the information set forth under the caption "Proposal 3: Ratification of Selection of Independent Registered Public Accounting Firm" in our 2026 Proxy Statement.

PART IV

ITEM 15. EXHIBITS.

(a) The following documents are filed as part of this Annual Report:

(1) The financial statements are filed as part of this Annual Report under "Item 8. Financial Statements and Supplementary Data."

(2) The financial statement schedules are omitted because they are either not applicable or the information required is presented in the financial statements and notes thereto under "Item 8. Financial Statements and Supplementary Data."

(3) The exhibits listed in the following Exhibit Index are filed, furnished, or incorporated by reference as part of this Annual Report.

			Incorporation by Reference				
	Exhibit Number	Description	Form	File No.	Exhibit	Filing Date	Filed or Furnished Herewith
*	3.1	Amended and Restated Certificate of Incorporation of Stitch Fix, Inc.	8-K	001-38291	3.1	11/21/2017	
*	3.2	Amended and Restated Bylaws of Stitch Fix, Inc.	8-K	001-38291	3.1	7/28/2026	
*	4.1	Form of Class A Common Stock Certificate.	S-1/A	333-221014	4.1	11/6/2017	
*	4.2	Form of Class B Common Stock Certificate.	S-8	333-221650	4.6	11/17/2017	
*	4.3	Description of Class A Common Stock.	10-K	001-38291	4.3	9/25/2020	
*	10.1	Amended and Restated Investor Rights Agreement, dated April 10, 2014.	S-1	333-221014	10.1	10/19/2017	
*+	10.2	Stitch Fix, Inc. 2011 Equity Incentive Plan, as amended.	S-1	333-221014	10.2	10/19/2017	
*+	10.3	Forms of grant notice, stock option agreement, notice of exercise and early exercise stock purchase agreement under the Stitch Fix, Inc. 2011 Equity Incentive Plan, as amended.	S-1	333-221014	10.3	10/19/2017	
*+	10.4	Stitch Fix, Inc. 2017 Incentive Plan, as amended.	S-8	333-267543	99.1	9/21/2022	
+	10.5	Forms of stock option grant notice, stock option agreement and notice of exercise under the Stitch Fix, Inc. 2017 Incentive Plan.	10-K	001-38291	10.5	9/20/2023	
*	10.6	Forms of restricted stock unit grant notice and award agreement for Vice Presidents and above under the Stitch Fix, Inc. 2017 Incentive Plan.	10-K	001-38291	10.6	9/20/2023	
*	10.7	Forms of restricted stock unit grant notice and award agreement under the Stitch Fix, Inc. 2017 Incentive Plan.	10-K	001-38291	10.7	9/20/2023	
+	10.8	Form of performance restricted stock unit grant notice and award agreement under the Stitch Fix, Inc. 2017 Incentive Plan.	10-Q	001-38291	10.2	12/11/2024	
+	10.9	Stitch Fix, Inc. 2019 Inducement Plan, as amended.					X
+	10.10	Forms of stock option grant notice, stock option agreement and notice of exercise under the Stitch Fix, Inc. 2019 Inducement Plan.	10-K	001-38291	10.9	9/20/2023	
+	10.11	Forms of restricted stock unit grant notice and award agreement under the Stitch Fix, Inc. 2019 Inducement Plan.	10-K	001-38291	10.10	9/20/2023	
*+	10.12	Form of Indemnity Agreement entered into by and between Stitch Fix, Inc. and each director and executive officer.	S-1	333-221014	10.7	10/19/2017	
*	10.13	Director Compensation Policy, effective October 14, 2024	10-Q	001-38291	10.1	12/11/2024	
*	10.14	Form of Board of Directors Offer Letter.	10-K	001-38291	10.13	9/25/2024	
*+	10.15	Offer Letter by and between Matt Baer and Stitch Fix, Inc., dated June 9, 2023.	10-K	001-38291	10.13	9/20/2023	

	Exhibit Number	Description	Incorporation by Reference				Filed or Furnished Herewith
			Form	File No.	Exhibit	Filing Date	
*+	10.16	Offer Letter by and between Matt Baer and Stitch Fix, Inc., as modified June 13, 2024.	10-K	001-38291	10.13	9/25/2024	
*+	10.17	Separation Agreement, by and between Stitch Fix, Inc. and Elizabeth Spaulding, dated January 5, 2023.	10-Q	001-38291	10.3	3/8/2023	
*+	10.18	Separation Agreement between Sachin Dhawan and Stitch Fix, Inc., dated July 20, 2023.	10-K	001-38291	10.22	9/20/2023	
*+	10.19	Offer Letter, by and between Stitch Fix, Inc. and David Aufderhaar, dated April 4, 2023.	10-Q	001-38291	10.1	6/7/2023	
*+	10.20	Offer Letter, by and between Stitch Fix, Inc. and Casey O'Connor, dated November 29, 2022.	10-Q	001-38291	10.1	12/6/2023	
*+	10.21	Offer Letter, by and between Stitch Fix, Inc. and Tony Bacos, dated October 20, 2023.	10-K	001-38291	10.13	9/25/2024	
+	10.22	Offer Letter, by and between Stitch Fix, Inc. and Sree Sreedhararaj, dated May 1, 2026.					X
*	10.23	Office Lease, by and between Stitch Fix, Inc. and Post-Montgomery Associates, dated as of November 10, 2015, as amended.	S-1/A	333-221014	10.12	11/6/2017	
*	10.24	First Amendment to Original Office Lease, executed February 22, 2016, between Stitch Fix, Inc. and Post-Montgomery Associates.	10-Q	001-38291	10.1	3/13/2018	
*	10.25	Second Amendment to Original Office Lease, executed September 6, 2017, between Stitch Fix, Inc. and Post-Montgomery Associates.	10-Q	001-38291	10.2	3/13/2018	
*	10.26	Third Amendment to the Office Lease, by and between Stitch Fix, Inc. and Post-Montgomery Associates, dated as of January 29, 2018.	8-K	001-38291	10.1	2/2/2018	
*	10.27	Fourth Amendment to the Office Lease, by and between Stitch Fix, Inc. and Post-Montgomery Associates, dated as of June 4, 2018.	10-Q	001-38291	10.2	6/8/2018	
*	10.28	Credit Agreement, by and between Stitch Fix, Inc. and Citibank, dated as of December 4, 2023.	10-Q	001-38291	10.2	12/6/2023	
*	10.29	First Amendment to Credit Agreement, by and between Stitch Fix, Inc. and Citibank, dated as of December 11, 2025.	8-K	001-38291	10.1	12/16/2025	
*+	10.30	Stitch Fix Inc. Severance Plan.	10-Q	001-38291	10.2	3/12/2026	
*+	10.31	Form of Participant Agreement under the Stitch Fix, Inc. Severance Plan.	10-Q	001-38291	10.3	3/12/2026	
	19.1	Stitch Fix, Inc. Insider Trading Policy.	10-K	001-38291	10.13	9/25/2024	
	21.1	List of Subsidiaries of Stitch Fix, Inc.					X
	23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.					X
	31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
	31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
†	32.1	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
	97.1	Incentive Compensation Recoupment Policy, effective October 2, 2023.	10-K	001-38291	97.1	9/25/2025	
	101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).					X

Exhibit Number	Description	Incorporation by Reference				Filed or Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).					

+ Indicates management contract or compensatory plan.

* Document has been previously filed with the Securities and Exchange Commission and is incorporated herein by reference herein.

† The certification attached as Exhibit 32.1 accompanying this Annual Report on Form 10-K is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Stitch Fix, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

ITEM 16. FORM 10-K SUMMARY.

None.

SIGNATURES

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

Stitch Fix, Inc.

Date: September 24, 2026

By: /s/ David Aufderhaar

David Aufderhaar

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Matt Baer, David Aufderhaar, and Casey O'Connor, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution for him or her, and in his or her name in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and either of them, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Matt Baer Matt Baer	Chief Executive Officer and Director (*Principal Executive Officer*)	September 24, 2026
/s/ David Aufderhaar David Aufderhaar	Chief Financial Officer (*Principal Financial Officer and Principal Accounting Officer*)	September 24, 2026
/s/ Kofi Amoo-Gottfried Kofi Amoo-Gottfried	Director	September 24, 2026
/s/ Timothy Baxter Timothy Baxter	Director	September 24, 2026
/s/ J. William Gurley J. William Gurley	Director	September 24, 2026
/s/ Katrina Lake Katrina Lake	Founder and Director	September 24, 2026
/s/ Sharon McCollam Sharon McCollam	Director	September 24, 2026
/s/ Fiona Tan Fiona Tan	Director	September 24, 2026
/s/ Elizabeth Williams Elizabeth Williams	Director	September 24, 2026

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