

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

FORM 10-Q

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

For the quarterly period ended October 30, 2021

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: 001-38026

J.Jill, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
4 Batterymarch Park,
Quincy, MA 02169
(Address of principal executive offices)

45-1459825
(I.R.S. Employer
Identification No.)

02169
(Zip Code)

Registrant's telephone number, including area code: (617) 376-4300

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	JILL	New York Stock Exchange

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, 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒
Securities registered pursuant to Section 12(g) of the Act: None

As of December 1, 2021, the registrant had 9,988,031 shares of common stock, \$0.01 par value per share, outstanding.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

J.Jill, Inc. **CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)** (in thousands, except share data)

	October 30, 2021	January 30, 2021
Assets		
Current assets:		
Cash	\$ 17,473	\$ 4,407
Accounts receivable	8,073	7,793
Inventories, net	56,902	58,034
Prepaid expenses and other current assets	43,675	43,035
Total current assets	126,123	113,269
Property and equipment, net	60,047	73,906
Intangible assets, net	82,777	88,976
Goodwill	59,697	59,697
Operating lease assets, net	137,386	161,135
Other assets	140	199
Total assets	<u>\$ 466,170</u>	<u>\$ 497,182</u>
Liabilities and Shareholders' Deficit		
Current liabilities:		
Accounts payable	\$ 54,238	\$ 56,263
Accrued expenses and other current liabilities	51,851	43,854
Current portion of long-term debt	6,999	2,799
Current portion of operating lease liabilities	33,254	37,967
Borrowings under revolving credit facility	—	11,146
Total current liabilities	146,342	152,029
Long-term debt, net of discount and current portion	196,771	225,401
Long-term debt, net of discount - related party	4,908	3,311
Deferred income taxes	14,114	13,835
Operating lease liabilities, net of current portion	151,468	179,022
Warrants - related party (Note 8)	—	15,997
Derivative liability (Note 8)	—	2,436
Other liabilities	1,434	2,049
Total liabilities	515,037	594,080
Commitments and contingencies (see Note 11)		
Shareholders' Deficit		
Common stock, par value \$0.01 per share; 50,000,000 shares authorized; 9,987,999 and 9,631,633 shares issued and outstanding at October 30, 2021 and January 30, 2021, respectively	100	97
Additional paid-in capital	209,109	129,363
Accumulated deficit	(258,076)	(226,358)
Total shareholders' deficit	(48,867)	(96,898)
Total liabilities and shareholders' deficit	<u>\$ 466,170</u>	<u>\$ 497,182</u>

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

J.Jill, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND
COMPREHENSIVE LOSS (UNAUDITED)
(in thousands, except share and per share data)

	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 30, 2021	October 31, 2020	October 30, 2021	October 31, 2020
Net sales	\$ 151,731	\$ 117,224	\$ 440,053	\$ 300,829
Costs of goods sold (exclusive of depreciation and amortization)	47,196	48,225	138,339	126,645
Gross profit	104,535	68,999	301,714	174,184
Selling, general and administrative expenses	85,531	92,184	250,516	257,829
Impairment of long-lived assets	—	906	—	27,493
Impairment of goodwill	—	—	—	17,900
Impairment of intangible assets	—	—	—	6,620
Operating income (loss)	19,004	(24,091)	51,198	(135,658)
Fair value adjustment of derivative	—	1,628	2,775	1,628
Fair value adjustment of warrants - related party	—	—	56,984	—
Interest expense, net	4,567	4,753	13,130	13,640
Interest expense, net - related party	607	—	1,597	—
Income (loss) before provision (benefit) for income taxes	13,830	(30,472)	(23,288)	(150,926)
Income tax provision (benefit)	2,592	(7,313)	8,430	(38,464)
Net income (loss) and total comprehensive income (loss)	\$ 11,238	\$ (23,159)	\$ (31,718)	\$ (112,462)
Per share data (Note 8):				
Net income (loss) per common share:				
Basic	\$ 0.81	\$ (2.52)	\$ (2.65)	\$ (12.49)
Diluted	\$ 0.79	\$ (2.52)	\$ (2.65)	\$ (12.49)
Weighted average common shares:				
Basic	13,798,130	9,177,350	11,971,405	9,004,321
Diluted	14,174,218	9,177,350	11,971,405	9,004,321

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

J.Jill, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' DEFICIT (UNAUDITED)
(in thousands, except common share data)

	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid-in Capital	Deficit	Shareholders' Deficit
Balance, January 30, 2021	9,631,633	\$ 97	\$ 129,363	\$ (226,358)	\$ (96,898)
Vesting of restricted stock units	111,248	1	(1)	—	—
Surrender of shares to pay withholding taxes	(31,171)	—	(271)	—	(271)
Equity-based compensation	—	—	443	—	443
Net loss	—	—	—	(18,308)	(18,308)
Balance, May 1, 2021	9,711,710	\$ 98	\$ 129,534	\$ (244,666)	\$ (115,034)
Vesting of restricted stock units	1,075	—	—	—	—
Surrender of shares to pay withholding taxes	(318)	—	(19)	—	(19)
Withholding tax on net share settlement of equity-based compensation plans	—	—	(7)	—	(7)
Equity-based compensation	—	—	649	—	649
Shares issued to Priming lenders (See Note 8)	272,097	2	5,210	—	5,212
Reclass of warrants to equity (See Note 8)	—	—	72,981	—	72,981
Net loss	—	—	—	(24,648)	(24,648)
Balance, July 31, 2021	9,984,564	\$ 100	\$ 208,348	\$ (269,314)	\$ (60,866)
Vesting of restricted stock units	4,864	—	—	—	—
Surrender of shares to pay withholding taxes	(1,429)	—	—	—	—
Withholding tax on net share settlement of equity-based compensation plans	—	—	(28)	—	(28)
Equity-based compensation	—	—	789	—	789
Net income	—	—	—	11,238	11,238
Balance, October 30, 2021	9,987,999	\$ 100	\$ 209,109	\$ (258,076)	\$ (48,867)

	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid-in Capital	Deficit	Shareholders' Deficit
Balance, February 1, 2020	8,857,625	\$ 89	\$ 125,430	\$ (86,954)	\$ 38,565
Vesting of restricted stock units	138,202	1	(1)	—	—
Surrender of shares to pay withholding taxes	(40,987)	—	(137)	—	(137)
Equity-based compensation	—	—	676	—	676
Net loss	—	—	—	(70,269)	(70,269)
Balance, May 2, 2020	8,954,840	\$ 90	\$ 125,968	\$ (157,223)	\$ (31,165)
Vesting of restricted stock units	7,961	—	—	—	—
Surrender of shares to pay withholding taxes	(2,327)	—	(13)	—	(13)
Equity-based compensation	—	—	615	—	615
Net loss	—	—	—	(19,034)	(19,034)
Balance, August 1, 2020	8,960,474	\$ 90	\$ 126,570	\$ (176,257)	\$ (49,597)
Vesting of restricted stock units	4,875	—	(13)	—	(13)
Surrender of shares to pay withholding taxes	(1,428)	—	9	—	9
Equity-based compensation	—	—	323	—	323
Forfeiture of restricted stock awards	(662)	—	—	—	—
Participating lender equity consideration	656,717	6	1,951	—	1,957
Net loss	—	—	—	(23,159)	(23,159)
Balance, October 31, 2020	9,619,976	\$ 96	\$ 128,840	\$ (199,416)	\$ (70,480)

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

J.Jill, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(in thousands)

	For the Thirty-Nine Weeks Ended	
	October 30, 2021	October 31, 2020
Net loss	\$ (31,718)	\$ (112,462)
Operating activities:		
Adjustments to reconcile net loss to net cash (used in) provided by operating activities		
Depreciation and amortization	22,093	25,663
Impairment of goodwill and intangible assets	—	24,520
Impairment of long-lived assets	—	27,493
Adjustment for exited retail stores	(1,181)	(958)
Loss on disposal of fixed assets	887	376
Noncash interest expense, net	3,567	1,350
Noncash change in fair value of derivative	2,775	1,628
Noncash change in fair value of warrants - related party	56,984	-
Equity-based compensation	1,881	1,614
Deferred rent incentives	(860)	(136)
Deferred income taxes	(58)	(14,210)
Changes in operating assets and liabilities:		
Accounts receivable	(280)	2,840
Inventories	1,132	5,015
Prepaid expenses and other current assets	(641)	(19,313)
Accounts payable	(2,288)	19,562
Accrued expenses	7,833	15,848
Operating lease assets and liabilities	(6,754)	1,437
Other noncurrent assets and liabilities	51	(631)
Net cash provided by (used in) operating activities	53,423	(20,364)
Investing activities:		
Purchases of property and equipment	(2,488)	(3,037)
Net cash used in investing activities	(2,488)	(3,037)
Financing activities:		
Borrowings under revolving credit facility	62,226	33,000
Repayments of revolving credit facility	(73,372)	(33,000)
Borrowings under subordinated facility, net of issuance costs	—	14,560
Lender fees for priming loans	—	(1,235)
Repayments on debt	(26,399)	(2,099)
Surrender of shares to pay withholding taxes	(324)	(155)
Net cash (used in) provided by financing activities	(37,869)	11,071
Net change in cash	13,066	(12,330)
Cash:		
Beginning of Period	4,407	21,527
End of Period	\$ 17,473	\$ 9,197
Supplemental cash flow information:		
Noncash financing activity:		
Reclass of warrant and derivative liabilities to equity (Note 8)	\$ 78,193	\$ —

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

J.Jill, Inc.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. Description of Business

J.Jill, Inc., “J.Jill” or the “Company”, is a premier omnichannel retailer and nationally recognized women’s apparel brand committed to delighting customers with great wear-now product. The brand represents an easy, thoughtful and inspired style that reflects the confidence of remarkable women who live life with joy, passion and purpose. J.Jill offers a guiding customer experience through 260 stores nationwide and a robust ecommerce platform. J.Jill is headquartered outside Boston.

2. Summary of Significant Accounting Policies***Basis of Presentation***

Our interim condensed consolidated financial statements are unaudited. All significant intercompany balances and transactions have been eliminated in consolidation. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been omitted, in accordance with the rules of the Securities and Exchange Commission (the “SEC”) associated with reporting of interim period financial information. We consistently applied the accounting policies described in our Annual Report on Form 10-K (the “2020 Annual Report”) for the fiscal year ended January 30, 2021 (“Fiscal Year 2020”) in preparing these unaudited interim condensed consolidated financial statements. In the opinion of management, these interim condensed consolidated financial statements contain all normal and recurring adjustments necessary to state fairly the financial position and results of operations of the Company. The consolidated balance sheet as of January 30, 2021 is derived from the audited consolidated balance sheet as of that date. The unaudited results of operations for the thirteen and thirty-nine weeks ended October 30, 2021 are not necessarily indicative of future results or results to be expected for the full year ending January 29, 2022 (“Fiscal Year 2021”). You should read these statements in conjunction with our audited consolidated financial statements and related notes in our 2020 Annual Report.

Prior year shares and per share amounts on the condensed consolidated statements of operations and comprehensive income and condensed consolidated statements of shareholders’ equity have been restated to reflect the reverse stock split on November 9, 2020.

Going Concern

In accordance with the Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) 2014-15, “Presentation of Financial Statements - Going Concern”, we are required to evaluate whether there are conditions or events that raise substantial doubt about the Company’s ability to continue as a going concern within one year after the date of issuance of the financial statements. As discussed in our 2020 Annual Report, during Fiscal Year 2020 our revenues, results of operations, cash flows and financing arrangements were materially adversely impacted by the COVID-19 pandemic, and, accordingly, we concluded at the time that our liquidity and capital may not be sufficient to finance our continued operations for at least the next 12 months. Although during the first two quarters of Fiscal Year 2021, economic conditions significantly improved, COVID-19 restrictions were reduced, and we continued to take substantial actions to improve our liquidity and financial performance, we maintained this conclusion due to remaining risks and uncertainties relating to the future impacts of COVID-19 (see our quarterly reports for the first and second quarters of Fiscal Year 2021). However, as discussed below we have now concluded that substantial doubt about the Company’s ability to continue as a going concern within one year after the date of issuance of the financial statements has been alleviated.

In response to the impacts of COVID-19, we immediately took actions to improve our liquidity, capital resources and financial flexibility by restructuring our debt effective September 30, 2020, with an extended maturity and revised covenants (see Note 10 to our consolidated financial statements included in our 2020 Annual Report). Since the debt restructuring, the Company has been in compliance with all debt covenants, made all scheduled principal repayments including a \$25.0 million voluntary repayment on August 27, 2021, and effectively converted \$78.2 million of debt to equity. Our primary sources of liquidity and capital resources are cash generated from operating activities and availability under our ABL Facility, which has a maturity of May 8, 2023. As of October 30, 2021, we had \$17.5 million in cash and \$35.6 million of total availability under our ABL Facility, we exceeded the \$15.0 million liquidity covenant by \$46.2 million, and our projections indicate continued compliance with the liquidity and other covenants. Additionally, we have filed our federal income tax return for Fiscal Year 2020 and expect to receive a refund in excess of \$25.0 million, however, the timing and amount of such refund is not known with certainty at this time.

We also took significant actions to reduce expenses and maximize cash on hand. We closed certain stores and successfully renegotiated terms on the majority of the remaining store fleet. We reduced the volume of inventory purchases and the number and frequency of new product floorsets which resulted in overhead, marketing, and shipping and handling cost savings. We also reduced capital spend in the business to focus on critical maintenance and strategic technical investments. As a result of these actions and improved economic conditions, the Company’s operating results, cash flows and liquidity continue to improve.

Therefore, considering the improved general economic conditions, and our improved operating results, cash flows, liquidity (including Cash, Debt and Equity), and projections into the foreseeable future, we have concluded that substantial doubt about the Company's ability to continue as a going concern within one year after the date of issuance of the financial statements has been alleviated. In accordance with FASB standards, this conclusion will be re-evaluated each quarter. If COVID-19 impacts should worsen and cause us to materially miss our projections, the Company would take additional actions to maintain its liquidity position and preserve cash flow, including but not limited to further cost reductions, payment term renegotiations, and flexing sales to the Direct channel if needed to compensate any impact on stores.

Cost of Goods Sold

Cost of goods sold ("COGS") consist of all costs of sold merchandise (net of purchase discounts and vendor allowances). These costs include:

- Direct costs of purchased merchandise;
- Adjustments to the carrying value of inventory related to realizability and shrinkage; and
- Inbound freight to our distribution center.

Our COGS and Gross margin may not be comparable to other entities. Some entities, like us, exclude costs related to shipping products to their customers, as well as costs of their distribution network, buying function, store occupancy costs and depreciation and amortization expenses from COGS and include them in Selling, general and administrative expenses, whereas other entities include these costs in their COGS.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist of:

- Payroll and payroll-related expenses;
- Store Occupancy expenses related to stores, distribution center and our headquarters location, including utilities;
- Depreciation of property and equipment and amortization of intangibles;
- Advertising expenses: print, digital and social media advertising and catalog production and distribution;
- Information technology and communication costs;
- Freight associated with shipping products to customers;
- Insurance costs; and
- Consulting and professional fees.

Out-of-Period Item

During the second quarter of Fiscal Year 2021, the Company recorded an adjustment to correct prior period overstatements of inventory and understatements of COGS totaling \$1.5 million (\$1.1 million after taxes). The errors were primarily caused by an overstatement of inventory transferred from certain locations. Management evaluated the impacts of the out-of-period adjustment to correct the errors for the thirty-nine weeks ended October 30, 2021 and for prior periods, both individually and in the aggregate, and concluded that the adjustment was not material to the Company's consolidated annual or interim financial statements for all impacted periods. The adjustment had no impact on the thirteen weeks ended October 30, 2021.

Recently Issued Accounting Pronouncements

In December 2019, the FASB issued ASU 2019-12, "Income Taxes (Topic 740) – Simplifying the Accounting for Income Taxes". The pronouncement is effective for a public company's annual reporting periods beginning after December 15, 2020, and interim periods within those annual periods. As an emerging growth company, the Company has elected to adopt the pronouncement following the effective date for private companies beginning with annual reporting periods beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. The Company is currently evaluating the impact that this standard will have on the condensed consolidated financial statements. The Company plans to adopt the pronouncement during the fiscal year ending January 28, 2023.

In March 2020, the FASB issued ASU No. 2020-04, "Reference Rate Reform", which provides temporary optional guidance to companies impacted by the transition away from the London Interbank Offered Rate ("LIBOR"). The guidance provides certain expedients and exceptions to applying GAAP in order to lessen the potential accounting burden when contracts, hedging relationships, and other transactions that reference LIBOR as a benchmark rate are modified. The guidance is currently effective and may be applied

prospectively at any point through December 31, 2022. The Company is assessing what impact this guidance will have on the Company's condensed consolidated financial statements.

3. Revenues

Disaggregation of Revenue

Net sales consists primarily of revenues, net of merchandise returns and discounts, generated from the sale of apparel and accessory merchandise through retail stores ("Retail") and through its website and catalog orders ("Direct"). Net sales also include shipping and handling fees collected from customers and royalty revenues and marketing reimbursements related to our private label credit card agreement. Retail revenue is recognized at the time of sale and Direct revenue is recognized upon shipment of merchandise to the customer. The following table presents disaggregated revenues by source (in thousands):

	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 30, 2021	October 31, 2020	October 30, 2021	October 31, 2020
Retail	\$ 83,629	\$ 42,991	\$ 223,973	\$ 104,388
Direct	68,102	74,233	216,080	196,441
Net revenues	<u>\$ 151,731</u>	<u>\$ 117,224</u>	<u>\$ 440,053</u>	<u>\$ 300,829</u>

Contract Liabilities

The Company recognizes a contract liability when it has received consideration from the customer and has a future obligation to the customer. Total contract liabilities consisted of the following (in thousands):

	October 30, 2021	January 30, 2021
Contract liabilities:		
Signing bonus	\$ 259	\$ 365
Unredeemed gift cards	5,280	6,818
Total contract liabilities (1)	<u>\$ 5,539</u>	<u>\$ 7,183</u>

(1) The short-term portion of the signing bonus is included in Accrued expenses and other current liabilities on the Company's condensed consolidated balance sheets. The long-term portion of the signing bonus is included in Other long-term liabilities on the Company's condensed consolidated balance sheets.

For the thirteen and thirty-nine weeks ended October 30, 2021, the Company recognized approximately \$1.9 million and \$6.9 million, respectively, of revenue related to gift card redemptions and breakage. For the thirteen and thirty-nine weeks ended October 31, 2020, the Company recognized approximately \$1.7 million and \$5.7 million, respectively, of revenue related to gift card redemptions and breakage. Revenue recognized consists of gift cards that were part of the unredeemed gift card balance at the beginning of the period as well as gift cards that were issued and earned during the period.

Performance Obligations

The Company has a remaining performance obligation of \$0.3 million for a signing bonus related to the private label credit card agreement that is being amortized to revenue evenly through the third quarter of fiscal year ending January 27, 2024.

Unredeemed gift cards also require a performance obligation for revenue to be recognized, but substantially all gift cards are redeemed in the first year of issuance.

Practical Expedients and Policy Elections

The Company excludes from its transaction price all amounts collected from customers for sales taxes that are remitted to taxing authorities.

Shipping and handling activities that occur after control of related goods transfers to the customer are accounted for as fulfillment activities rather than assessing these activities as performance obligations.

The Company does not disclose remaining performance obligations that have an expected duration of one year or less.

4. Asset Impairments

Long-lived Asset Impairments

The Company did not record any impairments on long-lived assets during the thirty-nine weeks ended October 30, 2021.

In the first quarter of Fiscal Year 2020, the Company reduced the net carrying value of certain long-lived assets to their estimated fair value, which was determined using a discounted cash flows method. These impairment charges arose from the material adverse effect COVID-19 had on our results of operations, particularly with our store fleet. The Company incurred impairment charges of \$6.7 million on leasehold improvements and \$20.8 million on the right-of-use asset. During the second quarter of Fiscal Year 2020, the Company recorded a \$1.3 million non-cash gain on the operating leases liabilities due to its decision to close certain retail stores. Approximately \$0.9 million of the benefit related to leases that were included in the impairment on right-of-use assets recorded in the first quarter of Fiscal Year 2020; therefore, the benefit was recorded as a reduction of the previously recorded impairment. See Note 12 for additional information.

Goodwill and Other Intangible Asset Impairments

In the first quarter of Fiscal Year 2020, the Company temporarily closed its retail locations due to COVID-19, which had a material adverse effect on our results of operations, financial position and liquidity and led to a significant decline in our net sales for the first half of Fiscal Year 2020. The Company incurred impairment charges of \$17.9 million on goodwill, \$4.0 million on trade name and \$2.6 million on customer relationships during the thirteen and thirty-nine weeks ended October 31, 2020. All stores were open during the thirty-nine weeks ended October 30, 2021 and the Company did not record any impairments on goodwill or other intangible assets for this period.

The Company performed the impairment tests in the first quarter of Fiscal Year 2020 using the income approach (or discounted cash flows method) for goodwill, the relief-from-royalty method for indefinite-lived intangible assets and a recoverability analysis for definite-lived intangible assets. Key assumptions included future revenue growth and profitability trends over a period of 5-10 years with a terminal value, a discount rate based on an estimated weighted average cost of capital within a range of 23.5% to 34.0% and royalty rates within a range of 1% to 4%. These assumptions are classified as Level 3 inputs.

The following table displays a rollforward of the carrying amount of goodwill from February 1, 2020 to October 30, 2021 (in thousands):

Goodwill at February 1, 2020	\$	77,597
Impairment losses (first quarter)		(17,900)
Balance, January 30, 2021		59,697
Impairment losses		—
Balance, October 30, 2021	\$	59,697

The accumulated goodwill impairment losses as of October 30, 2021 are \$137.3 million.

A summary of intangible assets as of October 30, 2021 and January 30, 2021 is as follows (in thousands):

		October 30, 2021			
	Weighted Average Useful Life (Years)	Gross	Accumulated Amortization	Accumulated Impairment	Carrying Amount
Indefinite-lived:					
Trade name	N/A	\$ 58,100	\$ —	\$ 24,100	\$ 34,000
Definite-lived:					
Customer relationships	13.2	134,200	82,803	2,620	48,777
Total intangible assets		\$ 192,300	\$ 82,803	\$ 26,720	\$ 82,777

		January 30, 2021			
	Weighted Average Useful Life (Years)	Gross	Accumulated Amortization	Accumulated Impairment	Carrying Amount
Indefinite-lived:					
Trade name	N/A	\$ 58,100	\$ —	\$ 24,100	\$ 34,000
Definite-lived:					
Customer relationships	13.2	134,200	76,604	2,620	54,976
Total intangible assets		\$ 192,300	\$ 76,604	\$ 26,720	\$ 88,976

Total amortization expense for these amortizable intangible assets was \$2.1 million and \$2.3 million for the thirteen weeks ended October 30, 2021 and October 31, 2020, respectively, and \$6.2 million and \$7.0 million for the thirty-nine weeks ended October 30, 2021 and October 31, 2020, respectively.

The estimated amortization expense for each of the next five years and thereafter is as follows (in thousands):

Fiscal Year	Estimated Amortization Expense
2021	\$ 1,377
2022	7,585
2023	6,990
2024	5,407
2025	4,705
Thereafter	22,713
Total	<u>\$ 48,777</u>

5. Debt

The components of the Company's outstanding long-term debt were as follows (in thousands):

	Carrying Value of Debt	
	October 30, 2021	January 30, 2021
Term Loan (principal of \$4,963 and \$5,007, respectively)	\$ 4,944	\$ 4,904
Priming Loan (principal of \$203,403 and \$229,773, respectively)	198,826	223,296
Subordinated Facility (principal and paid-in kind interest of \$17,077 and \$15,666, respectively)	4,908	3,311
Less: Current portion	(6,999)	(2,799)
Net long-term debt	<u>\$ 201,679</u>	<u>\$ 228,712</u>

Term Loan

The Company is party to a term loan credit agreement, dated as of May 8, 2015, by and among Jill Holdings, Inc. (as successor to Jill Holdings LLC), Jill Acquisition LLC, a wholly owned subsidiary of us, and the various lenders party thereto, as amended on May 27, 2016 by Amendment No. 1 thereto, as further amended by Amendment No. 2 thereto (the "Term Loan").

Priming Loan

The Company is party to a senior secured priming term loan facility, dated August 31, 2020 (the "Priming Loan" and, the lenders thereunder, the "Priming Lenders"). On August 30, 2021, the Company made a scheduled principal paydown of \$25.0 million.

In accordance with the Priming Term Loan Credit Agreement, dated as of September 30, 2020 by and among the Company and Priming Lenders (the "Priming Credit Agreement"), the Company issued to the Priming Lenders 656,717 shares, as adjusted for the Company's 1-for-5 stock split that occurred during the fourth quarter of Fiscal Year 2020, of the Company's Common Stock (the "Equity Consideration"). On May 31, 2021, the Company had the choice (the "May 31, 2021 Option") to either (i) repay \$4.9 million in aggregate principal amount of the loans under the Priming Credit Agreement, together with accrued and unpaid interest thereon or (ii) issue additional shares of Common Stock to the Priming Lenders in an amount equal to the greater of (I) 9.79% of the fully diluted shares of Common Stock as of October 1, 2020 less 656,717 shares and (II) a number of shares of Common Stock with an aggregate

value of \$0.5 million at the time of such issuance; provided, that the Priming Lenders shall not receive on such date shares of Common Stock having a value greater than \$4.75 million (based on the volume-weighted average stock price of the preceding five trading days) at the time of such issuance. The May 31, 2021 Option was considered an embedded derivative within the Priming Loan that was required to be adjusted to fair value each period while it was outstanding, with the adjustment being recorded in income. On May 31, 2021, and within the terms of the Priming Loan, the Company chose to issue 272,097 additional shares of Common Stock to the Priming Lenders with a value of approximately \$5.2 million (based on the value of those shares as of close on that date).

The Company's obligations under the Priming Credit Agreement are secured by substantially all of the real and personal property of the Company and certain of its subsidiaries, subject to certain customary exceptions. The Priming Credit Agreement includes customary negative covenants, including covenants limiting the ability of the Company to, among other things, incur additional indebtedness, create liens on assets, make investments, loans or advances, engage in mergers, consolidations, sales of assets and purchases, pay dividends and distributions, enter into transactions with affiliates, and make payments in respect of junior indebtedness. The Priming Credit Agreement also has certain financial covenants, including (1) a minimum liquidity covenant that generally requires minimum liquidity on a weekly basis of \$15.0 million, (2) a first lien net leverage ratio that requires compliance beginning in the fourth quarter of Fiscal Year 2021 with a net leverage ratio of 5:1, which reduces over time, and (3) limits on capital expenditures of \$20.0 million annually. As of October 30, 2021, the Company was in compliance with all covenants.

Subordinated Facility

On September 30, 2020, in accordance with the TSA, the Company entered into a subordinated facility, with the Subordinated Lenders (as defined below), that provides for a secured term loan facility in an aggregate principal amount equal to \$15.0 million with an additional incremental capacity subject to certain customary conditions (the "Subordinated Facility").

The Subordinated Lenders are a group of related parties that includes certain affiliates of TowerBrook and our Chairman of the board of directors.

In accordance with the Subordinated Facility, the Company issued penny warrants to the Subordinated Lenders. See Note 8 for additional information regarding the warrants.

Asset-Based Revolving Credit Agreement

The Company is party to a secured \$40.0 million asset-based revolving credit facility agreement (the "ABL Facility") with a maturity date of May 8, 2023.

During the second quarter of Fiscal Year 2021, the Company paid down the outstanding short-term borrowings under the ABL Facility. The Company had short-term borrowings of \$11.1 million under the Company's ABL Facility as of January 30, 2021. The Company's available borrowing capacity under the ABL Facility as of October 30, 2021 and January 30, 2021 was \$35.6 million and \$23.8 million, respectively. As of October 30, 2021 and January 30, 2021, there were outstanding letters of credit of \$4.4 million and \$2.9 million, respectively, which reduced the availability under the ABL Facility. As of October 30, 2021, the maximum commitment for letters of credit was \$10.0 million.

6. Fair Value Measurements

Certain assets and liabilities are carried at fair value in accordance with GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

Valuation techniques used to measure fair value require the Company to maximize the use of observable inputs and minimize the use of unobservable inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Financial assets and liabilities carried at fair value are to be classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Observable inputs, other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices for similar assets or liabilities in markets that are not active; or other inputs other than quoted prices that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities, including interest rates and yield curves, and market corroborated inputs.

- Level 3 - Unobservable inputs for the assets or liabilities that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. These are valued based on management's estimates and assumptions that market participants would use in pricing the asset or liabilities.

The following table presents the carrying value and fair value hierarchy for debt as of October 30, 2021 (in thousands):

	Carrying Value	Fair Value		
		Level 1	Level 2	Level 3
Financial instruments not carried at fair value:				
Total debt	\$ 208,678	\$ —	\$ 210,177	\$ —
Total financial instruments not carried at fair value	\$ 208,678	\$ —	\$ 210,177	\$ —

The following table presents the carrying value and fair value hierarchy for financial assets and liabilities measured at fair value on a recurring basis as of January 30, 2021 and for debt which is not carried at fair value (in thousands). Effective May 31, 2021, the warrants and derivative liabilities were transferred to equity and are no longer measured at fair value on a recurring basis (see Note 8 for additional information):

	Carrying Value	Fair Value		
		Level 1	Level 2	Level 3
Recurring fair value measurements:				
Warrants	\$ 15,997	\$ —	\$ 15,997	\$ —
Derivative liability	2,436	—	2,436	—
Total recurring fair value measurements	\$ 18,433	\$ —	\$ 18,433	\$ —
Financial instruments not carried at fair value:				
Total debt	\$ 231,511	\$ —	\$ 220,010	\$ —
Total financial instruments not carried at fair value	\$ 231,511	\$ —	\$ 220,010	\$ —

The Company determines the fair value of its financial assets and liabilities using the following methodologies:

- Warrants - The fair value is determined based on a pricing model that uses share prices from actively quoted stock markets that are readily accessible and observable.
- Derivative Liability - The fair value is determined using an option pricing model with a Monte Carlo simulation. Key assumptions include the Company's stock price, 90.6% volatility, 0.01% risk-free rate and 0.0% dividend yield.
- Debt - These debt instruments include the Term Loan, Priming Loan and Subordinated Facility. The debt instruments are recorded at cost, net of debt issuance costs and any related discount. The fair value of the debt instruments is obtained based on observable market prices quoted on public exchanges for similar instruments.

The methodology used by the Company to determine the fair value of its financial assets and liabilities at October 30, 2021, is the same as that used at January 30, 2021.

The Company believes that the carrying amounts of its other financial instruments, including cash, accounts receivable, accounts payable and any amounts drawn on its revolving credit facilities, consisting primarily of instruments without extended maturities, based on management's estimates, approximates their fair value due to the short-term maturities of these instruments.

Assets and Liabilities with Recurring Fair Value Measurements - Certain assets and liabilities may be measured at fair value on an ongoing basis. We did not elect to apply the fair value option for recording financial assets and financial liabilities. Other than the warrants, derivative liability and total debt, we do not have any assets or liabilities which we measure at fair value on a recurring basis.

Assets and Liabilities with Nonrecurring Fair Value Measurements - Certain assets and liabilities are not measured at fair value on an ongoing basis. These assets and liabilities, which include long-lived assets, goodwill, and intangible assets, are subject to fair value adjustment in certain circumstances. From time to time, the fair value is determined on these assets as part of related impairment tests. Other than impairment accounting adjustments, no adjustments to fair value or fair value measurements were required for non-financial assets and liabilities for all periods presented. See Note 4, *Assets Impairments*, for additional information.

7. Income Taxes

The Company recorded an income tax provision of \$2.6 million for the thirteen weeks ended October 30, 2021 and an income tax benefit of \$7.3 million during the thirteen weeks ended October 31, 2020. The Company recorded an income tax provision of \$8.4 million for the thirty-nine weeks ended October 30, 2021 and an income tax benefit of \$38.5 million for the thirty-nine weeks ended October 31, 2020.

The effective tax rate for the thirteen and thirty-nine weeks ended October 30, 2021 differs from the federal statutory rate of 21% primarily due to the nondeductible fair value adjustment of the warrants and the Priming Loan embedded derivative, the impact of executive compensation limitations and the impact of state and local income taxes. The effective tax rate for the thirteen and thirty-nine weeks ended October 31, 2020 differs from the federal statutory rate of 21% primarily due to the impact on the effective tax rate from goodwill impairment, which has no associated tax benefit, which was partially offset by a benefit from the CARES Act as well as the impact of state income taxes.

8. Net Income (Loss) Per Share

The following table summarizes the computation of basic and diluted net income (loss) per common share ("EPS") (in thousands, except share and per share data):

	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 30, 2021	October 31, 2020	October 30, 2021	October 31, 2020
Numerator				
Net income (loss) attributable to common shareholders	\$ 11,238	\$ (23,159)	\$ (31,718)	\$ (112,462)
Denominator				
Weighted average number of common shares outstanding	9,987,435	9,177,350	9,849,700	9,004,321
Assumed exercise of warrants	3,810,695	—	2,121,705	—
Weighted average common shares, basic	13,798,130	9,177,350	11,971,405	9,004,321
Dilutive effect of stock options and restricted shares	376,088	—	—	—
Weighted average common shares, diluted	14,174,218	9,177,350	11,971,405	9,004,321
Net income (loss) per common share, basic	\$ 0.81	\$ (2.52)	\$ (2.65)	\$ (12.49)
Net income (loss) per common share, diluted	\$ 0.79	\$ (2.52)	\$ (2.65)	\$ (12.49)

Equity compensation awards are excluded from the diluted earnings per share calculation when their inclusion would have an antidilutive effect such as when the Company has a net loss for the reporting period, or if the assumed proceeds per share of the award is in excess of the related fiscal period's average price of the Company's common stock. Accordingly, 210,204 and 702,278 shares for the thirteen and thirty-nine weeks ended October 31, 2021, respectively, were excluded from the diluted earnings per share calculation because their inclusion would be antidilutive. Also, there were 416,363 and 476,541 shares for the thirteen and thirty-nine weeks ended October 30, 2020, respectively, that were excluded from the diluted calculation.

Warrants

On May 31, 2021, and within the terms of the Priming Loan, the Company chose to issue 272,097 additional shares of Common Stock to the Priming Lenders with a value of approximately \$5.2 million based upon the preceding 5-day volume weighted average share price rather than repay \$4.9 million of principal. As a result of this choice and because of the antidilution provision under the warrant agreement, the penny warrants became exercisable into 3,820,748 shares of common stock for an aggregate exercise price of \$186,000. Through May 31, 2021, the Company recognized approximately \$39.0 million and \$59.8 million of non-cash charges recorded within Fair value adjustments – derivative and Fair value adjustments – warrants, respectively, in the condensed consolidated statements of operations and comprehensive income during the thirteen and twenty-six weeks ended July 31, 2021, respectively. Effective May 31, 2021, the remaining derivative and warrants liabilities totaling \$78.2 million were reclassified to Additional paid-in capital because from that date they can only be settled by exercise of the warrants into common stock (i.e., cash is no longer a settlement option).

Effective May 31, 2021 the warrants issued to the Subordinated Facility holders have been included in the denominator for basic and diluted EPS calculations as the exercise of the warrants is near certain because the exercise price is non substantive in relation to the fair value of the common shares to be issued upon exercise.

9. Equity-Based Compensation

Equity-based compensation expense was \$0.8 million and \$1.9 million for the thirteen and thirty-nine weeks ended October 30, 2021, respectively, and \$0.3 million and \$1.6 million for the thirteen and thirty-nine weeks ended October 31, 2020, respectively,

10. Related Party Transactions

On September 30, 2020, the Company entered into the Subordinated Facility, with a group of lenders that includes certain affiliates of TowerBrook and our Chairman of the board of directors. In accordance with the Subordinated Facility, the Company issued penny warrants to the Subordinated Lenders. For the thirteen weeks ended October 30, 2021 the Company incurred \$0.6 million of Interest expense, net – related party associated with the Subordinated Facility in the condensed consolidated statements of operations and comprehensive income. For the thirty-nine weeks ended October 30, 2021 the Company incurred \$1.6 million and \$57.0 million, respectively, of Interest expense, net – related party and Fair value adjustment of warrants – related party associated with the Subordinated Facility in the condensed consolidated statements of operations and comprehensive income.

For the thirteen and thirty-nine weeks ended October 31, 2020, the Company incurred an immaterial amount of other related party transactions.

11. Commitments and Contingencies

Legal Proceedings

The Company is subject to various legal proceedings that arise in the ordinary course of business. Although the outcome of such proceedings cannot be predicted with certainty, management does not believe that the Company is presently party to any legal proceedings the resolution of which management believes would have a material adverse effect on the Company's business, financial condition, operating results or cash flows. The Company establishes reserves for specific legal matters when the Company determines that the likelihood of an unfavorable outcome is probable, and the loss is reasonably estimable.

12. Operating Leases

During the thirty-nine weeks ended October 30, 2021, the Company recorded non-cash gains of \$0.8 million associated with exiting store leases earlier than expected and non-cash gains of \$0.4 million related to favorable lease renegotiations. During the thirteen weeks ended October 30, 2021, the Company recorded non-cash gains of \$0.4 million associated with favorable lease negotiations and \$0.1 million related to exiting store leases earlier than expected.

During the first quarter of Fiscal Year 2020, the Company reduced the net carrying value of right-of-use assets to their estimated fair value, which was determined using a discounted cash flows method. These impairment charges arose from the material adverse effect that COVID-19 had on our results of operations, particularly with our store fleet. The Company recognized non-cash impairment charges of \$6.7 million on leasehold improvements and non-cash impairment charges associated with right-of-use assets of \$20.8 million during the first quarter of Fiscal Year 2020. During the second quarter of Fiscal Year 2020, the Company recorded a \$1.3 million non-cash gain on the operating lease liability due to its decision to close certain retail stores. Approximately \$0.9 million of the benefit related to leases that were included in the impairment on right-of-use assets recorded in the first quarter of Fiscal Year 2020; therefore, the benefit was recorded as a reduction of the previously recorded impairment. Approximately \$0.4 million of the benefit related to the adjustment to the right-of-use asset and operating lease liability of leases not previously impaired and was recorded in Selling, General and Administrative expenses.

The Company did not incur any impairment charges on its right-of-use assets during the thirty-nine weeks ended October 30, 2021.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with our condensed consolidated financial statements and related notes thereto included elsewhere in this quarterly report on Form 10-Q (the "Quarterly Report"). The following discussion contains forward-looking statements that reflect our plans, estimates and assumptions. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause such differences are discussed in the sections of this Quarterly Report titled "Risk Factors" and "Special Note Regarding Forward-Looking Statements".

We operate on a 52- or 53-week fiscal year that ends on the Saturday that is closest to January 31. Each fiscal year generally is comprised of four 13-week fiscal quarters, although in the years with 53 weeks, the fourth quarter represents a 14-week period. The Fiscal Year 2021 and fiscal year ended January 30, 2021 ("Fiscal Year 2020") are both comprised of 52 weeks.

Overview

J.Jill is a premier omnichannel retailer and nationally recognized women's apparel brand committed to delighting customers with great wear-now product. The brand represents an easy, thoughtful and inspired style that reflects the confidence of remarkable women who live life with joy, passion and purpose. J.Jill offers a guiding customer experience through 260 stores nationwide and a robust ecommerce platform. J.Jill is headquartered outside Boston.

The COVID-19 pandemic began to affect our business in the first quarter of Fiscal Year 2020. Our stores were temporarily closed beginning in mid-March 2020 and through portions of the second quarter of Fiscal Year 2020. Changes in customer behavior as a result of the pandemic toward in-store shopping had a material adverse effect on our operations, cash flows and liquidity. In response to the impacts of COVID-19, we immediately took actions to improve our liquidity and financial flexibility by restructuring our debt with an extended maturity (see Note 10 to the consolidated financial statements included in our 2020 Annual Report). We also took actions to reduce expenses, to maximize cash on hand, and we continue to closely manage working capital (primarily inventory levels) and capital expenditures.

During Fiscal Year 2021, we have achieved significant improvements in sales growth and gross margin expansion due to the general improvements in the economy and our focus on driving full price sales as customer traffic trends improved.

- Net sales for the current quarter increased by 29.4% versus the third quarter of Fiscal Year 2020 ("YOY"),
- Gross margins improved 10% to 68.9% YOY and gross profit increased 51.5% YOY,
- SG&A expenses as a percentage of sales decreased by 22.2 percentage points to 56.4% from 78.6% YOY,
- Operating cash flows increased to \$25.6 million in the current quarter versus a negative \$3.0 million in the prior year third quarter, and
- At October 30, 2021 versus our fiscal year end January 30, 2021, Cash increased \$13.0 million, Debt decreased by \$34.0 million, and Shareholders' deficit improved by \$48.0 million.

As discussed in Note 2 to the condensed consolidated financial statements included in this Form 10-Q, we have now concluded that substantial doubt about the Company's ability to continue as a going concern within one year after the date of issuance of the financial statements has been alleviated.

Factors Affecting Our Operating Results

Various factors are expected to continue to affect our results of operations going forward, including the following:

Overall Economic Trends. Consumer purchases of clothing and other merchandise generally decline during recessionary periods and other periods when disposable income is adversely affected, and consequently our results of operations may be affected by general economic conditions. For example, reduced consumer confidence, lower availability and higher cost of consumer credit may reduce demand for our merchandise and may limit our ability to increase or sustain prices. The growth rate of the market could be affected by macroeconomic conditions in the United States.

Consumer Preferences and Fashion Trends. Our ability to maintain our appeal to existing customers and attract new customers depends on our ability to anticipate fashion trends. During periods in which we have successfully anticipated fashion trends, we have generally had more favorable results.

Competition. The retail industry is highly competitive and retailers compete based on a variety of factors, including design, quality, price and customer service. Levels of competition and the ability of our competitors to more accurately predict fashion trends and otherwise attract customers through competitive pricing or other factors may impact our results of operations.

Our Strategic Initiatives. The ongoing implementation of strategic initiatives will continue to have an impact on our results of operations. These initiatives include our ecommerce platform and our initiative to upgrade and enhance our information systems. Although initiatives of this nature are designed to create growth in our business and continuing improvement in our operating results, the timing of expenditures related to these initiatives, as well as the achievement of returns on our investments, may affect our results of operations in future periods.

Pricing and Changes in Our Merchandise Mix. Our product offering changes from period to period, as do the prices at which goods are sold and the margins we are able to earn from the sales of those goods. The levels at which we are able to price our merchandise are influenced by a variety of factors, including the quality of our products, cost of production, prices at which our competitors are selling similar products and the willingness of our customers to pay for products.

Potential Changes in Tax Laws and/or Regulations. Changes in tax laws in any of the multiple jurisdictions in which we operate, or adverse outcomes from tax audits that we may be subject to in any of the jurisdictions in which we operate, could adversely affect our business, financial condition and operating results. Additionally, any potential changes with respect to tax and trade policies, tariffs and government regulations affecting trade between the U.S. and other countries could adversely affect our business, as we source the majority of our merchandise from manufacturers located outside of the U.S.

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of financial and operating metrics, including GAAP and non-GAAP measures, including the following:

Net sales consist primarily of revenues, net of merchandise returns and discounts, generated from the sale of apparel and accessory merchandise through our Retail channel and Direct channel. Net sales also include shipping and handling fees collected from customers and royalty revenues and marketing reimbursements related to our private label credit card agreement. Revenue from our Retail channel is recognized at the time of sale and revenue from our Direct channel is recognized upon shipment of merchandise to the customer.

Net sales are impacted by the size of our active customer base, product assortment and availability, marketing and promotional activities and the spending habits of our customers. Net sales are also impacted by the migration of single-channel customers to omnichannel customers who, on average, spend nearly three times more than single-channel customers.

Total company comparable sales include net sales from our full-price stores that have been open for more than 52 weeks and from our Direct channel. This measure highlights the performance of existing stores open during the period, while excluding the impact of new store openings and closures. When a store in the total company comparable store base is temporarily closed for four or more days within a fiscal week, the store is excluded from the comparable store base; if it is temporarily closed for three or fewer days within a fiscal week, the store is included within the comparable store base. Certain of our competitors and other retailers may calculate total company comparable sales differently than we do. As a result, the reporting of our total company comparable sales may not be comparable to sales data made available by other companies.

Number of stores reflects all stores open at the end of a reporting period. In connection with opening new stores, we incur pre-opening costs. Pre-opening costs include expenses incurred prior to opening a new store and primarily consist of payroll, travel, training, marketing, initial opening supplies and costs of transporting initial inventory and fixtures to retail stores, as well as occupancy costs incurred from the time of possession of a store site to the opening of that store. These pre-opening costs are included in selling, general and administrative expenses and are generally incurred and expensed within 30 days of opening a new store.

Gross profit is equal to our net sales less costs of goods sold. Gross profit as a percentage of our net sales is referred to as gross margin.

Costs of goods sold (“COGS”) includes the direct costs of sold merchandise, inventory shrinkage, and adjustments and reserves for excess, aged and obsolete inventory. We review our inventory levels on an ongoing basis to identify slow-moving merchandise and use product markdowns to liquidate these products. Changes in the assortment of our products may also impact our gross profit. The timing and level of markdowns are driven by customer acceptance of our merchandise. The Company’s COGS, and consequently gross profit, may not be comparable to those of other retailers, as inclusion of certain costs vary across the industry.

The primary drivers of the costs of goods sold are raw materials, which fluctuate based on certain factors beyond our control, including labor conditions, transportation or freight costs, energy prices, currency fluctuations and commodity prices. We place orders with merchandise suppliers in United States dollars and, as a result, are not exposed to significant foreign currency exchange risk.

Selling, general and administrative expenses include all operating costs not included in costs of goods sold. These expenses include all payroll and related expenses, occupancy costs, information systems costs and other operating expenses related to our stores

and to our operations at our headquarters, including utilities, depreciation and amortization. These expenses also include marketing expense, including catalog production and mailing costs, warehousing, distribution and shipping costs, customer service operations, consulting and software services, professional services and other administrative costs.

Our historical revenue growth has been accompanied by increased selling, general and administrative expenses. The most significant increases were in occupancy costs associated with retail store expansion, and in marketing and payroll investments.

Adjusted EBITDA and Adjusted EBITDA Margin. Adjusted EBITDA represents net income (loss) plus net interest expense, provision (benefit) for income taxes, depreciation and amortization, equity-based compensation expense, goodwill and indefinite-lived intangible assets impairment, write-off of property and equipment and other non-recurring expenses, primarily consisting of outside legal and professional fees associated with certain non-recurring transactions and events. We present Adjusted EBITDA on a consolidated basis because management uses it as a supplemental measure in assessing our operating performance, and we believe that it is helpful to investors, securities analysts and other interested parties as a measure of our comparative operating performance from period to period. We also use Adjusted EBITDA as one of the primary methods for planning and forecasting overall expected performance of our business and for evaluating on a quarterly and annual basis actual results against such expectations. Further, we recognize Adjusted EBITDA as a commonly used measure in determining business value and as such, use it internally to report results. Adjusted EBITDA margin represents, for any period, Adjusted EBITDA as a percentage of net sales.

While we believe that Adjusted EBITDA is useful in evaluating our business, Adjusted EBITDA is a non-GAAP financial measure that has limitations as an analytical tool. Adjusted EBITDA should not be considered an alternative to, or substitute for, net income (loss), which is calculated in accordance with GAAP. In addition, other companies, including companies in our industry, may calculate Adjusted EBITDA differently or not at all, which reduces the usefulness of Adjusted EBITDA as a tool for comparison. We recommend that you review the reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable GAAP financial measure, and the calculation of the resultant Adjusted EBITDA margin below and not rely solely on Adjusted EBITDA or any single financial measure to evaluate our business.

Reconciliation of Net Income (Loss) to Adjusted EBITDA and Calculation of Adjusted EBITDA Margin

The following table provides a reconciliation of net income (loss) to Adjusted EBITDA and the calculation of Adjusted EBITDA margin for the periods presented.

(in thousands)	For the Thirteen Weeks Ended		For the Thirty-Nine Weeks Ended	
	October 30, 2021	October 31, 2020	October 30, 2021	October 31, 2020
Statements of Operations Data:				
Net income (loss)	\$ 11,238	\$ (23,159)	\$ (31,718)	\$ (112,462)
Fair value adjustment of derivative	—	1,628	2,775	1,628
Fair value adjustment of warrants - related party (a)	—	—	56,984	—
Interest expense, net	4,567	4,753	13,130	13,640
Interest expense, net - related party	607	—	1,597	—
Income tax provision (benefit)	2,592	(7,313)	8,430	(38,464)
Depreciation and amortization	7,227	8,359	22,098	25,672
Equity-based compensation expense (b)	789	323	1,881	1,614
Write-off of property and equipment (c)	171	120	887	376
Impairment of goodwill and intangible assets	—	—	—	24,520
Adjustment for exited retail stores (d)	(471)	(556)	(1,181)	(958)
Impairment of long-lived assets (e)	—	906	—	27,493
Transaction costs (f)	—	12,912	—	20,636
Other non-recurring items (g)	240	410	1,708	2,393
Adjusted EBITDA	\$ 26,960	\$ (1,617)	\$ 76,591	\$ (33,912)
Net sales	\$ 151,731	\$ 117,224	\$ 440,053	\$ 300,829
Adjusted EBITDA margin	17.8%	(1.4)%	17.4%	(11.3)%

- (a) The fair value adjustment of warrants increased due to the increase in J.Jill's stock price since January 30, 2021.
- (b) Represents expenses associated with equity incentive instruments granted to our management and board of directors. Incentive instruments are accounted for as equity-classified awards with the related compensation expense recognized based on fair value at the date of the grant.
- (c) Represents net gain or loss on the disposal of fixed assets.
- (d) Represents non-cash gains associated with exiting store leases earlier than anticipated.
- (e) Represents impairment of long-lived assets related to the right-of-use assets and leasehold improvements.
- (f) Represents items management believes are not indicative of ongoing operating performance. For the thirteen and thirty-nine weeks ended October 31, 2020, these expenses are primarily composed of legal and advisory costs.
- (g) Represents items management believes are not indicative of ongoing operating performance, including professional fees, retention expenses and costs related to the COVID-19 pandemic.

Items Affecting Comparability of Financial Results

COVID-19 impact. Our first and second quarter of Fiscal Year 2020 financial results were significantly impacted by COVID-19 as our stores were temporarily closed beginning in mid-March 2020 through most of the second quarter of Fiscal Year 2020 in efforts to stop the spread of the virus. Although the stores were temporarily closed and the Company lost revenues as a result, we continued to incur certain expenses, such as payroll and rent; therefore, ratios and other items may not be comparable to our third quarter of Fiscal Year 2021 financial results.

Impairment losses. Our Fiscal Year 2020 year to date results include impairment charges of \$52.0 million for long-lived assets (operating lease right-of-use asset and leasehold improvements), goodwill and intangible assets. See Note 4, *Asset Impairments*, in Item 1, *Financial Statements*, for additional information on these impairment losses.

Fair value adjustments. Fair value adjustments consist of the mark-to-market of warrants and derivative liabilities related to the debt restructuring consummated on September 30, 2020. These fair value adjustments were due to the increase in J.Jill's stock price from January 30, 2021 through May 31, 2021. Effective May 31, 2021, these liabilities were reclassified to equity because from that date they can only be settled by exercise of the warrants into common stock. Our Fiscal Year 2021 results include fair value adjustments totaling \$(59.8) million for the thirty-nine week period ended October 30, 2021 and no fair value adjustments for the thirteen week period ended October 30, 2021. Our Fiscal Year 2020 results include fair value adjustments totaling \$1.6 million for both the thirteen week and the thirty-nine week periods ended October 31, 2020. See Note 8, *Net Loss per Share*, in Item 1, *Financial Statements*, for additional information on these fair value adjustments.

Results of Operations

Thirteen weeks ended October 30, 2021 Compared to Thirteen weeks ended October 31, 2020

The following table summarizes our consolidated results of operations for the periods indicated:

(in thousands)	For the Thirteen Weeks Ended				Change from the Thirteen Weeks Ended October 31, 2020 to the Thirteen Weeks Ended October 30, 2021	
	October 30, 2021		October 31, 2020		\$ Change	% Change
	Dollars	% of Net Sales	Dollars	% of Net Sales		
Net sales	\$ 151,731	100.0%	\$ 117,224	100.0%	\$ 34,507	29.4%
Costs of goods sold	47,196	31.1%	48,225	41.1%	(1,029)	(2.1)%
Gross profit	104,535	68.9%	68,999	58.9%	35,536	51.5%
Selling, general and administrative expenses	85,531	56.4%	92,184	78.6%	(6,653)	(7.2)%
Impairment of long-lived assets	—	—	906	0.8%	(906)	100.0%
Operating income (loss)	19,004	12.5%	(24,091)	(20.6)%	43,095	(178.9)%
Fair value adjustment of derivative	—	—	1,628	1.4%	(1,628)	(100.0)%
Interest expense, net	4,567	3.0%	4,753	4.1%	(186)	(3.9)%
Interest expense, net - related party	607	0.4%	—	—	607	100.0%
Income (loss) before provision (benefit) for income taxes	13,830	9.1%	(30,472)	(26.0)%	44,302	(145.4)%
Income tax provision (benefit)	2,592	1.7%	(7,313)	(6.2)%	9,905	(135.4)%
Net income (loss)	\$ 11,238	7.4%	\$ (23,159)	(19.8)%	\$ 34,397	(148.5)%

Net Sales

Net sales for the thirteen weeks ended October 30, 2021 increased \$34.5 million, or 29.4%, to \$151.7 million from \$117.2 million for the thirteen weeks ended October 31, 2020. The increase in net sales was due to total company comparable sales of 42.2%. Net sales benefited from strong full-price sales and lower levels of promotions as compared to the third quarter of Fiscal Year 2020; however, the increase was primarily driven by the continued recovery of sales in the stores which reopened near the end of the second quarter of Fiscal Year 2020. Our stores were temporarily closed during the first and second quarters of Fiscal Year 2020 as a response to the COVID-19 pandemic. All stores were open during the third quarter of Fiscal Year 2021.

Our Retail channel contributed 55.1% of our net sales in the thirteen weeks ended October 30, 2021 and 36.7% in the thirteen weeks ended October 31, 2020. Our Direct channel contributed 44.9% of our net sales in the thirteen weeks ended October 30, 2021 and 63.3% in the thirteen weeks ended October 31, 2020. We operated 260 and 276 retail stores at the end of these same periods, respectively.

Gross Profit and Costs of Goods Sold

Gross profit for the thirteen weeks ended October 30, 2021 increased \$35.5 million, or 51.5%, to \$104.5 million from \$69.0 million for the thirteen weeks ended October 31, 2020. The gross margin for the thirteen weeks ended October 30, 2021 was 68.9% compared to 58.9% for the thirteen weeks ended October 31, 2020. The gross margin for the thirteen weeks ended October 30, 2021 benefited from better full price selling and a lower level of promotional discounts, while the gross margin for the thirteen weeks ended October 31, 2020 was negatively impacted by added promotions, markdowns and liquidation actions to stimulate customer demand, particularly after the temporary closure of our stores.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the thirteen weeks ended October 30, 2021 decreased \$6.7 million, or 7.2%, to \$85.5 million from \$92.2 million for the thirteen weeks ended October 31, 2020. The decrease is driven by a \$13.9 million decrease in professional services expenses, a \$1.5 million decrease in cancelled projects expense, a \$1.1 million decrease in depreciation and amortization expense, and a \$0.7 million decrease in occupancy expense, partially offset by a \$5.5 million increase in compensation and benefits expenses, a \$3.2 million increase in marketing expense, a \$0.5 million increase in stock based compensation expense and a \$0.3 million increase in shipping expense. Professional services expenses were higher in the prior year due to costs associated with the debt restructuring agreement which was executed in the third quarter of Fiscal Year 2020. The decrease in occupancy costs is due to decreased rental expense from closing sixteen stores since November 1, 2020 and favorable lease renegotiations. The increase in compensation and benefits was primarily due to a \$1.2 million increase in hourly and part-time wages which was driven by an increase in store operating hours compared to last year, a \$3.7 million increase in incentive expenses, a \$0.4 million increase in salaries and a \$0.2 million increase in other benefits. The increase in marketing costs was primarily due to a \$1.4 million increase in catalog costs and a \$1.4 million increase in digital media expenses.

As a percentage of net sales, selling, general and administrative expenses were 56.4% for the thirteen weeks ended October 30, 2021 compared to 78.6% for the thirteen weeks ended October 31, 2020.

Fair Value Adjustments

Fair value adjustments consist of the mark-to-market of derivative liabilities related to the debt restructuring consummated on September 30, 2020.

Interest Expense, Net

Interest expense, net, consists of interest expense on the Term Loan, Priming Loan, Subordinated Facility and ABL Facility, partially offset by interest earned on cash. Interest expense, net was \$5.2 million and \$4.8 million for the thirteen weeks ended October 30, 2021 and October 31, 2020, respectively.

Income Tax Provision (Benefit)

The income tax provision was \$2.6 million for the thirteen weeks ended October 30, 2021 compared to a benefit for income taxes of \$7.3 million for the thirteen weeks ended October 31, 2020, while our effective tax rates for the same periods were 18.8% and 24.0%, respectively. The effective tax rate during the thirteen weeks ended October 30, 2021 differs from the federal statutory rate of 21.0% due primarily to the impacts of executive compensation limitations and valuation allowance adjustments related to state and local income taxes. The effective tax rate during the thirteen weeks ended October 31, 2020 was impacted by a benefit from the CARES Act, which was partially offset by the nondeductible goodwill impairment charge.

Thirty-nine weeks ended October 30, 2021 Compared to Thirty-nine weeks ended October 31, 2020

The following table summarizes our consolidated results of operations for the periods indicated:

(in thousands)	For the Thirty-Nine Weeks Ended				Change from the Thirty-Nine Weeks Ended October 31, 2020 to the Thirty-Nine Weeks Ended October 30, 2021	
	October 30, 2021		October 31, 2020		\$ Change	% Change
	Dollars	% of Net Sales	Dollars	% of Net Sales		
Net sales	\$ 440,053	100.0%	\$ 300,829	100.0%	\$ 139,224	46.3%
Costs of goods sold	138,339	31.4%	126,645	42.1%	11,694	9.2%
Gross profit	301,714	68.6%	174,184	57.9%	127,530	73.2%
Selling, general and administrative expenses	250,516	56.9%	257,829	85.7%	(7,313)	(2.8)%
Impairment of long-lived assets	—	—	27,493	9.1%	(27,493)	(100.0)%
Impairment of goodwill	—	—	17,900	6.0%	(17,900)	(100.0)%
Impairment of indefinite-lived intangible assets	—	—	6,620	2.2%	(6,620)	(100.0)%
Operating income (loss)	51,198	11.7%	(135,658)	(45.1)%	186,856	(137.7)%
Fair value adjustment of derivative	2,775	0.6%	1,628	0.5%	1,147	70.5%
Fair value adjustment of warrants - related party	56,984	12.9%	—	—	56,984	100.0%
Interest expense, net	13,130	3.0%	13,640	4.5%	(510)	(3.7)%
Interest expense, net - related party	1,597	0.4%	—	—	1,597	100.0%
Loss before provision (benefit) for income taxes	(23,288)	(5.3)%	(150,926)	(50.2)%	127,638	(84.6)%
Income tax provision (benefit)	8,430	1.9%	(38,464)	(12.8)%	46,894	(121.9)%
Net loss	\$ (31,718)	(7.2)%	\$ (112,462)	(37.4)%	\$ 80,744	(71.8)%

Net Sales

Net sales for the thirty-nine weeks ended October 30, 2021 increased \$139.2 million, or 46.3%, to \$440.1 million from \$300.8 million for the thirty-nine weeks ended October 31, 2020. The increase in net sales was due to total company comparable sales of 24.9%. Net sales benefited from strong full-price sales and lower levels of promotions as compared to the first thirty-nine weeks of Fiscal Year 2020; however, the increase was primarily driven by the reopening of our stores near the end of the second quarter of Fiscal Year 2020. Our stores were temporarily closed during the first and second quarter of Fiscal Year 2020 as a response to the COVID-19 pandemic. All stores were open during the first thirty-nine weeks of Fiscal Year 2021.

Our Retail channel contributed 50.9% of our net sales in the thirty-nine weeks ended October 30, 2021 and 34.7% in the thirty-nine weeks ended October 31, 2020. Our Direct channel contributed 49.1% of our net sales in the thirty-nine weeks ended October 30, 2021 and 65.3% in the thirty-nine weeks ended October 31, 2020. We operated 260 and 276 retail stores at the end of these same periods, respectively.

Gross Profit and Costs of Goods Sold

Gross profit for the thirty-nine weeks ended October 30, 2021 increased \$127.5 million, or 73.2%, to \$301.7 million from \$174.2 million for the thirty-nine weeks ended October 31, 2020. The gross margin for the thirty-nine weeks ended October 30, 2021 was 68.6% compared to 57.9% for the thirty-nine weeks ended October 31, 2020. The gross margin for the thirty-nine weeks ended October 30, 2021 benefited from better full price selling and a lower level of promotional discounts, while the gross margin for the thirty-nine weeks ended October 31, 2020 was negatively impacted by added promotions, markdowns and liquidation actions to stimulate customer demand, particularly after the temporary closure of our stores.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the thirty-nine weeks ended October 30, 2021 decreased \$7.3 million, or 2.8%, to \$250.5 million from \$257.8 million for the thirty-nine weeks ended October 31, 2020. The decrease is driven by a \$21.9 million decrease in professional services expenses, a \$3.6 million decrease in depreciation and amortization, a \$4.3 million decrease in occupancy expense, partially offset by a \$17.4 million increase in compensation and benefits, a \$2.4 million increase in marketing expense, a \$1.8 million increase in credit card fees, and a \$2.0 million increase in shipping costs. Professional services expenses were higher during the thirty-nine weeks ended October 31, 2020 due to costs associated with the debt restructuring agreement which was

executed in the third quarter of Fiscal Year 2020. The decrease in occupancy costs is due to decreased rental expense from closing sixteen stores since November 1, 2020 and favorable lease renegotiations. The increase in compensation and benefits was primarily due to a \$7.4 million increase in hourly and part-time wages as the stores were open in Fiscal Year 2021, a \$10.8 million increase in incentive expenses and a \$1.5 million increase in benefits expense offset by a \$3.0 million decrease in salaries expense. The increase in marketing costs was primarily due to a \$3.0 million increase in digital media and retargeting expenses, partially offset by a \$0.7 million decrease in catalog costs.

As a percentage of net sales, selling, general and administrative expenses were 56.9% for the thirty-nine weeks ended October 30, 2021 compared to 85.7% for the thirty-nine weeks ended October 31, 2020.

Fair Value Adjustments

Fair value adjustments consist of the mark-to-market of derivative liabilities related to the debt restructuring consummated on September 30, 2020.

Interest Expense, Net

Interest expense, net, consists of interest expense on the Term Loan, Priming Loan, Subordinated Facility and ABL Facility, partially offset by interest earned on cash. Interest expense, net for the thirty-nine weeks ended October 30, 2021 increased \$0.6 million, or 3.7%, to \$13.1 million from \$13.6 million for the thirty-nine weeks ended October 31, 2020.

Income Tax Provision (Benefit)

The income tax provision was \$8.4 million for the thirty-nine weeks ended October 30, 2021 compared to a benefit for income taxes of \$38.5 million for the thirty-nine weeks ended October 31, 2020, while our effective tax rates for the same periods were (36.1)% and 25.5%, respectively. The effective tax rate during the thirty-nine weeks ended October 30, 2021 is a negative rate due to the nondeductible fair value adjustments of the warrants and embedded derivative, as well the impact of executive compensation limitations and state and local income taxes. The effective tax rate during the thirty-nine weeks ended October 31, 2020 was impacted by a benefit from the CARES Act, which was partially offset by the nondeductible goodwill impairment charge.

Liquidity and Capital Resources

General

In response to the material adverse effect that the COVID-19 global pandemic had on our operations during Fiscal Year 2020, we improved our financial flexibility by restructuring our existing debt, issuing additional debt, reducing our expenses and maximizing cash receipts from our direct-to-consumer business channel. During Fiscal Year 2021, we have achieved significant improvements in sales growth and gross margin expansion due to the general improvements in the economy and our focus on driving full price sales as customer traffic trends improved. Though COVID-19 remains present in the United States and around the world, our current projections show that we will have sufficient liquidity in the foreseeable future, even when incorporating downside risk factors. Therefore, we have now concluded that substantial doubt about the Company's ability to continue as a going concern within one year after the date of issuance of the financial statements has been alleviated.

Our primary sources of liquidity and capital resources are cash generated from operating activities and availability under our ABL Facility, which has a maturity of May 8, 2023 so long as certain conditions related to the maturity of the term loan are met. As of October 30, 2021, we had \$17.5 million in cash and \$35.6 million of total availability under our ABL Facility. Our primary requirements for liquidity and capital are working capital and general corporate needs, including merchandise inventories, marketing, including catalog production and distribution, payroll, store occupancy costs and capital expenditures associated with opening new stores, remodeling existing stores and upgrading information systems.

Also, we have filed our federal income tax return for Fiscal Year 2020 and expect to receive a refund in excess of \$25.0 million, however, the timing and amount of such refund is not known with certainty at this time. The tax refund amount benefited from the provisions under the CARES Act enacted in March 2020 most significantly from the provision that allows for net operating losses in Fiscal Year 2020 to be carried back to earlier tax years with higher tax rates than the current year.

The Priming Credit Agreement includes customary negative covenants, including covenants limiting the ability of the Company to, among other things, incur additional indebtedness, create liens on assets, make investments, loans or advances, engage in mergers, consolidations, sales of assets and purchases, pay dividends and distributions, enter into transactions with affiliates, and make payments in respect of junior indebtedness. The Priming Credit Agreement also has certain financial covenants (see Note 5 to the condensed consolidated financial statements included in this Form 10-Q). The Company is in compliance with all covenants.

Under the Priming Credit Agreement, the Company has certain payment obligations during Fiscal Year 2021. On May 31, 2021, the Company had the choice to either (i) repay \$4.9 million in aggregate principal amount of the loans under the Priming Credit Agreement, together with accrued and unpaid interest thereon or (ii) issue additional shares of Common Stock to the Priming Lenders in an amount equal to the greater of (I) 9.79% of the fully diluted shares of Common Stock as of October 1, 2020 less 656,717 shares and (II) a number of shares of Common Stock with an aggregate value of \$0.5 million at the time of such issuance; provided, that the Priming Lenders shall not receive on such date shares of Common Stock having a value greater than \$4.75 million (based on the volume-weighted average stock price of the preceding five trading days) at the time of such issuance. On May 31, 2021, the Company issued 272,097 shares to the Priming Lenders, with a value of approximately \$5.2 million (based on the value of those shares as of close on that date), rather than repaying the \$4.9 million since the minimum liquidity covenant would have increased to \$25.0 million from \$15.0 million if the Company had chosen to repay the \$4.9 million of principal. In addition, the Priming Credit Agreement provides for a principal paydown of at least \$25.0 million by August 30, 2021. The principal payment of \$25.0 million, which was generated by operating cash flows, was made on August 27, 2021, avoiding additional PIK interest and fees.

Cash Flow Analysis

The following table shows our cash flows information for the periods presented:

(in thousands)	For the Thirty-Nine Weeks Ended	
	October 30, 2021	October 31, 2020
Net cash provided by (used in) operating activities	\$ 53,423	\$ (20,364)
Net cash used in investing activities	(2,488)	(3,037)
Net cash (used in) provided by financing activities	(37,869)	11,071

Net Cash provided by (used in) Operating Activities

Net cash provided by operating activities increased by \$73.8 million dollars as compared to the prior year primarily due to cash generated from operating income as compared to cash being used by an operating loss during the prior year. The higher cash generated by operating income was partially offset by the return to more normalized vendor payment terms during the quarter as well as the repayments of vendor liabilities that had been extended, including rents that were deferred during Fiscal Year 2020 by landlords due to the pandemic.

Net cash provided by operating activities during the thirty-nine weeks ended October 30, 2021 was \$53.4 million. Key elements of cash provided by operating activities were (i) net loss of \$31.4 million, (ii) adjustments to reconcile net income to net cash provided by operating activities of \$86.1 million, primarily driven by the noncash change in fair value of warrants, depreciation and amortization, deferred income taxes and noncash interest expense, partially offset by deferred rent incentives and adjustment for exited retail stores, and (iii) a use of cash from net operating assets and liabilities of \$0.9 million, primarily driven by higher payments of accounts payable, partially due to payments for merchandise inventory and rents for retail stores that were deferred into Fiscal Year 2021 from Fiscal Year 2020.

Net cash used in operating activities during the thirty-nine weeks ended October 31, 2020 was \$20.4 million. Key elements of cash provided by operating activities were (i) net loss of \$112.5 million, (ii) adjustments to reconcile net income to net cash provided by operating activities of \$67.3 million, primarily driven by impairment of goodwill and intangible assets, impairment of long-lived assets and depreciation and amortization, partially offset by deferred income taxes, and (iii) source of cash from net operating assets and liabilities of \$24.8 million, primarily driven by increases in accounts payable and accrued expenses partially offset by increase in prepaid expense and other current assets.

Net Cash used in Investing Activities

Net cash used in investing activities during the thirty-nine weeks ended October 30, 2021 was \$2.5 million, representing purchases of property and equipment. Purchases were lower during the thirty-nine weeks ended October 30, 2021 than the thirty-nine weeks ended October 31, 2020 due to our focus on conserving cash and there being no new store openings in Fiscal Year 2021.

Net cash used in investing activities during the thirty-nine weeks ended October 31, 2020 was \$3.0 million, representing purchases of property and equipment related investments in stores and information systems.

Net Cash (used in) provided by Financing Activities

Net cash used in financing activities declined \$49.0 million as compared to the prior year as net borrowings under the ABL Facility decreased due to the lessened impact of the COVID-19 pandemic.

Net cash used in financing activities during the thirty-nine weeks ended October 30, 2021 was \$37.9 million, which was driven by the \$25.0 million voluntary principal payment on the Priming Loan, which was made to avoid increased PIK interest and fees.

Net cash provided by financing activities during the thirty-nine weeks ended October 31, 2020 was \$11.1 million, which was driven primarily by increased borrowings under the ABL Facility.

Dividends

The payment of cash dividends in the future, if any, will be at the discretion of our board of directors and will depend upon such factors as earnings levels, capital requirements, restrictions imposed by applicable law, our overall financial condition, restrictions in our debt agreements and any other factors deemed relevant by our board of directors. As a holding company, our ability to pay dividends depends on our receipt of cash dividends from our operating subsidiaries, which may further restrict our ability to pay dividends as a result of restrictions on their ability to pay dividends to us, under our debt agreements and under future indebtedness that we or they may incur.

Credit Facilities

There were no short-term borrowings outstanding under the Company's ABL Facility as of October 30, 2021 and \$11.1 million of short-term borrowings outstanding as of January 30, 2021. At October 30, 2021 and January 30, 2021, the Company had outstanding letters of credit in the amounts of \$4.4 million and \$2.9 million, respectively, and had a maximum additional borrowing capacity of \$35.6 million and \$23.8 million, respectively.

Contractual Obligations

The Company's contractual obligations consist primarily of debt obligations, interest payments, operating leases and purchase orders for merchandise inventory. These contractual obligations impact the Company's short-term and long-term liquidity and capital resource needs.

Contingencies

We are subject to various legal proceedings that arise in the ordinary course of business. Although the outcome of such proceedings cannot be predicted with certainty, management does not believe that we are presently party to any legal proceedings the resolution of which management believes would have a material adverse effect on our business, financial condition, operating results or cash flows. We establish reserves for specific legal matters when we determine that the likelihood of an unfavorable outcome is probable and the loss is reasonably estimable.

Off-Balance Sheet Arrangements

We are not a party to any off-balance sheet arrangements.

Critical Accounting Policies and Significant Estimates

The most significant accounting estimates involve a high degree of judgment or complexity. Management believes the estimates and judgments most critical to the preparation of our condensed consolidated financial statements and to the understanding of our reported financial results include those made in connection with revenue recognition, including accounting for gift card breakage and estimated merchandise returns; estimating the value of inventory; impairment assessments for goodwill and other indefinite-lived intangible assets, and long-lived assets; and estimating equity-based compensation expense. Management evaluates its policies and assumptions on an ongoing basis.

Our significant accounting policies related to these accounts in the preparation of our condensed consolidated financial statements are described under the heading "Management Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Significant Estimates" in our 2020 Annual Report. As of the date of this filing, there were no significant changes to any of the critical accounting policies and estimates previously described in our 2020 Annual Report.

Recent Accounting Pronouncements

Refer to Note 2 to our unaudited condensed consolidated financial statements included in this Quarterly Report, for recently adopted accounting standards, including the dates of adoption and estimated effects on our results of operations, financial position or cash flows.

Special Note Regarding Forward-Looking Statements

This Quarterly Report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are generally identified by the use of forward-looking terminology, including the terms “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” “would” and, in each case, their negative or other various or comparable terminology. All statements other than statements of historical facts contained in this Quarterly Report, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, objectives of management and expected market growth are forward-looking statements.

These forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. All written and oral forward-looking statements made in connection with this Quarterly Report that are attributable to us or persons acting on our behalf are expressly qualified in their entirety by the Risk Factors set forth in our 2020 Annual Report and other cautionary statements included therein and herein.

These forward-looking statements reflect our views with respect to future events as of the date of this Quarterly Report and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the date of this Quarterly Report and, except as required by law, we undertake no obligation to update or review publicly any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this Quarterly Report. We anticipate that subsequent events and developments will cause our views to change. We qualify all of our forward-looking statements by these cautionary statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market Risk

There have been no material changes in our exposure to market risk during the third quarter of Fiscal Year 2021. For a discussion of the Company’s exposure to market risk, refer to Part II, Item 7A, “Quantitative and Qualitative Disclosures About Market Risk,” contained in the Company’s 2020 Annual Report.

Item 4. Controls and Procedures

The Company’s management, including its Chief Executive Officer and Chief Financial Officer, have conducted an evaluation of the effectiveness of disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended), as of the end of the period covered by this Quarterly Report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded as of October 30, 2021, that the disclosure controls and procedures are effective in ensuring that all material information required to be filed in this Quarterly Report has been recorded, processed, summarized and reported when required and the information is accumulated and communicated to the Company’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

There have not been any changes in the Company’s internal control over financial reporting that occurred during the third quarter of Fiscal Year 2021 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to various legal proceedings that arise in the ordinary course of business. Although the outcome of such proceedings cannot be predicted with certainty, management does not believe that we are presently party to any legal proceedings the resolution of which management believes would have a material adverse effect on our business, financial condition, operating results or cash flows. We establish reserves for specific legal matters when we determine that the likelihood of an unfavorable outcome is probable and the loss is reasonably estimable.

Item 1A. Risk Factors

Factors that could cause our actual results to differ materially from those in this report are described under the heading “Risk Factors” in our 2020 Annual Report. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition. As of the date of this Quarterly Report, there have been no material changes to the risk factors previously disclosed in our 2020 Annual Report. However, additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations and we may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibits listed on the Exhibit Index are filed or furnished as part of this Quarterly Report.

Exhibit Index

Exhibit Number	Description
3.1	<u>Certificate of Incorporation of J.Jill, Inc. (incorporated by reference from Exhibit 3.1 to the Company's Form 10-K, filed on April 28, 2017 (File No. 0001-38026))</u>
3.2	<u>Certificate of Amendment to the Certificate of Incorporation of J.Jill, Inc. (incorporated by reference from Exhibit 3.1 to the Company's Form 8-K, filed on November 9, 2020 (File No. 001-38026)).</u>
3.3	<u>Bylaws of J.Jill, Inc. (incorporated by reference from Exhibit 3.2 to the Company's 10-K, filed on April 28, 2017 (File No. 001-38026)).</u>
31.1*	<u>Certification of Principal Executive Officer required by Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of Principal Financial Officer required by Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1*	<u>Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2*	<u>Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
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)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibits 101)

* Furnished herewith.

SIGNATURES

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

J.Jill, Inc.

Date: December 14, 2021

By: /s/ Claire Spofford
Claire Spofford
Chief Executive Officer

Date: December 14, 2021

By: /s/ Mark Webb
Mark Webb
Executive Vice President, Chief Financial Officer/Chief Operating Officer

1. I have reviewed this Quarterly Report of J.Jill, Inc. (the “Company”) on Form 10-Q for the period ended October 30, 2021;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Securities Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

By: /s/ Claire Spofford
Claire Spofford
Chief Executive Officer

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark Webb, certify that:

1. I have reviewed this Quarterly Report of J.Jill, Inc. (the "Company") on Form 10-Q for the period ended October 30, 2021;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Securities Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 14, 2021

By: /s/ Mark Webb

Mark Webb
Executive Vice President, Chief Financial
Officer/Chief Operating Officer

Claire Spofford
Chief Executive Officer

