

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

FORM 10-Q

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

For the quarterly period ended August 2, 2014

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 1-31340

THE CATO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 56-0484485

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

8100 Denmark Road, Charlotte, North Carolina 28273-5975

(Address of principal executive offices) (Zip Code)

(704) 554-8510

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of August 2, 2014, there were 26,175,776 shares of Class A common stock and 1,743,525 shares of Class B common stock outstanding.

THE CATO CORPORATION

FORM 10-Q

Quarter Ended August 2, 2014

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PART I FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS**

THE CATO CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND
COMPREHENSIVE INCOME
(UNAUDITED)

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>August 2, 2014</u>	<u>August 3, 2013</u>	<u>August 2, 2014</u>	<u>August 3, 2013</u>
	(Dollars in thousands, except per share data)			
REVENUES				
Retail sales	\$ 243,775	\$ 229,378	\$ 526,238	\$ 496,559
Other revenue (principally finance charges, late fees and layaway charges)	<u>2,685</u>	<u>2,340</u>	<u>4,955</u>	<u>4,857</u>
Total revenues	<u>246,460</u>	<u>231,718</u>	<u>531,193</u>	<u>501,416</u>
COSTS AND EXPENSES, NET				
Cost of goods sold (exclusive of depreciation shown below)	149,039	144,950	313,403	301,851
Selling, general and administrative (exclusive of depreciation shown below)	68,332	58,965	135,819	118,354
Depreciation	5,424	5,436	10,875	10,885
Interest and other income	<u>(1,099)</u>	<u>(730)</u>	<u>(1,841)</u>	<u>(1,605)</u>
Cost and expenses, net	<u>221,696</u>	<u>208,621</u>	<u>458,256</u>	<u>429,485</u>
Income before income taxes	24,764	23,097	72,937	71,931
Income tax expense	9,113	8,322	27,279	26,317
Net income	<u>\$ 15,651</u>	<u>\$ 14,775</u>	<u>\$ 45,658</u>	<u>\$ 45,614</u>
Basic earnings per share	<u>\$ 0.56</u>	<u>\$ 0.51</u>	<u>\$ 1.61</u>	<u>\$ 1.56</u>
Diluted earnings per share	<u>\$ 0.56</u>	<u>\$ 0.51</u>	<u>\$ 1.61</u>	<u>\$ 1.56</u>
Dividends per share	<u>\$ 0.30</u>	<u>\$ 0.05</u>	<u>\$ 0.60</u>	<u>\$ 0.10</u>
Comprehensive income:				
Net income	\$ 15,651	\$ 14,775	\$ 45,658	\$ 45,614
Unrealized gain (loss) on available-for-sale securities, net of deferred income taxes of \$53 and \$21 for the three and six months ended August 2, 2014 and (\$273) and (\$206) for the three and six months ended August 3, 2013, respectively	<u>87</u>	<u>(453)</u>	<u>36</u>	<u>(342)</u>
Comprehensive income	<u>\$ 15,738</u>	<u>\$ 14,322</u>	<u>\$ 45,694</u>	<u>\$ 45,272</u>

See notes to condensed consolidated financial statements (unaudited).

THE CATO CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	<u>August 2, 2014</u>	<u>February 1, 2014</u>	<u>August 3, 2013</u>
ASSETS	(Dollars in thousands)		
Current Assets:			
Cash and cash equivalents	\$ 92,247	\$ 79,427	\$ 88,559
Short-term investments	158,198	161,128	157,326
Restricted cash and investments	4,692	4,701	4,807
Accounts receivable, net of allowance for doubtful accounts of \$1,735, \$1,743 and \$2,036 at August 2, 2014, February 1, 2014 and August 3, 2013, respectively	40,315	39,224	39,908
Merchandise inventories	116,026	150,861	111,206
Deferred income taxes	4,699	4,720	4,837
Prepaid expenses	7,271	6,687	10,997
Total Current Assets	<u>423,448</u>	<u>446,748</u>	<u>417,640</u>
Property and equipment – net	145,614	141,129	139,550
Noncurrent deferred income taxes	1,375	1,373	-
Other assets	9,674	7,668	10,223
Total Assets	<u>\$ 580,111</u>	<u>\$ 596,918</u>	<u>\$ 567,413</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities:			
Accounts payable	\$ 86,302	\$ 111,514	\$ 80,674
Accrued expenses	47,735	45,763	49,196
Accrued bonus and benefits	11,416	4,999	1,609
Accrued income taxes	23,481	14,855	22,523
Total Current Liabilities	<u>168,934</u>	<u>177,131</u>	<u>154,002</u>
Deferred income taxes	-	-	3,330
Other noncurrent liabilities (primarily deferred rent)	31,951	28,678	26,520
Commitments and contingencies:	-	-	-
Stockholders' Equity:			
Preferred stock, \$100 par value per share, 100,000 shares authorized, none issued	-	-	-
Class A common stock, \$.033 par value per share, 50,000,000 shares authorized; issued 26,175,776 shares, 27,498,216 shares and 27,510,139 shares at August 2, 2014, February 1, 2014 and August 3, 2013, respectively	873	917	917
Convertible Class B common stock, \$.033 par value per share, 15,000,000 shares authorized; issued 1,743,525 shares at August 2, 2014, February 1, 2014 and August 3, 2013, respectively	58	58	58
Additional paid-in capital	82,612	80,463	78,356
Retained earnings	294,869	308,893	303,751
Accumulated other comprehensive income	814	778	479
Total Stockholders' Equity	<u>379,226</u>	<u>391,109</u>	<u>383,561</u>
Total Liabilities and Stockholders' Equity	<u>\$ 580,111</u>	<u>\$ 596,918</u>	<u>\$ 567,413</u>

See notes to condensed consolidated financial statements (unaudited).

THE CATO CORPORATION

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)**

	Six Months Ended	
	August 2, 2014	August 3, 2013
(Dollars in thousands)		
Operating Activities:		
Net income	\$ 45,658	\$ 45,614
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	10,875	10,885
Provision for doubtful accounts	548	696
Amortization (purchase) of investment premiums	399	(1,442)
Share-based compensation	1,750	1,489
Excess tax benefits from share-based compensation	(119)	(28)
Loss on disposal and write-offs of property and equipment	178	268
Changes in operating assets and liabilities which provided (used) cash:		
Accounts receivable	(1,639)	(588)
Merchandise inventories	34,835	29,532
Prepaid and other assets	(2,569)	(3,419)
Accrued income taxes	8,745	8,259
Accounts payable, accrued expenses and other liabilities	(15,123)	(16,957)
Net cash provided by operating activities	83,538	74,309
Investing Activities:		
Expenditures for property and equipment	(13,967)	(10,606)
Purchase of short-term investments	(21,430)	(41,741)
Sales of short-term investments	23,997	42,774
Change in restricted cash and investments	8	1,192
Net cash used in investing activities	(11,392)	(8,381)
Financing Activities:		
Dividends paid	(17,127)	(2,939)
Repurchase of common stock	(42,615)	(5,780)
Proceeds from employee stock purchase plan	297	214
Excess tax benefits from share-based compensation	119	28
Proceeds from stock options exercised	-	39
Net cash used in financing activities	(59,326)	(8,438)
Net increase in cash and cash equivalents	12,820	57,490
Cash and cash equivalents at beginning of period	79,427	31,069
Cash and cash equivalents at end of period	\$ 92,247	\$ 88,559
Non-cash investing activity:		
Accrued plant and equipment	\$ (4,880)	\$ (5,893)

See notes to condensed consolidated financial statements (unaudited).

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

NOTE 1 - GENERAL:

The condensed consolidated financial statements have been prepared from the accounting records of The Cato Corporation and its wholly-owned subsidiaries (the "Company"), and all amounts shown as of and for the three and six month periods ended August 2, 2014 and August 3, 2013 are unaudited. In the opinion of management, all adjustments considered necessary for a fair statement have been included. All such adjustments are of a normal, recurring nature unless otherwise noted. The results of the interim period may not be indicative of the results expected for the entire year.

The interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto, included in the Company's Annual Report on Form 10-K/A for the fiscal year ended February 1, 2014. Amounts as of February 1, 2014 have been derived from the audited balance sheet, but do not include all disclosures required by accounting principles generally accepted in the United States of America.

During the fourth quarter of 2013, the Company discovered that it had improperly netted purchases and sales activity for investments within cash flows related to investing activities in prior periods. In addition, the Company had also improperly classified the premiums and amortization of premiums on those investments in cash flows related to investing activities when it should have been in cash flows related to operating activities. The Condensed Consolidated Statement of Cash Flows for the six months ended August 3, 2013 has been revised to correct the presentation of the amounts, which resulted in a decrease to Net cash provided by operating activities and a corresponding decrease to Net cash provided (used) in investing activities of \$1.4 million dollars. The revision is not deemed material to the prior period consolidated financial statements.

The decrease in Stockholders' Equity for the first six months ended August 2, 2014 compared to the fiscal year ended February 1, 2014 is primarily due to a stock repurchase of \$42.6 million and dividends paid of \$17.1 million, partially offset by net income of \$45.7million.

On August 28, 2014, the Board of Directors maintained the quarterly dividend at \$0.30 per share.

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

NOTE 2 - EARNINGS PER SHARE:

Accounting Standard Codification (“ASC”) 260 – *Earnings Per Share* requires dual presentation of basic and diluted Earnings Per Share (“EPS”) on the face of all income statements for all entities with complex capital structures. The Company has presented one basic EPS and one diluted EPS amount for all common shares in the accompanying Condensed Consolidated Statements of Income and Comprehensive Income. While the Company’s certificate of incorporation provides the right for the Board of Directors to declare dividends on Class A shares without declaration of commensurate dividends on Class B shares, the Company has historically paid the same dividends to both Class A and Class B shareholders and the Board of Directors has resolved to continue this practice. Accordingly, the Company’s allocation of income for purposes of the EPS computation is the same for Class A and Class B shares and the EPS amounts reported herein are applicable to both Class A and Class B shares.

Basic EPS is computed as net income less earnings allocated to non-vested equity awards divided by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock options and the Employee Stock Purchase Plan.

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>August 2, 2014</u>	<u>August 3, 2013</u>	<u>August 2, 2014</u>	<u>August 3, 2013</u>
	(Dollars in thousands)			
Numerator				
Net earnings	\$ 15,651	\$ 14,775	\$ 45,658	\$ 45,614
Earnings allocated to non-vested equity awards	<u>(323)</u>	<u>(251)</u>	<u>(860)</u>	<u>(733)</u>
Net earnings available to common stockholders	<u>\$ 15,328</u>	<u>\$ 14,524</u>	<u>\$ 44,798</u>	<u>\$ 44,881</u>
Denominator				
Basic weighted average common shares outstanding	27,357,829	28,736,214	27,846,611	28,784,425
Dilutive effect of stock options	<u>2,516</u>	<u>4,859</u>	<u>1,654</u>	<u>3,537</u>
Diluted weighted average common shares outstanding	<u>27,360,345</u>	<u>28,741,073</u>	<u>27,848,265</u>	<u>28,787,962</u>
Net income per common share				
Basic earnings per share (Class A and B Shares)	<u>\$ 0.56</u>	<u>\$ 0.51</u>	<u>\$ 1.61</u>	<u>\$ 1.56</u>
Diluted earnings per share (Class A and B Shares)	<u>\$ 0.56</u>	<u>\$ 0.51</u>	<u>\$ 1.61</u>	<u>\$ 1.56</u>

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

NOTE 3 – ACCUMULATED OTHER COMPREHENSIVE INCOME:

The following table sets forth information regarding the reclassification out of Accumulated other comprehensive income (in thousands) for the three months ended August 2, 2014:

	Changes in Accumulated Other Comprehensive Income (a)	
	Unrealized Gains and (Losses) on Available-for-Sale Securities	
Beginning Balance at May 3, 2014	\$	727
Other comprehensive income before reclassifications		213
Amounts reclassified from accumulated other comprehensive income (b)		<u>(126)</u>
Net current-period other comprehensive income		<u>87</u>
Ending Balance at August 2, 2014	<u>\$</u>	<u>814</u>

(a) All amounts are net-of-tax. Amounts in parentheses indicate a debit/reduction to Other Comprehensive Income.

(b) Includes \$202 impact of Accumulated other comprehensive income reclassifications into Interest and other income for net gains on available-for-sale securities. The tax impact of this reclassification was \$76.

The following table sets forth information regarding the reclassification out of Accumulated other comprehensive income (in thousands) for the first six months ended August 2, 2014:

	Changes in Accumulated Other Comprehensive Income (a)	
	Unrealized Gains and (Losses) on Available-for-Sale Securities	
Beginning Balance at February 1, 2014	\$	778
Other comprehensive income before reclassifications		181
Amounts reclassified from accumulated other comprehensive income (b)		<u>(145)</u>
Net current-period other comprehensive income		<u>36</u>
Ending Balance at August 2, 2014	<u>\$</u>	<u>814</u>

(a) All amounts are net-of-tax. Amounts in parentheses indicate a debit/reduction to Other Comprehensive Income.

(b) Includes \$232 impact of Accumulated other comprehensive income reclassifications into Interest and other income for net gains on available-for-sale securities. The tax impact of this reclassification was \$87.

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

The following table sets forth information regarding the reclassification out of Accumulated other comprehensive income (in thousands) for the three months ended August 3, 2013:

	Changes in Accumulated Other Comprehensive Income (a)	
	Unrealized Gains and (Losses) on Available-for-Sale Securities	
Beginning Balance at May 4, 2013	\$	932
Other comprehensive income before reclassifications		(436)
Amounts reclassified from accumulated other comprehensive income (b)		(17)
Net current-period other comprehensive income		(453)
Ending Balance at August 3, 2013	\$	479

(a) All amounts are net-of-tax. Amounts in parentheses indicate a debit/reduction to Other Comprehensive Income.

(b) Includes \$28 impact of Accumulated other comprehensive income reclassifications into Interest and other income for net gains on available-for-sale securities. The tax impact of this reclassification was \$11.

The following table sets forth information regarding the reclassification out of Accumulated other comprehensive income (in thousands) for the six months ended August 3, 2013:

	Changes in Accumulated Other Comprehensive Income (a)	
	Unrealized Gains and (Losses) on Available-for-Sale Securities	
Beginning Balance at February 2, 2013	\$	821
Other comprehensive income before reclassifications		(283)
Amounts reclassified from accumulated other comprehensive income (b)		(59)
Net current-period other comprehensive income		(342)
Ending Balance at August 3, 2013	\$	479

(a) All amounts are net-of-tax. Amounts in parentheses indicate a debit/reduction to Other Comprehensive Income.

(b) Includes \$94 impact of Accumulated other comprehensive income reclassifications into Interest and other income for net gains on available-for-sale securities. The tax impact of this reclassification was \$35.

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

NOTE 4 – FINANCING ARRANGEMENTS:

As of August 2, 2014, the Company had an unsecured revolving credit agreement to borrow \$35.0 million, less the value of revocable letters of credit discussed below. During 2013, the revolving credit agreement was amended and extended to August 2015. The credit agreement contains various financial covenants and limitations, including the maintenance of specific financial ratios with which the Company was in compliance as of August 2, 2014. There were no borrowings outstanding under this credit facility during the periods ended August 2, 2014, February 1, 2014 or August 3, 2013. The weighted average interest rate under the credit facility was zero at August 2, 2014 due to no borrowings during the year.

At August 2, 2014, February 1, 2014 and August 3, 2013, the Company had approximately \$0.3 million, \$0.4 million and \$0.6 million, respectively, of outstanding revocable letters of credit related to purchase commitments.

NOTE 5 – REPORTABLE SEGMENT INFORMATION:

The Company has determined that it has four operating segments, as defined under ASC 280-10, including Cato, It's Fashion, Versona Accessories and Credit. As outlined in ASC 280-10, the Company has two reportable segments: Retail and Credit. The Company has aggregated its retail operating segments based on the aggregation criteria outlined in ASC 280-10, which states that two or more operating segments may be aggregated into a single reportable segment if aggregation is consistent with the objective and basic principles of ASC 280-10, if the segments have similar economic characteristics, similar product, similar production processes, similar clients and similar methods of distribution.

The Company's retail operating segments have similar economic characteristics and similar operating, financial and competitive risks. They are similar in nature of product, as they all offer women's apparel, shoes and accessories. Merchandise inventory of the Company's operating segments is sourced from the same countries and some of the same vendors, using similar production processes. Customers of the Company's operating segments have similar characteristics. Merchandise for the Company's operating segments is distributed to retail stores in a similar manner through the Company's single distribution center and is subsequently distributed to customers in a similar manner, through its retail stores.

The Company operates its women's fashion specialty retail stores in 32 states as of August 2, 2014, principally in the southeastern United States. The Company offers its own credit card to its customers and all credit authorizations, payment processing and collection efforts are performed by a separate subsidiary of the Company.

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

NOTE 5 – REPORTABLE SEGMENT INFORMATION (CONTINUED):

The following schedule summarizes certain segment information (in thousands):

Three Months Ended				Six Months Ended			
August 2, 2014	Retail	Credit	Total	August 2, 2014	Retail	Credit	Total
Revenues	\$ 245,024	\$ 1,436	\$ 246,460	Revenues	\$ 528,281	\$ 2,912	\$ 531,193
Depreciation	5,412	12	5,424	Depreciation	10,850	25	10,875
Interest and other income	(1,099)	-	(1,099)	Interest and other income	(1,841)	-	(1,841)
Income before taxes	24,188	576	24,764	Income before taxes	71,879	1,058	72,937
Total assets	513,174	66,937	580,111	Total assets	513,174	66,937	580,111
Capital expenditures	9,851	-	9,851	Capital expenditures	13,967	-	13,967

Three Months Ended				Six Months Ended			
August 3, 2013	Retail	Credit	Total	August 3, 2013	Retail	Credit	Total
Revenues	\$ 230,163	\$ 1,555	\$ 231,718	Revenues	\$ 498,242	\$ 3,174	\$ 501,416
Depreciation	5,427	9	5,436	Depreciation	10,863	22	10,885
Interest and other income	(730)	-	(730)	Interest and other income	(1,605)	-	(1,605)
Income before taxes	22,474	623	23,097	Income before taxes	70,808	1,123	71,931
Total assets	501,281	66,132	567,413	Total assets	501,281	66,132	567,413
Capital expenditures	5,001	-	5,001	Capital expenditures	10,606	-	10,606

The Company evaluates segment performance based on income before taxes. The Company does not allocate certain corporate expenses or income taxes to the credit segment.

The following schedule summarizes the direct expenses of the credit segment which are reflected in selling, general and administrative expenses (in thousands):

	Three Months Ended		Six Months Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
Bad debt expense	\$ 240	\$ 314	\$ 548	\$ 696
Payroll	211	234	417	465
Postage	188	180	379	379
Other expenses	209	195	485	489
Total expenses	<u>\$ 848</u>	<u>\$ 923</u>	<u>\$ 1,829</u>	<u>\$ 2,029</u>

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

NOTE 6 – STOCK BASED COMPENSATION:

As of August 2, 2014, the Company had three long-term compensation plans pursuant to which stock-based compensation was outstanding or could be granted. The Company's 1987 Non-Qualified Stock Option Plan is for the granting of options to officers and key employees. As of May 1, 2013, there were no available stock options for grant under this plan. The 2013 Incentive Compensation Plan and 2004 Amended and Restated Incentive Compensation Plan are for the granting of various forms of equity-based awards, including restricted stock and stock options for grant, to officers, directors and key employees. Effective May 23, 2013, shares for grant were no longer available under the 2004 Amended and Restated Incentive Compensation Plan.

The following table presents the number of options and shares of restricted stock initially authorized and available for grant under each of the plans as of August 2, 2014:

	1987 Plan	2004 Plan	2013 Plan	Total
Options and/or restricted stock initially authorized	5,850,000	1,350,000	1,500,000	8,700,000
Options and/or restricted stock available for grant:				
February 1, 2014	-	-	1,488,902	1,488,902
August 2, 2014	-	-	1,277,890	1,277,890

In accordance with ASC 718, the fair value of current restricted stock awards is estimated on the date of grant based on the market price of the Company's stock and is amortized to compensation expense on a straight-line basis over the related vesting periods. As of August 2, 2014, February 1, 2014 and August 3, 2013, there was \$12,330,000, \$8,298,000 and \$9,922,000 of total unrecognized compensation expense related to nonvested restricted stock awards, which have a remaining weighted-average vesting period of 3.1 years, 2.6 years and 4.5 years, respectively. The total fair value of the shares recognized as compensation expense during the three and six months ended August 2, 2014 was \$1,183,000 and \$1,689,000, respectively, compared to \$1,018,000 and \$1,448,000, respectively, for the three and six months ended August 3, 2013. These expenses are classified as a component of Selling, general and administrative expenses in the Condensed Consolidated Statements of Income and Comprehensive Income.

The following summary shows the changes in the shares of restricted stock outstanding during the six months ended August 2, 2014:

	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Restricted stock awards at February 1, 2014	505,623	\$ 24.52
Granted	206,713	28.25
Vested	(108,155)	22.41
Forfeited or expired	(24,611)	25.75
Restricted stock awards at August 2, 2014	<u>579,570</u>	\$ 26.19

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

The Company's Employee Stock Purchase Plan allows eligible full-time employees to purchase a limited number of shares of the Company's Class A Common Stock during each semi-annual offering period at a 15% discount through payroll deductions. During the six months ended August 2, 2014 and August 3, 2013, the Company sold 12,748 and 10,418 shares to employees at an average discount of \$4.11 and \$3.62 per share, respectively, under the Employee Stock Purchase Plan. The compensation expense recognized for the 15% discount given under the Employee Stock Purchase Plan was approximately \$52,000 and \$38,000 for the six months ended August 2, 2014 and August 3, 2013, respectively. These expenses are classified as a component of Selling, general and administrative expenses.

NOTE 7 – FAIR VALUE MEASUREMENTS:

The following tables set forth information regarding the Company's financial assets that are measured at fair value (in thousands) as of August 2, 2014, February 1, 2014 and August 3, 2013:

Description	August 2, 2014	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets:				
State/Municipal Bonds	\$ 152,479	\$ -	\$ 152,479	\$ -
Corporate Bonds	6,452	-	6,452	-
Auction Rate Securities (ARS)	3,140	-	-	3,140
U.S. Treasury Notes	1,503	1,503	-	-
Cash Surrender Value of Life Insurance	3,812	-	-	3,812
Privately Managed Funds	324	-	-	324
Corporate Equities	606	606	-	-
Certificates of Deposit	100	100	-	-
Total Assets	\$ 168,416	\$ 2,209	\$ 158,931	\$ 7,276
Liabilities:				
Deferred Compensation	(4,132)	-	-	(4,132)
Total Liabilities	\$ (4,132)	\$ -	\$ -	\$ (4,132)

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

Description	February 1, 2014	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets:				
State/Municipal Bonds	\$ 159,074	\$ -	\$ 159,074	\$ -
Corporate Bonds	2,799	-	2,799	-
Auction Rate Securities (ARS)	3,140	-	-	3,140
U.S. Treasury Notes	3,405	3,405	-	-
Cash Surrender Value of Life Insurance	2,957	-	-	2,957
Privately Managed Funds	392	-	-	392
Corporate Equities	585	585	-	-
Certificates of Deposit	100	100	-	-
Total Assets	\$ 172,452	\$ 4,090	\$ 161,873	\$ 6,489
Liabilities:				
Deferred Compensation	(3,298)	-	-	(3,298)
Total Liabilities	\$ (3,298)	\$ -	\$ -	\$ (3,298)

Description	August 3, 2013	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Assets:				
State/Municipal Bonds	\$ 158,080	\$ -	\$ 158,080	\$ -
Corporate Bonds	-	-	-	-
Auction Rate Securities (ARS)	3,450	-	-	3,450
Variable Rate Demand Notes (VRDN)	-	-	-	-
U.S. Treasury Notes	1,504	1,504	-	-
Cash Surrender Value of Life Insurance	2,633	-	-	2,633
Privately Managed Funds	471	-	-	471
Corporate Equities	591	591	-	-
Certificates of Deposit	100	100	-	-
Total Assets	\$ 166,829	\$ 2,195	\$ 158,080	\$ 6,554
Liabilities:				
Deferred Compensation	(2,746)	-	-	(2,746)
Total Liabilities	\$ (2,746)	\$ -	\$ -	\$ (2,746)

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

The Company's investment portfolio was primarily invested in corporate bonds and tax-exempt and taxable governmental debt securities held in managed accounts with underlying ratings of Aa3 or better at August 2, 2014, February 1, 2014 and August 3, 2013. The state, municipal and corporate bonds have contractual maturities which range from one month to 12.3 years. The U.S. Treasury Notes and Certificates of Deposit have contractual maturities which range from one month to 1.1 years. These securities are classified as available-for-sale and are recorded as Short-term investments, Restricted cash and investments and Other assets on the accompanying Condensed Consolidated Balance Sheets. These assets are carried at fair value with unrealized gains and losses reported net of taxes in Accumulated other comprehensive income.

Additionally, at August 2, 2014, the Company had \$0.3 million of privately managed funds, \$0.6 million of corporate equities and a single auction rate security ("ARS") of \$3.1 million which continues to fail its auction, and deferred compensation plan assets of \$3.8 million. At February 1, 2014, the Company had \$0.4 million of privately managed funds, \$0.6 million of corporate equities, a single ARS of \$3.1 million and deferred compensation plan assets of \$3.0 million. At August 3, 2013, the Company had \$0.5 million of privately managed funds, \$0.6 million of corporate equities, a single ARS of \$3.5 million and deferred compensation plan assets of \$2.6 million. All of these assets are recorded within Other assets in the Condensed Consolidated Balance Sheets.

Level 1 category securities are measured at fair value using quoted active market prices. Level 2 investment securities include corporate and municipal bonds for which quoted prices may not be available on active exchanges for identical instruments. Their fair value is principally based on market values determined by management with assistance of a third party pricing service. Since quoted prices in active markets for identical assets are not available, these prices are determined by the pricing service using observable market information such as quotes from less active markets and/or quoted prices of securities with similar characteristics, among other factors.

The ARS of \$3,450,000 par value was issued by the Wake County, NC Industrial Facilities & Pollution Control Financing Authority. The security is an obligation of Duke Energy Progress and has a credit rating of Aa3. The Company has collected all interest payments when due since the security was purchased and continues to expect that it will receive all interest due on the security in full and on a timely basis in the future.

The Company's failed ARS is recorded at \$3,139,500, which approximates fair value using Level 3 inputs. Because there is no active market for this particular ARS, its fair value was analyzed through the use of a discounted cash flow analysis and observations from previous trades. The terms used in the analysis were based on management's estimate of the timing of future liquidity, which assumes that the security will be called or refinanced by the issuer or settled with a broker dealer prior to maturity. The discount rates used in the discounted cash flow analysis were based on market rates for similar liquid tax exempt securities with comparable ratings and maturities. Due to the uncertainty surrounding the timing of future liquidity, the Company also considered a liquidity/risk value reduction. In estimating the fair value of this ARS, the Company also considered recent trading activity, the financial condition and near-term prospects of the issuer, the probability that the Company will be unable to collect all amounts due according to the contractual terms of the security and whether the security has been downgraded by a rating agency. The Company's valuation is sensitive to market conditions and management's judgment and can change significantly based on the assumptions used.

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

The Company's privately managed funds consist of two types of funds. The privately managed funds cannot be redeemed at net asset value at a specific date without advance notice. As a result, the Company has classified the investments as Level 3.

Deferred compensation plan assets consist of life insurance policies. These life insurance policies are valued based on the cash surrender value of the insurance contract, which is determined based on such factors as the fair value of the underlying assets and discounted cash flow and are therefore classified within Level 3 of the valuation hierarchy. The Level 3 liability associated with the life insurance policies represents a deferred compensation obligation, the value of which is tracked via underlying insurance funds. These funds are designed to mirror existing mutual funds and money market funds that are observable and actively traded. Cash surrender values are provided by third parties and reviewed for reasonableness by the Company.

The following tables summarize the change in fair value of the Company's financial assets measured using Level 3 inputs as of August 2, 2014 and August 3, 2013 (in thousands):

**Fair Value Measurements Using Significant
Unobservable Asset Inputs (Level 3)**

	Available-For-Sale Debt Securities		Other Investments		Cash Surrender Value		Total
	ARS		Private Equity				
Beginning Balance at February 1, 2014	\$	3,140	\$	392	\$	2,957	\$ 6,489
Redemptions		-		(70)		-	(70)
Additions		-				753	753
Total gains or (losses) Included in interest and other income (or changes in net assets)		-		2		102	104
Included in other comprehensive income		-		-		-	-
Ending Balance at August 2, 2014	\$	<u>3,140</u>	\$	<u>324</u>	\$	<u>3,812</u>	\$ <u>7,276</u>

**Fair Value Measurements Using Significant
Unobservable Liability Inputs (Level 3)**

	Deferred Compensation		Total	
Beginning Balance at February 1, 2014	\$	(3,298)	\$	(3,298)
Additions		(672)		(672)
Total (gains) or losses Included in interest and other income (or changes in net assets)		(162)		(162)
Included in other comprehensive income		-		-
Ending Balance at August 2, 2014	\$	<u>(4,132)</u>	\$	<u>(4,132)</u>

**Fair Value Measurements Using Significant
Unobservable Asset Inputs (Level 3)**

	Available-For-Sale Debt Securities		Other Investments		Cash Surrender Value		Total
	ARS		Private Equity				
Beginning Balance at February 2, 2013	\$	3,450	\$	561	\$	2,051	\$ 6,062
Redemptions		-		(97)		-	(97)
Additions						494	494
Total gains or (losses) Included in interest and other income (or changes in net assets)		-		7		88	95

Included in other comprehensive income	-	-	-	-
Ending Balance at August 3, 2013	<u>\$ 3,450</u>	<u>\$ 471</u>	<u>\$ 2,633</u>	<u>\$ 6,554</u>

**Fair Value Measurements Using Significant
Unobservable Liability Inputs (Level 3)**

	<u>Deferred</u>		<u>Total</u>
	<u>Compensation</u>		
Beginning Balance at February 2, 2013	\$ (2,178)	\$	(2,178)
Additions	(425)		(425)
Total (gains) or losses Included in interest and other income (or changes in net assets)	(143)		(143)
Included in other comprehensive income	-		-
Ending Balance at August 3, 2013	<u>\$ (2,746)</u>	<u>\$</u>	<u>(2,746)</u>

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

Quantitative information regarding the significant unobservable inputs related to the ARS as of August 2, 2014, February 1, 2014 and August 3, 2013 were as follows:

As of August 2, 2014

Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	
\$3,140	Net present value of cash flows	Total Term	8.1 Years
		Yield	0.07%
		Comparative bond discount rate	0.16%

As of February 1, 2014

Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	
\$3,140	Net present value of cash flows	Total Term	8.66 Years
		Yield	0.07%
		Comparative bond discount rate	0.14%

As of August 3, 2013

Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	
\$3,450	Net present value of cash flows	Total Term	9.1 Years
		Yield	0.11%
		Comparative bond discount rate	0.19%

Significant increases or decreases in certain of the inputs could result in a lower fair value measurement. For example, a decrease in the yield, or an increase to the comparative bond discount rate, could result in a lower fair value.

NOTE 8 – RECENT ACCOUNTING PRONOUNCEMENTS:

In the first quarter of fiscal 2014, the Company adopted new accounting guidance which eliminates diversity in practice on the presentation of unrecognized tax benefits when a net operating loss, a similar tax loss, or tax credit carryforward exists at the reporting date. The new guidance had no impact on the Company's consolidated results of operations or cash flows.

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

In May 2014, new accounting guidance was issued that will supersede nearly all existing accounting guidance related to revenue recognition. The new guidance provides that an entity recognizes revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This update also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments, and assets recognized from costs incurred to obtain or fulfill a contract. The amendments are effective for the Company for all annual and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating adoption methods and the impact it will have on the consolidated financial statements.

THE CATO CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS AND SIX MONTHS ENDED AUGUST 2, 2014 AND AUGUST 3, 2013

THE CATO CORPORATION
ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING INFORMATION:

The following information should be read along with the unaudited Condensed Consolidated Financial Statements, including the accompanying Notes appearing in this report. Any of the following are “forward-looking” statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended: (1) statements in this Form 10-Q that reflect projections or expectations of our future financial or economic performance; (2) statements that are not historical information; (3) statements of our beliefs, intentions, plans and objectives for future operations, including those contained in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”; (4) statements relating to our operations or activities for fiscal 2014 and beyond, including, but not limited to, statements regarding expected amounts of capital expenditures and store openings, relocations, remodels and closures; and (5) statements relating to our future contingencies. When possible, we have attempted to identify forward-looking statements by using words such as “will,” “expects,” “anticipates,” “approximates,” “believes,” “estimates,” “hopes,” “intends,” “may,” “plans,” “should” and any variations or negative formations of such words and similar expressions. We can give no assurance that actual results or events will not differ materially from those expressed or implied in any such forward-looking statements. Forward-looking statements included in this report are based on information available to us as of the filing date of this report, but subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those contemplated by the forward-looking statements. Such factors include, but are not limited to, the following: any actual or perceived deterioration in, or uncertainties regarding, prevailing U.S. and global economic, political or financial market conditions; changes in other factors that drive consumer or corporate confidence and spending, including, but not limited to, levels of unemployment, fuel, energy and food costs, wage rates, tax rates, home values, consumer net worth and the availability of credit; uncertainties regarding the impact of any governmental responses to the foregoing conditions; competitive factors and pricing pressures; our ability to predict fashion trends; consumer apparel and accessory buying patterns; adverse weather or similar conditions that may affect our sales or operations; inventory risks due to shifts in market demand; and other factors discussed under “Risk Factors” in Part I, Item 1A of our annual report on Form 10-K/A for the fiscal year ended February 1, 2014 (“fiscal 2013”), as amended or supplemented, and in other reports we file with or furnish to the Securities and Exchange Commission (“SEC”) from time to time. We do not undertake, and expressly decline, any obligation to update any such forward-looking information contained in this report, whether as a result of new information, future events, or otherwise.

CRITICAL ACCOUNTING POLICIES:

The Company's accounting policies are more fully described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K/A for the fiscal year ended February 1, 2014. As disclosed in "Management's Discussion and Analysis of Financial Condition and Results of Operations," the preparation of the Company's financial statements in conformity with generally accepted accounting principles in the United States ("GAAP") requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements. The most significant accounting estimates inherent in the preparation of the Company's financial statements include the allowance for doubtful accounts receivable, reserves related to self-insured health insurance, workers' compensation, general and auto insurance liabilities, calculation of potential asset impairment, inventory shrinkage and uncertain tax positions.

The Company's critical accounting policies and estimates are discussed with the Audit Committee.

THE CATO CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

RESULTS OF OPERATIONS:

The following table sets forth, for the periods indicated, certain items in the Company's unaudited Condensed Consolidated Statements of Income and Comprehensive Income as a percentage of total retail sales:

	Three Months Ended		Six Months Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
Total retail sales	100.0 %	100.0 %	100.0 %	100.0 %
Other revenue	1.1	1.0	0.9	1.0
Total revenues	101.1	101.0	100.9	101.0
Cost of goods sold (exclusive of depreciation)	61.1	63.2	59.6	60.8
Selling, general and administrative (exclusive of depreciation)	28.0	25.7	25.8	23.8
Depreciation	2.2	2.4	2.1	2.2
Interest and other income	(0.5)	(0.3)	(0.4)	(0.3)
Income before income taxes	10.2	10.1	13.9	14.5
Net income	6.4	6.4	8.7	9.2

**THE CATO CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**

RESULTS OF OPERATIONS (CONTINUED):

Comparison of the Three and Six Months ended August 2, 2014 with August 3, 2013

Total retail sales for the second quarter were \$243.8 million compared to last year's second quarter sales of \$229.4 million, a 6.3% increase. The Company's second quarter 2014 sales increased due to a same-store sale increase of 3% due to higher sales of regular priced goods and an increase in sales from same-stores. For the six months ended August 2, 2014, total retail sales were \$526.2 million compared to last year's comparable six month sales of \$496.6 million. Sales in the first six months of fiscal 2014 improved due to a same-store sale increase of 3% due to higher sales of regular priced goods and sales from non-comparable stores. Same-store sales includes stores that have been open more than 15 months. Stores that have been relocated or expanded are also included in the same-store sales calculation after they have been open more than 15 months. The method of calculating same-store sales varies across the retail industry. As a result, our same-store sales calculation may not be comparable to similarly titled measures reported by other companies. E-commerce sales were less than 1% of sales for the six months ended August 2, 2014 and are not included in the same-store sales calculation. Total revenues, comprised of retail sales and other revenue (principally, finance charges and late fees on customer accounts receivable and layaway fees), were \$246.5 million and \$531.2 million for the three and six months ended August 2, 2014, compared to \$231.7 million and \$501.4 million for the three and six months ended August 3, 2013, respectively. The Company operated 1,328 stores at August 2, 2014 compared to 1,306 stores at the end of last year's second quarter. For the first six months of fiscal 2014, the Company opened 11 new stores, relocated one store and closed three stores. The Company currently expects to open approximately 46 stores, relocate six stores and close 17 stores in fiscal 2014.

Credit revenue of \$1.4 million represented 0.6% of total revenues in the second quarter of fiscal 2014, compared to 2013 credit revenue of \$1.6 million or 0.7% of total revenues. Credit revenue decreased slightly for the most recent comparable period due to lower finance charge income and lower late fee income from sales under the Company's proprietary credit card. Credit revenue is comprised of interest earned on the Company's private label credit card portfolio and related fee income. Related expenses principally include bad debt expense, payroll, postage and other administrative expenses and totaled \$0.8 million in the second quarter of fiscal 2014, compared to last year's second quarter expense of \$0.9 million. The decrease was primarily due to lower bad debt expense.

Other revenue in total, as included in total revenues, was \$2.7 million and \$5.0 million for the three and six months ended August 2, 2014, compared to \$2.3 million and \$4.9 million for the prior year's comparable three and six months. The overall increase in the three and six months ended August 2, 2014 resulted primarily from higher layaway fees, slightly offset by lower finance charges.

Cost of goods sold was \$149.0 million, or 61.1% of retail sales and \$313.4 million or 59.6% of retail sales for the three and six months ended August 2, 2014, compared to \$145.0 million, or 63.2% of retail sales and \$301.9 million, or 60.8% of retail sales for the prior year's comparable three and six month periods of fiscal 2013. The overall decrease in cost of goods sold as a percent of retail sales for the second quarter of fiscal 2014 resulted primarily from leveraging of merchandise costs due to higher sales of regular priced goods. Cost of goods sold includes merchandise costs (net of discounts and allowances), buying costs, distribution costs, occupancy costs, freight and inventory shrinkage. Net merchandise costs and in-bound freight are capitalized as inventory costs. Buying and distribution costs include payroll, payroll-related costs and operating expenses for the buying departments and distribution center. Occupancy expenses include rent, real estate taxes, insurance, common area maintenance, utilities and maintenance for stores and distribution facilities. Total gross margin dollars (retail sales less cost of goods sold exclusive of depreciation) increased by 12.2% to \$94.7 million for the second quarter of fiscal 2014 and increased by 9.3% to \$212.8 million for the first six months of fiscal 2014 compared to \$84.4 million and \$194.7 million for the prior year's comparable three and six months of fiscal 2013. Gross margin as presented may not be comparable to those of other entities.

**THE CATO CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**

Selling, general and administrative expenses ("SG&A") primarily include corporate and store payroll, related payroll taxes and benefits, insurance, supplies, advertising, bank and credit card processing fees and bad debts. SG&A expenses were \$68.3 million, or 28.0% of retail sales and \$135.8 million, or 25.8% of retail sales for the second quarter and first six months of fiscal 2014, respectively, compared to \$59.0 million, or 25.7% of retail sales and \$118.4 million, or 23.8% of retail sales for the prior year's comparable three and six month periods, respectively. The increase in SG&A expense for the second quarter and first six months of fiscal 2014 was primarily attributable to higher incentive-based compensation expense and expenditures related to the rollout of store point of sale equipment.

Depreciation expense was \$5.4 million, or 2.2% of retail sales and \$10.9 million, or 2.1% of retail sales for the second quarter and first six months of fiscal 2014, respectively, compared to \$5.4 million, or 2.4% of retail sales and \$10.9 million or 2.2% of retail sales for the prior year's comparable three and six month periods of fiscal 2013, respectively.

Interest and other income was \$1.1 million, or 0.5% of retail sales and \$1.8 million, or 0.4% of retail sales for the three and six months ended August 2, 2014, respectively, compared to \$0.7 million, or 0.3% of retail sales and \$1.6 million, or 0.3% of retail sales for the prior year's comparable three and six month periods of fiscal 2013.

Income tax expense was \$9.1 million, or 3.7% of retail sales and \$27.3 million, or 5.2% of retail sales for the second quarter and first six months of fiscal 2014, respectively, compared to \$8.3 million, or 3.6% of retail sales and \$26.3 million, or 5.3% of retail sales for the prior year's comparable three and six month periods of fiscal 2013, respectively. The effective income tax rate for the second quarter of fiscal 2014 was 36.8% compared to 36.0% for the second quarter of 2013. The effective tax rate increased for the second quarter and first six months of fiscal 2014 primarily due to the lack of the the Work Opportunity Tax Credit in fiscal 2014, which has not been renewed by Congress.

Earnings per diluted share increased 10% for the second quarter for fiscal 2014 compared to the second quarter of fiscal 2013. The increase is due to a net income increase of 6% and the positive impact of the Company's share repurchases. The Company estimates the impact to be \$0.03 for the quarter. Earnings per diluted share increased 3% for the first six months of fiscal 2014 compared to the first six months of fiscal 2013 due to the positive impact of the Company's share repurchases. The Company estimates the impact to be \$0.05.

LIQUIDITY, CAPITAL RESOURCES AND MARKET RISK:

The Company has consistently maintained a strong liquidity position. Cash provided by operating activities during the first six months of fiscal 2014 was \$83.5 million as compared to \$74.3 million in the first six months of fiscal 2013. These amounts enable the Company to fund its regular operating needs, capital expenditure program, cash dividend payments, and share repurchases. In addition, the Company maintains a \$35.0 million unsecured revolving credit facility for short-term financing of seasonal cash needs. There were no outstanding borrowings on this facility at August 2, 2014, February 1, 2014 and August 3, 2013.

**THE CATO CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**

Cash provided by operating activities for the first six months of fiscal 2014 was primarily generated by earnings adjusted for depreciation and changes in working capital. The increase of \$9.2 million for the first six months of fiscal 2014 as compared to the first six months of fiscal 2013 was primarily due to a larger decrease in inventory from the end of the fiscal year in fiscal 2014 as compared to fiscal 2013, a decrease in the amortization of investment premiums and an increase in accounts payable, accrued expenses and other liabilities.

The Company believes that its cash, cash equivalents and short-term investments, together with cash flows from operations and borrowings available under its revolving credit agreement, will be adequate to fund the Company's regular operating requirements, expected capital expenditures, dividends and share repurchases for the next 12 months and for the foreseeable future.

At August 2, 2014, the Company had working capital of \$254.5 million compared to \$269.6 million at February 1, 2014 and \$263.6 million at August 3, 2013. Additionally, the Company had \$0.9 million, \$1.0 million and \$1.1 million invested in privately managed investment funds and other miscellaneous equities and a single auction rate security of \$3.1 million, \$3.1 million and \$3.5 million at August 2, 2014, February 1, 2014 and August 3, 2013, respectively, which are included in Other assets on the Condensed Consolidated Balance Sheets.

At August 2, 2014, February 1, 2014 and August 3, 2013, the Company had an unsecured revolving credit agreement, which provides for borrowings of up to \$35.0 million, less the value of revocable letters of credit discussed below. The revolving credit agreement is committed until August 2015. The credit agreement contains various financial covenants and limitations, including the maintenance of specific financial ratios with which the Company was in compliance as of August 2, 2014.

At August 2, 2014, February 1, 2014 and August 3, 2013, the Company had approximately \$0.3 million, \$0.4 million and \$0.6 million, respectively, of outstanding revocable letters of credit relating to purchase commitments.

Expenditures for property and equipment totaled \$14.0 million in the first six months of fiscal 2014, compared to \$10.6 million in last year's first six months. The expenditures for the first six months of 2014 were primarily for the development of 11 new stores, additional investments in new technology and home office renovations. For the full fiscal 2014 year, the Company expects to invest approximately \$36.5 million for capital expenditures. This includes expenditures to open 46 new stores and relocate six stores, upgrade merchandise systems and complete home office renovations.

Net cash used in investing activities totaled \$11.4 million in the first six months of fiscal 2014 compared to \$8.4 million used in the comparable period of 2013. The increase was due primarily to an increase in capital expenditures, partially offset by sales of short-term investments.

Net cash used in financing activities totaled \$59.3 million in the first six months of fiscal 2014 compared to \$8.4 million used in the comparable period of 2013. The increase was primarily due to an increase in share repurchases and dividends paid.

On August 28, 2014, the Board of Directors maintained the quarterly dividend at \$0.30 per share.

**THE CATO CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**

As of August 2, 2014, the Company had 2,195,113 shares remaining in open authorizations under its share repurchase program. On May 20, 2014, the Board of Directors increased, by 2 million shares, the authorization to purchase shares.

The Company does not use derivative financial instruments.

The Company's investment portfolio was primarily invested in corporate bonds and tax-exempt and taxable governmental debt securities held in managed accounts with underlying ratings of Aa3 or better at August 2, 2014, February 1, 2014 and August 3, 2013. The state, municipal and corporate bonds have contractual maturities which range from one month to 12.3 years. The U.S. Treasury Notes and Certificates of Deposit have contractual maturities which range from one month to 1.1 years. These securities are classified as available-for-sale and are recorded as Short-term investments, Restricted cash and investments and Other assets on the accompanying Condensed Consolidated Balance Sheets. These assets are carried at fair value with unrealized gains and losses reported net of taxes in Accumulated other comprehensive income.

Additionally, at August 2, 2014, the Company had \$0.3 million of privately managed funds, \$0.6 million of corporate equities and a single auction rate security ("ARS") of \$3.1 million which continues to fail its auction, and deferred compensation plan assets of \$3.8 million. At February 1, 2014, the Company had \$0.4 million of privately managed funds, \$0.6 million of corporate equities, a single ARS of \$3.1 million and deferred compensation plan assets of \$3.0 million. At August 3, 2013, the Company had \$0.5 million of privately managed funds, \$0.6 million of corporate equities, a single ARS of \$3.5 million and deferred compensation plan assets of \$2.6 million. All of these assets are recorded within Other assets in the Condensed Consolidated Balance Sheets.

Level 1 category securities are measured at fair value using quoted active market prices. Level 2 investment securities include corporate and municipal bonds for which quoted prices may not be available on active exchanges for identical instruments. Their fair value is principally based on market values determined by management with assistance of a third party pricing service. Since quoted prices in active markets for identical assets are not available, these prices are determined by the pricing service using observable market information such as quotes from less active markets and/or quoted prices of securities with similar characteristics, among other factors.

The ARS of \$3,450,000 par value was issued by the Wake County, NC Industrial Facilities & Pollution Control Financing Authority. The security is an obligation of Duke Energy Progress and has a credit rating of Aa3. The Company has collected all interest payments when due since the security was purchased and continues to expect that it will receive all interest due on the security in full and on a timely basis in the future.

The Company's failed ARS is recorded at \$3,139,500, which approximates fair value using Level 3 inputs. Because there is no active market for this particular ARS, its fair value was analyzed through the use of a discounted cash flow analysis and observations from previous trades. The terms used in the analysis were based on management's estimate of the timing of future liquidity, which assumes that the security will be called or refinanced by the issuer or settled with a broker dealer prior to maturity. The discount rates used in the discounted cash flow analysis were based on market rates for similar liquid tax exempt securities with comparable ratings and maturities. Due to the uncertainty surrounding the timing of future liquidity, the Company also considered a liquidity/risk value reduction. In estimating the fair value of this ARS, the Company also considered recent trading activity, the financial condition and near-term prospects of the issuer, the probability that the Company will be unable to collect all amounts due according to the contractual terms of the security and whether the security has been downgraded by a rating agency. The Company's valuation is sensitive to market conditions and management's judgment and can change significantly based on the assumptions used.

**THE CATO CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**

The Company's privately managed funds consist of two types of funds. The privately managed funds cannot be redeemed at net asset value at a specific date without advance notice. As a result, the Company has classified the investments as Level 3.

Deferred compensation plan assets consist of life insurance policies. These life insurance policies are valued based on the cash surrender value of the insurance contract, which is determined based on such factors as the fair value of the underlying assets and discounted cash flow and are therefore classified within Level 3 of the valuation hierarchy. The Level 3 liability associated with the life insurance policies represents a deferred compensation obligation, the value of which is tracked via underlying insurance funds. These funds are designed to mirror existing mutual funds and money market funds that are observable and actively traded. Cash surrender values are provided by third parties and reviewed for reasonableness by the Company.

RECENT ACCOUNTING PRONOUNCEMENTS:

In the first quarter of fiscal 2014, the Company adopted new accounting guidance which eliminates diversity in practice on the presentation of unrecognized tax benefits when a net operating loss, a similar tax loss, or tax credit carryforward exists at the reporting date. The new guidance had no impact on the Company's consolidated results of operations or cash flows.

In May 2014, new accounting guidance was issued that will supersede nearly all existing accounting guidance related to revenue recognition. The new guidance provides that an entity recognizes revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This update also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments, and assets recognized from costs incurred to obtain or fulfill a contract. The amendments are effective for the Company for all annual and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating adoption methods and the impact it will have on the consolidated financial statements.

**THE CATO CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (CONTINUED)**

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK:

The Company is subject to market rate risk from exposure to changes in interest rates based on its financing, investing and cash management activities, but the Company does not believe such exposure is material.

ITEM 4. CONTROLS AND PROCEDURES:

We carried out an evaluation, with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of our disclosure controls and procedures as of August 2, 2014. Based on this evaluation, our Principal Executive Officer and Principal Financial Officer concluded that, as of August 2, 2014, our disclosure controls and procedures, as defined in Rule 13a-15(e), under the Securities Exchange Act of 1934 (the "Exchange Act"), were effective to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING:

No change in the Company's internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) has occurred during the Company's fiscal quarter ended August 2, 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

THE CATO CORPORATION
QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

ITEM 1. LEGAL PROCEEDINGS:

Not Applicable

ITEM 1A. RISK FACTORS:

In addition to the other information in this report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-KA for our fiscal year ended February 1, 2014. These risks could materially affect our business, financial condition or future results; however, they are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business, financial condition or results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS:

The following table summarizes the Company’s purchases of its common stock for the three months ended August 2, 2014:

ISSUER PURCHASES OF EQUITY SECURITIES

Fiscal Period	Total Number of Shares Purchased	Average Price Paid per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number (or Approximate Dollar Value) of Shares that may Yet be Purchased Under The Plans or Programs (2)
May 2014	83,800	\$ 29.19	83,800	
June 2014	-	-		
July 2014	-	-	-	
Total	<u>83,800</u>	<u>\$ 29.19</u>	<u>83,800</u>	<u>2,195,113</u>

(1) Prices include trading costs.

(2) As of May 3, 2014, the Company’s share repurchase program had 278,913 shares remaining in open authorizations. During the second quarter ended August 2, 2014, the Company repurchased and retired 83,800 shares under this program for approximately \$2,445,719 or an average market price of \$29.19 per share. As of the second quarter ended August 2, 2014, the Company had 2,195,113 shares remaining in open authorizations. There is no specified expiration date for the Company’s repurchase program. On May 20, 2014, the Board of Directors increased, by 2 million shares, the authorization to purchase shares.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES:

Not Applicable

THE CATO CORPORATION

PART II OTHER INFORMATION

ITEM 4. MINE SAFETY DISCLOSURES:

Not Applicable

ITEM 5. OTHER INFORMATION:

Not Applicable

ITEM 6. EXHIBITS:

<u>Exhibit No.</u>	<u>Item</u>
3.1	Registrant's Restated Certificate of Incorporation dated March 6, 1987, incorporated by reference to Exhibit 4.1 to Form S-8 of the Registrant filed February 7, 2000 (SEC File No. 333-96283).
3.2	Registrant's By Laws incorporated by reference to Exhibit 99.2 to Form 8-K of the Registrant Filed December 10, 2007.
4.1	Rights Agreement dated December 18, 2003, incorporated by reference to Exhibit 4.1 to Form 8-A12G of the Registrant filed December 22, 2003 and as amended in Form 8-A12B/A filed January 6, 2004.
31.1*	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer.
32.1*	Section 1350 Certification of Principal Executive Officer.
32.2*	Section 1350 Certification of Principal Financial Officer.
101.1*	The following materials from Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended August 2, 2014, formatted in XBRL: (i) Condensed Consolidated Statements of Income and Comprehensive Income for the Three Months and Six Months ended August 2, 2014 and August 3, 2013; (ii) Condensed Consolidated Balance Sheets at August 2, 2014, February 1, 2014 and August 3, 2013; (iii) Condensed Consolidated Statements of Cash Flows for the Six Months Ended August 2, 2014 and August 3, 2013; and (iv) Notes to Condensed Consolidated Financial Statements.

* Submitted electronically herewith.

THE CATO CORPORATION

PART II OTHER INFORMATION

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.

THE CATO CORPORATION

August 29, 2014

Date

/s/ John P. D. Cato

John P. D. Cato
Chairman, President and
Chief Executive Officer

August 29, 2014

Date

/s/ John R. Howe

John R. Howe
Executive Vice President
Chief Financial Officer

**PRINCIPAL EXECUTIVE OFFICER CERTIFICATION PURSUANT TO
SECURITIES EXCHANGE ACT OF 1934 RULE 13a-14(a)/15d-14(a), AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, John P. D. Cato, certify that:

1. I have reviewed this report on Form 10-Q of The Cato Corporation (the “registrant”);
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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - 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 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: August 29, 2014

/s/ John P. D. Cato

John P. D. Cato
Chairman, President and
Chief Executive Officer

**PRINCIPAL FINANCIAL OFFICER CERTIFICATION PURSUANT TO
SECURITIES EXCHANGE ACT OF 1934 RULE 13a-14(a)/15d-14(a), AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, John R. Howe, certify that:

1. I have reviewed this report on Form 10-Q of The Cato Corporation (the “registrant”);
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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - 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 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: August 29, 2014

/s/ John R. Howe

John R. Howe
Executive Vice President
Chief Financial Officer

CERTIFICATION OF PERIODIC REPORT

I, John P. D. Cato, Chairman, President and Chief Executive Officer of The Cato Corporation (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that on the date of this Certification:

1. the Form 10-Q of the Company for the quarter ended August 2, 2014 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 29, 2014

/s/ John P. D. Cato

John P. D. Cato
Chairman, President and
Chief Executive Officer

CERTIFICATION OF PERIODIC REPORT

I, John R. Howe, Executive Vice President, Chief Financial Officer of The Cato Corporation (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that on the date of this Certification:

1. the Form 10-Q of the Company for the quarter ended August 2, 2014 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 29, 2014

/s/ John R. Howe

John R. Howe
Executive Vice President
Chief Financial Officer

