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 July 29, 2017
or

o 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 1-8897

BIG LOTS, INC.

(Exact name of registrant as specified in its charter)

Ohio	06-1119097
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
300 Phillipi Road, P.O. Box 28512, Columbus, Ohio	43228-5311
(Address of principal executive offices)	(Zip Code)

(614) 278-6800
(Registrant's telephone number, including area code)

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☑ Noo

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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes☑ Noo

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

Large accelerated filer ☑ Accelerated filer o Non-accelerated filer o Smaller reporting company o Emerging growth company o

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.o

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

Yes o No☑

The number of the registrant's common shares, $0.01 par value, outstanding as of September 1, 2017, was 42,452,285.

BIG LOTS, INC.
FORM 10-Q
FOR THE FISCAL QUARTER ENDED JULY 29, 2017

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Part I. Financial Information

Item 1. Financial Statements

BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Statements of Operations (Unaudited)
(In thousands, except per share amounts)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 29, 2017	July 30, 2016	July 29, 2017	July 30, 2016
Net sales	$ 1,221,301	$ 1,203,155	$ 2,518,088	$ 2,515,730
Cost of sales (exclusive of depreciation expense shown separately below)	728,801	716,732	1,501,313	1,511,626
Gross margin	492,500	486,423	1,016,775	1,004,104
Selling and administrative expenses	415,154	416,746	831,126	842,149
Depreciation expense	29,386	30,757	57,981	60,476
Operating profit	47,960	38,920	127,668	101,479
Interest expense	(1,619)	(1,494)	(2,628)	(2,128)
Other income (expense)	435	(406)	(82)	358
Income before income taxes	46,776	37,020	124,958	99,709
Income tax expense	17,656	14,305	44,326	38,335
Net income	$ 29,120	$ 22,715	$ 80,632	$ 61,374
Earnings per common share				
Basic	$ 0.68	$ 0.51	$ 1.84	$ 1.32
Diluted	$ 0.67	$ 0.50	$ 1.83	$ 1.31
Weighted-average common shares outstanding:				
Basic	43,136	44,402	43,749	46,434
Dilutive effect of share-based awards	428	612	373	494
Diluted	43,564	45,014	44,122	46,928
Cash dividends declared per common share	$ 0.25	$ 0.21	$ 0.50	$ 0.42

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

BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Unaudited)
(In thousands)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 29, 2017	**July 30, 2016**	**July 29, 2017**	**July 30, 2016**
Net income	$ 29,120	$ 22,715	$ 80,632	$ 61,374
Other comprehensive income:				
Amortization of pension, net of tax expense of $0, $(223), $0, and $(468), respectively	—	339	—	714
Valuation adjustment of pension, net of tax benefit (expense) of $0, $7, $0 and $(544), respectively	—	(10)	—	831
Total other comprehensive income	—	329	—	1,545
Comprehensive income	$ 29,120	$ 23,044	$ 80,632	$ 62,919

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

BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Balance Sheets (Unaudited)
(In thousands, except par value)

	July 29, 2017	January 28, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$ 56,009	$ 51,164
Inventories	810,485	858,689
Other current assets	107,899	84,526
Total current assets	974,393	994,379
Property and equipment - net	523,719	525,851
Deferred income taxes	47,084	46,469
Other assets	46,268	41,008
Total assets	$ 1,591,464	$ 1,607,707
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 363,276	$ 400,495
Property, payroll, and other taxes	84,625	81,306
Accrued operating expenses	70,092	71,251
Insurance reserves	47,710	40,269
Accrued salaries and wages	32,419	54,009
Income taxes payable	2,072	31,265
Total current liabilities	600,194	678,595
Long-term obligations	226,600	106,400
Deferred rent	57,640	56,035
Insurance reserves	57,687	56,593
Unrecognized tax benefits	17,480	15,853
Other liabilities	46,925	43,601
Shareholders' equity:		
Preferred shares - authorized 2,000 shares; $0.01 par value; none issued	—	—
Common shares - authorized 298,000 shares; $0.01 par value; issued 117,495 shares; outstanding 42,205 shares and 44,259 shares, respectively	1,175	1,175
Treasury shares - 75,290 shares and 73,236 shares, respectively, at cost	(2,405,925)	(2,291,379)
Additional paid-in capital	608,720	617,516
Retained earnings	2,380,968	2,323,318
Accumulated other comprehensive loss	—	—
Total shareholders' equity	584,938	650,630
Total liabilities and shareholders' equity	$ 1,591,464	$ 1,607,707

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

BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Statements of Shareholders' Equity (Unaudited)
(In thousands)

	Common		Treasury		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount	Shares	Amount				
Balance - January 30, 2016	49,101	$ 1,175	68,394	$ (2,063,091)	$ 588,124	$ 2,210,239	$ (15,977)	$ 720,470
Comprehensive income	—	—	—	—	—	61,374	1,545	62,919
Dividends declared ($0.42 per share)	—	—	—	—	—	(20,290)	—	(20,290)
Purchases of common shares	(5,681)	—	5,681	(254,121)	—	—	—	(254,121)
Exercise of stock options	455	—	(455)	14,137	3,136	—	—	17,273
Restricted shares vested	244	—	(244)	7,380	(7,380)	—	—	—
Performance shares vested	13	—	(13)	394	(394)	—	—	—
Tax benefit from share-based awards	—	—	—	—	340	—	—	340
Share activity related to deferred compensation plan	—	—	—	3	9	—	—	12
Other	4	—	(4)	136	68	—	—	204
Share-based employee compensation expense	—	—	—	—	16,691	—	—	16,691
Balance - July 30, 2016	44,136	1,175	73,359	(2,295,162)	600,594	2,251,323	(14,432)	543,498
Comprehensive income	—	—	—	—	—	91,454	14,432	105,886
Dividends declared ($0.42 per share)	—	—	—	—	—	(19,459)	—	(19,459)
Purchases of common shares	(4)	—	4	(183)	—	—	—	(183)
Exercise of stock options	118	—	(118)	3,697	686	—	—	4,383
Restricted shares vested	8	—	(8)	269	(269)	—	—	—
Performance shares vested	—	—	—	—	—	—	—	—
Tax benefit from share-based awards	—	—	—	—	170	—	—	170
Share activity related to deferred compensation plan	—	—	—	—	(3)	—	—	(3)
Other	1	—	(1)	—	—	—	—	—
Share-based employee compensation expense	—	—	—	—	16,338	—	—	16,338
Balance - January 28, 2017	44,259	1,175	73,236	(2,291,379)	617,516	2,323,318	—	650,630
Comprehensive income	—	—	—	—	—	80,632	—	80,632
Dividends declared ($0.50 per share)	—	—	—	—	—	(22,836)	—	(22,836)
Adjustment for ASU 2016-09	—	—	—	—	241	(146)	—	95
Purchases of common shares	(2,976)	—	2,976	(143,475)	—	—	—	(143,475)
Exercise of stock options	147	—	(147)	4,619	796	—	—	5,415
Restricted shares vested	344	—	(344)	10,790	(10,790)	—	—	—
Performance shares vested	431	—	(431)	13,523	(13,523)	—	—	—
Share activity related to deferred compensation plan	—	—	—	(3)	—	—	—	(3)
Other	—	—	—	—	—	—	—	—
Share-based employee compensation expense	—	—	—	—	14,480	—	—	14,480
Balance - July 29, 2017	42,205	$ 1,175	75,290	$ (2,405,925)	$ 608,720	$ 2,380,968	$ —	$ 584,938

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

BIG LOTS, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

	Twenty-Six Weeks Ended	
	July 29, 2017	**July 30, 2016**
Operating activities:		
Net income	$ 80,632	$ 61,374
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	52,722	54,587
Deferred income taxes	(520)	(12,653)
(Gain) loss on disposition of property and equipment	(67)	708
Non-cash share-based compensation expense	14,480	16,691
Excess tax benefit from share-based awards	—	(911)
Unrealized gain on fuel derivative instruments	(350)	(1,664)
Pension expense, net of contributions	—	1,911
Change in assets and liabilities, excluding effects of foreign currency adjustments:		
Inventories	48,205	41,352
Accounts payable	(37,219)	3,356
Current income taxes	(39,185)	(42,185)
Other current assets	(13,631)	(663)
Other current liabilities	(13,158)	(15,538)
Other assets	(5,351)	(5,266)
Other liabilities	13,404	10,401
Net cash provided by operating activities	99,962	111,500
Investing activities:		
Capital expenditures	(53,245)	(45,247)
Cash proceeds from sale of property and equipment	1,561	219
Other	(7)	(2)
Net cash used in investing activities	(51,691)	(45,030)
Financing activities:		
Net proceeds from borrowings under bank credit facility	120,200	195,600
Payment of capital lease obligations	(2,008)	(2,245)
Dividends paid	(23,555)	(19,879)
Proceeds from the exercise of stock options	5,415	17,273
Excess tax benefit from share-based awards	—	911
Payment for treasury shares acquired	(143,475)	(254,121)
Other	(3)	216
Net cash used in financing activities	(43,426)	(62,245)
Increase in cash and cash equivalents	4,845	4,225
Cash and cash equivalents:		
Beginning of period	51,164	54,144
End of period	$ 56,009	$ 58,369

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

BIG LOTS, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

All references in this report to “we,” “us,” or “our” are to Big Lots, Inc. and its subsidiaries. We are a unique, non-traditional, discount retailer in the United States (“U.S.”). At July 29, 2017, we operated 1,429 stores in 47 states. We make available, free of charge, through the “Investor Relations” section of our website (www.biglots.com) under the “SEC Filings” caption, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), as soon as reasonably practicable after we file such material with, or furnish it to, the Securities and Exchange Commission (“SEC”). The contents of our websites are not part of this report.

The accompanying consolidated financial statements and these notes have been prepared in accordance with the rules and regulations of the SEC for interim financial information. The consolidated financial statements reflect all normal recurring adjustments which management believes are necessary to present fairly our financial condition, results of operations, and cash flows for all periods presented. The consolidated financial statements, however, do not include all information necessary for a complete presentation of financial condition, results of operations, and cash flows in conformity with accounting principles generally accepted in the United States of America (“GAAP”). Interim results may not necessarily be indicative of results that may be expected for, or actually result during, any other interim period or for the year as a whole. We have historically experienced, and expect to continue to experience, seasonal fluctuations, with a larger percentage of our net sales and operating profit realized in our fourth fiscal quarter. The accompanying consolidated financial statements and these notes should be read in conjunction with the audited consolidated financial statements and notes included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2017 (“2016 Form 10-K”).

Fiscal Periods

Our fiscal year ends on the Saturday nearest to January 31, which results in fiscal years consisting of 52 or 53 weeks. Unless otherwise stated, references to years in this report relate to fiscal years rather than calendar years. Fiscal year 2017 (“2017”) is comprised of the 53 weeks that began on January 29, 2017 and will end on February 3, 2018. Fiscal year 2016 (“2016”) was comprised of the 52 weeks that began on January 31, 2016 and ended on January 28, 2017. The fiscal quarters ended July 29, 2017 (“second quarter of 2017”) and July 30, 2016 (“second quarter of 2016”) were both comprised of 13 weeks. The year-to-date periods ended July 29, 2017 (“year-to-date 2017”) and July 30, 2016 (“year-to-date 2016”) were both comprised of 26 weeks.

Selling and Administrative Expenses

Selling and administrative expenses include store expenses (such as payroll and occupancy costs) and costs related to warehousing, distribution, outbound transportation to our stores, advertising, purchasing, insurance, non-income taxes, accepting credit/debit cards, and overhead. Our selling and administrative expense rates may not be comparable to those of other retailers that include warehousing, distribution, and outbound transportation costs in cost of sales. Warehousing, distribution, and outbound transportation costs included in selling and administrative expenses were $36.9 million and $35.4 million for the second quarter of 2017 and the second quarter of 2016, respectively, and $76.2 million and $73.1 million for the year-to-date 2017 and the year-to-date 2016, respectively.

Advertising Expense

Advertising costs, which are expensed as incurred, consist primarily of television and print advertising, digital or internet marketing and advertising, and in-store point-of-purchase presentations. Advertising expenses are included in selling and administrative expenses. Advertising expenses were $15.9 million and $16.6 million for the second quarter of 2017 and the second quarter of 2016, respectively, and $35.8 million and $36.7 million for the year-to-date 2017 and the year-to-date 2016, respectively.

Derivative Instruments

We use derivative instruments to mitigate the risk of market fluctuations in the price of diesel fuel that we expect to consume to support our outbound transportation of inventory to our stores. We do not enter into derivative instruments for speculative purposes. Our derivative instruments may consist of collar or swap contracts. Our current derivative instruments do not meet the requirements for cash flow hedge accounting. Instead, our derivative instruments are marked-to-market to determine their fair value and any gains or losses are recognized currently in other income (expense) on our consolidated statements of operations.

Supplemental Cash Flow Disclosures

The following table provides supplemental cash flow information for the year-to-date 2017 and the year-to-date 2016:

	Twenty-Six Weeks Ended	
(In thousands)	**July 29, 2017**	**July 30, 2016**
Supplemental disclosure of cash flow information:		
Cash paid for interest, including capital leases	$ 2,094	$ 1,782
Cash paid for income taxes, excluding impact of refunds	$ 84,579	$ 101,047
Gross proceeds from borrowings under bank credit facility	$ 826,000	$ 884,900
Gross repayments of borrowings under bank credit facility	$ 705,800	$ 689,300
Non-cash activity:		
Assets acquired under capital leases	$ 72	$ 132
Accrued property and equipment	$ 13,322	$ 11,179

Reclassifications

Merchandise Categories

We periodically assess, and make minor adjustments to, our product hierarchy, which can impact the roll-up of our merchandise categories. Our financial reporting process utilizes the most current product hierarchy in reporting net sales by merchandise category for all periods presented. Therefore, there may be minor reclassifications of net sales by merchandise category compared to previously reported amounts.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This update provides a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. Additionally, this guidance expands related disclosure requirements. The pronouncement was originally set to be effective for annual and interim reporting periods beginning after December 15, 2016. In July 2015, the FASB approved a one-year deferral of the effective date from December 15, 2016 to December 15, 2017, but allowed for early adoption as of December 15, 2016. This ASU permits the use of either the retrospective or cumulative effect transition method. We are currently evaluating the impact this guidance will have on our consolidated financial statements as well as the expected adoption method. We do not currently anticipate a significant change in the timing of the recognition of our revenue or costs; although upon adoption of this standard, our principal versus agent presentation of an immaterial portion of our vendor relationships may be impacted. We currently anticipate adopting the new standard effective February 4, 2018, using the full retrospective method; however, this decision is not final and is subject to the completion of our analysis of the standard. We will continue to evaluate ASU 2014-09 through the date of adoption.

In February 2016, the FASB issued ASU 2016-02, *Leases*. The update requires a lessee to recognize a liability to make lease payments and a right-of-use asset representing a right to use the underlying asset for the lease term on the balance sheet. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, with early adoption permitted. We are currently evaluating both the impact that this standard will have on our consolidated financial statements and which method of adoption to employ. We do not currently anticipate early adopting this standard.

Recently Adopted Accounting Standards

In March 2016, the FASB issued ASU 2016-09, *Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. This update makes several modifications to the accounting for employee share-based payment transactions, including the requirement to recognize the income tax deduction excess or deficiency attributable to awards that vest or settle as income tax expense in the reporting period they vest or settle. Additionally, this update clarifies the presentation of certain components of share-based awards in the statement of cash flows. The ASU is effective for annual reporting periods beginning after December 15, 2016, and interim periods within those annual periods.

We selected a modified retrospective method to adopt the recognition of the cumulative income tax effects and a prospective method for cash flow presentations. In the first quarter of 2017, we recorded a $3.1 million benefit to income tax expense. For 2016, $0.5 million of excess tax benefits were recorded to additional paid-in capital that would have been recorded as a reduction to the provision for income taxes if this new guidance had been adopted on a full retrospective basis. Additionally, we recorded an insignificant adjustment to retained earnings to change our accounting method from an estimated forfeiture rate approach to actual forfeiture approach, which accounts for forfeitures as they occur.

NOTE 2 – BANK CREDIT FACILITY

On July 22, 2011, we entered into a $700 million five-year unsecured credit facility, which was first amended on May 30, 2013. On May 28, 2015, we entered into a second amendment of the credit facility that among other things extended its expiration date to May 30, 2020 (as amended, the “2011 Credit Agreement”).

Borrowings under the 2011 Credit Agreement are available for general corporate purposes and working capital. The 2011 Credit Agreement includes a $30 million swing loan sublimit and a $150 million letter of credit sublimit. The interest rates, pricing and fees under the 2011 Credit Agreement fluctuate based on our debt rating. The 2011 Credit Agreement allows us to select our interest rate for each borrowing from multiple interest rate options. The interest rate options are generally derived from the prime rate or LIBOR. We may prepay revolving loans made under the 2011 Credit Agreement. The 2011 Credit Agreement contains financial and other covenants, including, but not limited to, limitations on indebtedness, liens and investments, as well as the maintenance of two financial ratios – a leverage ratio and a fixed charge coverage ratio. A violation of any of the covenants could result in a default under the 2011 Credit Agreement that would permit the lenders to restrict our ability to further access the 2011 Credit Agreement for loans and letters of credit and require the immediate repayment of any outstanding loans under the 2011 Credit Agreement. At July 29, 2017, we had $226.6 million of borrowings outstanding under the 2011 Credit Agreement and $16.0 million was committed to outstanding letters of credit, leaving $457.4 million available under the 2011 Credit Agreement.

NOTE 3 – FAIR VALUE MEASUREMENTS

In connection with our nonqualified deferred compensation plan, we had mutual fund investments of $29.5 million and $24.1 million at July 29, 2017 and January 28, 2017, respectively, which were recorded in other assets. These investments were classified as trading securities and were recorded at their fair value. The fair values of mutual fund investments were Level 1 valuations under the fair value hierarchy because each fund’s quoted market value per share was available in an active market.

The fair values of our long-term obligations are estimated based on the quoted market prices for the same or similar issues and the current interest rates offered for similar instruments. These fair value measurements are classified as Level 2 within the fair value hierarchy. Given the variable rate features and relatively short maturity of the instruments underlying our long-term obligations, the carrying value of these instruments approximates the fair value.

The carrying value of accounts receivable, accounts payable, and accrued expenses approximates fair value because of the relatively short maturity of these items.

NOTE 4 – SHAREHOLDERS’ EQUITY

Earnings per Share

There were no adjustments required to be made to the weighted-average common shares outstanding for purposes of computing basic and diluted earnings per share and there were no securities outstanding at July 29, 2017 or July 30, 2016 which were excluded from the computation of earnings per share other than antidilutive stock options, restricted stock awards, restricted stock units, and performance share units. For all periods presented, the stock options outstanding that were antidilutive and excluded from the computation of diluted earnings per share were immaterial. Antidilutive stock options generally consist of outstanding stock options with an exercise price per share that is greater than the weighted-average market price per share for our common shares for each period. Antidilutive stock options, restricted stock awards, restricted stock units, and performance share units are excluded from the calculation because they decrease the number of diluted shares outstanding under the treasury stock method. The restricted stock awards, restricted stock units, and performance share units that were antidilutive, as determined under the treasury stock method, were immaterial for all periods presented.

Share Repurchase Programs

On February 28, 2017, our Board of Directors authorized a share repurchase program providing for the repurchase of up to $150 million of our common shares (“2017 Repurchase Program”). Pursuant to the 2017 Repurchase Program, we may repurchase common shares in the open market and/or in privately negotiated transactions at our discretion, subject to market conditions and other factors. Common shares acquired through the 2017 Repurchase Program will be available to meet obligations under our equity compensation plans and for general corporate purposes. The 2017 Repurchase Program has no scheduled termination date and will be funded with cash and cash equivalents, cash generated from operations or, if needed, by drawing on the 2011 Credit Agreement.

During the second quarter of 2017, we acquired approximately 2.0 million of our outstanding common shares for $94.6 million under the 2017 Repurchase Program. During the year-to-date 2017, we acquired approximately 2.7 million of our outstanding common shares for $128.3 million under the 2017 Repurchase Program.

Dividends

The Company declared and paid cash dividends per common share during the periods presented as follows:

	Dividends Per Share	Amount Declared	Amount Paid
2017:		*(In thousands)*	*(In thousands)*
First quarter	$ 0.25	$ 11,547	$ 12,683
Second quarter	0.25	11,289	10,872
Total	**$ 0.50**	**$ 22,836**	**$ 23,555**

The amount of dividends declared may vary from the amount of dividends paid in a period based on certain instruments with restrictions on payment, including restricted stock awards, restricted stock units, and performance share units. The payment of future dividends will be at the discretion of our Board of Directors and will depend on our financial condition, results of operations, capital requirements, compliance with applicable laws and agreements and any other factors deemed relevant by our Board of Directors.

NOTE 5 – SHARE-BASED PLANS

We have issued nonqualified stock options, restricted stock awards, restricted stock units, and performance share units under our shareholder-approved equity compensation plans. Our restricted stock awards and restricted stock units, as described below and/or in note 7 to the consolidated financial statements in our 2016 Form 10-K, are expensed and reported as nonvested shares. We recognized share-based compensation expense of $6.6 million and $8.2 million in the second quarter of 2017 and the second quarter of 2016, respectively, and $14.5 million and $16.7 million for the year-to-date 2017 and the year-to-date 2016, respectively.

Non-vested Restricted Stock

The following table summarizes the non-vested restricted stock awards and restricted stock units activity for the year-to-date 2017:

	Number of Shares	Weighted Average Grant-Date Fair Value Per Share
Outstanding non-vested restricted stock at January 28, 2017	771,521	$ 42.12
Granted	180,196	51.49
Vested	(311,180)	43.27
Forfeited	(9,893)	42.71
Outstanding non-vested restricted stock at April 29, 2017	630,644	$ 44.22
Granted	24,710	48.75
Vested	(33,104)	46.11
Forfeited	(1,021)	48.99
Outstanding non-vested restricted stock at July 29, 2017	621,229	$ 44.29

The non-vested restricted stock units granted in the first and second quarters of 2017 generally vest, and are expensed, on a ratable basis over three years from the grant date of the award, if certain threshold financial performance objectives are probable of being achieved and the grantee remains employed by us through the vesting dates.

The non-vested restricted stock awards granted in 2013 have met the threshold financial performance objective and will vest in 2018 on the five-year anniversary of the grant date of the award.

Non-vested Stock Awards to Non-Employee Directors

In the second quarter of 2017, 16,816 common shares underlying the restricted stock awards granted in 2016 to the non-employee members of our Board of Directors vested on the trading day immediately preceding our 2017 Annual Meeting of Shareholders. These awards were part of the annual compensation granted in 2016 to the non-employee members of the Board of Directors.

Additionally, in the second quarter of 2017, the chairman of our Board of Directors received an annual restricted stock unit grant having a grant date fair value of approximately $200,000. The remaining non-employees elected to our Board of Directors at our 2017 Annual Meeting of Shareholders each received an annual restricted stock unit grant having a grant date fair value of approximately $135,000. The 2017 restricted stock units will vest on the earlier of (1) the trading day immediately preceding our 2018 Annual Meeting of Shareholders, or (2) the non-employee director's death or disability. However, the restricted stock units will not vest if the non-employee director ceases to serve on our Board of Directors before either vesting event occurs.

Performance Share Units

In the year-to-date 2017, we issued performance share units ("PSUs") to certain members of management, which vest if certain financial performance objectives are achieved over a three-year performance period and the grantee remains employed by us during that period. The financial performance objectives for each fiscal year within the three-year performance period are approved by the Compensation Committee of our Board of Directors during the first quarter of the respective fiscal year.

As a result of the process used to establish the financial performance objectives, we will only meet the requirements of establishing a grant date for the PSUs when we communicate the financial performance objectives for the third fiscal year of the award to the award recipients, which will then trigger the service inception date, the fair value of the awards, and the associated expense recognition period. If we meet the applicable threshold financial performance objectives over the three-year performance period and the grantee remains employed by us through the end of the performance period, the PSUs will vest on the first trading day after we file our Annual Report on Form 10-K for the last fiscal year in the performance period.

We have begun or expect to begin recognizing expense related to PSUs that are issued and outstanding as follows:

Issue Year	PSUs at July 29, 2017	Actual Grant Date	Expected Valuation (Grant) Date	Actual or Expected Expense Period
2015	250,471	March 2017		Fiscal 2017
2016	341,300		March 2018	Fiscal 2018
2017	271,517		March 2019	Fiscal 2019
Total	863,288			

The number of shares to be distributed upon vesting of the PSUs depends on our average performance attained during the three-year performance period as compared to the targets defined by the Compensation Committee, and may result in the distribution of an amount of shares that is greater or less than the number of PSUs granted, as defined in the award agreement. At July 29, 2017, we estimate the attainment of an average performance that is greater than the targets established for the PSUs issued in 2015. In the year-to-date 2017, we recognized $8.1 million in share-based compensation expense related to PSUs.

The following table summarizes the activity related to PSUs for the year-to-date 2017:

	Number of Shares	Weighted Average Grant-Date Fair Value Per Share
Outstanding PSUs at January 28, 2017	360,357	$ 41.04
Granted	259,042	51.49
Vested	(360,357)	41.04
Forfeited	(7,730)	51.49
Outstanding PSUs at April 29, 2017	251,312	$ 51.49
Granted	—	—
Vested	—	—
Forfeited	(841)	51.49
Outstanding PSUs at July 29, 2017	250,471	$ 51.49

Stock Options
The following table summarizes stock option activity for the year-to-date 2017:

	Number of Options	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (000's)
Outstanding stock options at January 28, 2017	589,675	$ 38.75		
Exercised	(104,987)	36.88		
Forfeited	(5,000)	36.93		
Outstanding stock options at April 29, 2017	479,688	$ 39.18	2.2	$ 5,424
Exercised	(41,687)	37.00		
Forfeited	—	—		
Outstanding stock options at July 29, 2017	438,001	$ 39.39	1.9	$ 4,835
Vested or expected to vest at July 29, 2017	438,001	$ 39.39	1.9	$ 4,835
Exercisable at July 29, 2017	424,562	$ 39.47	1.9	$ 4,652

The stock options granted in prior years vest in equal amounts on the first four anniversaries of the grant date and have a contractual term of seven years. With the adoption of ASU 2016-09, we have eliminated our annual forfeiture rate assumption.
The following activity occurred under our share-based plans during the respective periods shown:

	Second Quarter		Year-to-Date	
(In thousands)	2017	2016	2017	2016
Total intrinsic value of stock options exercised	$ 539	$ 4,780	$ 2,077	$ 5,580
Total fair value of restricted stock vested	1,629	1,289	17,829	11,072
Total fair value of performance shares vested	—	621	21,026	621

The total unearned compensation cost related to all share-based awards outstanding, excluding PSUs issued in 2016 and 2017, at July 29, 2017 was approximately $24.8 million. This compensation cost is expected to be recognized through May 2020 based on existing vesting terms with the weighted-average remaining expense recognition period being approximately 1.1 years from July 29, 2017.

NOTE 6 – EMPLOYEE BENEFIT PLANS

We maintained a qualified defined benefit pension plan ("Pension Plan") and a nonqualified supplemental defined benefit pension plan ("Supplemental Pension Plan") covering certain employees whose hire date was on or before April 1, 1994. Benefits under each plan were based on credited years of service and the employee's compensation during the last five years of employment.

On October 31, 2015, our Board of Directors approved amendments to freeze benefits and terminate the Pension Plan. The Pension Plan discontinued accruing benefits on December 31, 2015 and the termination was effective January 31, 2016. On December 2, 2015, our Board of Directors approved amendments to freeze benefits and terminate the Supplemental Pension Plan. The Supplemental Pension Plan discontinued accruing benefits on December 31, 2015 and the termination was effective December 31, 2015. During 2016, we completed the termination proceedings for the Pension Plan, including seeking and receiving a favorable IRS determination letter, conducting a lump sum offering to our active and terminated vested participants, and conducting an insurance placement for the annuity purchasers. Additionally, we funded the Pension Plan and reduced our liability thereunder to zero. In January 2017, we completed the termination proceedings for the Supplemental Pension Plan and paid all accrued balances to located participants through lump sum settlements.

The weighted-average assumptions used to determine net periodic pension cost for our plans were as follows:

	2016
Discount rate	1.2%
Expected long-term rate of return	3.0%

The components of combined net periodic pension cost were as follows:

	Second Quarter	Year-to-Date
(In thousands)	2016	2016
Interest cost on projected benefit obligation	$ 215	$ 444
Expected investment return on plan assets	(397)	(781)
Amortization of actuarial loss	562	1,182
Settlement loss	139	1,255
Net periodic pension cost	$ 519	$ 2,100

NOTE 7 – INCOME TAXES

We have estimated the reasonably possible expected net change in unrecognized tax benefits through August 4, 2018, based on 1) expected cash and noncash settlements or payments of uncertain tax positions, and 2) lapses of the applicable statutes of limitations for unrecognized tax benefits. The estimated net decrease in unrecognized tax benefits for the next 12 months is approximately $4.0 million. Actual results may differ materially from this estimate.

NOTE 8 – CONTINGENCIES

Shareholder and Derivative Matters

On May 21, May 22 and July 2, 2012, three shareholder derivative lawsuits were filed in the U.S. District Court for the Southern District of Ohio against us and certain of our current and former outside directors and executive officers. The lawsuits were consolidated, and, on August 13, 2012, plaintiffs filed a consolidated complaint captioned *In re Big Lots, Inc. Shareholder Litigation*, No. 2:12-cv-00445 (S.D. Ohio) (the "Consolidated Derivative Action"), which generally alleged that the individual defendants traded in our common shares based on material, nonpublic information concerning our guidance for fiscal 2012 and the first quarter of fiscal 2012 and the director defendants failed to suspend our share repurchase program during such trading activity. The consolidated complaint asserted claims under Ohio law for breach of fiduciary duty, unjust enrichment, misappropriation of trade secrets and corporate waste and sought declaratory relief and disgorgement to us of proceeds from any wrongful sales of our common shares, plus attorneys' fees and expenses.

The defendants filed a motion to dismiss the consolidated complaint, which was granted by the Court in an Opinion and Order dated April 14, 2015, pursuant to which plaintiffs' claims were all dismissed with prejudice, with the exception of their claim for corporate waste, which was dismissed without prejudice. On May 5, 2015, plaintiffs filed a Motion for Leave to File Verified Consolidated Amended Shareholder Derivative Complaint, which sought to replead the claim for corporate waste that was dismissed without prejudice by the Court, as well as a Motion for Reconsideration and, in the Alternative, for Certification of Question of State Law to the Supreme Court of Ohio. Defendants' responses to both motions were filed on May 29, 2015. On August 3, 2015, the Court granted Plaintiffs' Motion for Leave to File Verified Consolidated Amended Shareholder Derivative Complaint, and Plaintiffs filed the amended complaint on the same date, asserting a claim for corporate waste against Jeffrey Berger, Steven Fishman, David Kollat, Brenda Lauderback, Philip Mallott, Russell Solt, and Dennis Tishkoff. On September 30, 2015, defendants filed an answer to the amended complaint.

We received a letter dated January 28, 2013, sent on behalf of a shareholder demanding that our Board of Directors investigate and take action in connection with the allegations made in the derivative and securities lawsuits described above. The shareholder indicated that he would commence a derivative lawsuit if our Board of Directors failed to take the demanded action. On March 6, 2013, our Board of Directors referred the shareholder's letter to a committee of independent directors to investigate the matter. That committee, with the assistance of independent outside counsel, investigated the allegations in the shareholder's demand letter and, on August 28, 2013, reported its findings to our Board of Directors along with its recommendation that the Board reject the shareholder's demand. Our Board of Directors unanimously accepted the recommendation of the demand investigation committee and, on September 9, 2013, outside counsel for the committee sent a letter to counsel for the shareholder informing the shareholder of the Board's determination. On October 18, 2013, the shareholder filed a derivative lawsuit captioned *Brosz v. Fishman et al.*, No. 1:13-cv-00753 (S.D. Ohio) (the "Brosz Action") in the U.S. District Court for the Southern District of Ohio against us and each of the current and former outside directors and executive officers originally named in the 2012 shareholder derivative lawsuit. The plaintiff's complaint generally alleged that the individual defendants traded in our common shares based on material, nonpublic information concerning our guidance for fiscal 2012 and the first quarter of fiscal 2012 and the director defendants failed to suspend our share repurchase program during such trading activity. The complaint asserted claims under Ohio law for breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, corporate waste and misappropriation of trade secrets and sought damages, injunctive relief and disgorgement to us of proceeds from any wrongful sales of our common shares, plus attorneys' fees and expenses.

The defendants filed a motion to dismiss the complaint, which was granted by the Court in an Opinion and Order dated April 14, 2015, which dismissed the plaintiff's claims with prejudice with the exception of his claim for corporate waste and his assertion that our Board of Directors wrongfully rejected his demand to take action against the individually named defendants. On May 5, 2015, the Court so ordered the parties' stipulation, staying plaintiff's time to seek leave to amend his complaint in order to make a request to inspect the Company's books and records pursuant to Ohio Revised Code §1701.37, and plaintiff served that request for inspection on May 8, 2015. On August 17, 2015, plaintiff filed an Amended Verified Shareholder Derivative Complaint. On September 30, 2015, defendants moved to dismiss the amended complaint. On December 29, 2016, the Court denied defendants' motion to dismiss the amended complaint and ordered that the Brosz Action be consolidated with the Consolidated Derivative Action.

On February 10, 2014, a shareholder derivative lawsuit was filed in the Franklin County Common Pleas Court in Columbus, Ohio, captioned *Tremblay v. Campisi et al.*, No. 14CV-02-1421 (Ohio Ct. Com. Pl., Franklin Cnty.) (the "Tremblay Action"), against us and certain of our current and former outside directors and executive officers (David Campisi, Steven Fishman, Joe Cooper, Charles Haubiel, Timothy Johnson, Robert Claxton, John Martin, Norman Rankin, Paul Schroeder, Robert Segal, Steven Smart, David Kollat, Jeffrey Berger, James Chambers, Peter Hayes, Brenda Lauderback, Philip Mallott, Russell Solt, James Tener and Dennis Tishkoff). The plaintiff's complaint generally alleges that the individual defendants traded in our common shares based on material, nonpublic information concerning our guidance for fiscal 2012 and the first quarter of fiscal 2012 and the director defendants failed to suspend our share repurchase program during such trading activity. The complaint also alleges that we and various individual defendants made false and misleading statements regarding our Canadian operations prior to our announcement on December 5, 2013 that we were exiting the Canadian market. The complaint asserts claims under Ohio law for breach of fiduciary duty, unjust enrichment, waste of corporate assets and misappropriation of insider information and seeks damages, injunctive relief and disgorgement to us of proceeds from any wrongful sales of our common shares, plus attorneys' fees and expenses. At the parties' request, the court stayed this lawsuit until after the judge in the federal derivative lawsuits discussed in the preceding paragraphs ruled on the motions to dismiss pending in those actions. On January 12, 2017, the Tremblay Action was voluntarily dismissed by the plaintiffs, without prejudice to refiling.

On August 1, 2016, our Board of Directors passed a resolution creating a special litigation committee ("SLC") to conduct an independent investigation and determine, in its sole discretion, whether it is in the best interests of the Company to pursue, settle, or seek dismissal of, the claims asserted in the Consolidated Derivative Action, the Brosz Action, and the Tremblay Action. The SLC is composed of three members, each of whom is a director that is not a party to any of the derivative actions and was not a member of the Board until well after the relevant time period. The SLC retained independent counsel and conducted an investigation. On October 20, 2016, the Company filed motions to stay all proceedings in the Consolidated Derivative Action and the Brosz Action pending the completion of the SLC's investigation. The court granted the motion to stay all proceedings on December 15, 2016. As noted above, the Brosz action was consolidated with the Consolidated Derivative Action on December 29, 2016, and the Tremblay Action was voluntarily dismissed on January 12, 2017. On May 18, 2017, after concluding its investigation, the SLC filed a motion to dismiss the Consolidated Derivative Action. On May 19, 2017, the Court issued an order providing for discovery and briefing in connection with the SLC's motion to dismiss and setting a schedule for further litigation of the merits of the lawsuit. The case is currently in discovery on the merits of the lawsuit and in connection with the SLC's motion to dismiss.

On July 9, 2012, a putative securities class action lawsuit captioned Willis, et al. v. Big Lots, Inc., et al., 2:12-cv-00604 (S.D. Ohio) was filed in the U.S. District Court for the Southern District of Ohio on behalf of persons who acquired our common shares between February 2, 2012 and April 23, 2012. This lawsuit was filed against us, Lisa Bachmann, Mr. Cooper, Mr. Fishman and Mr. Haubiel. The complaint in the putative class action generally alleges that the defendants made statements concerning our financial performance that were false or misleading. The complaint asserts claims under sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 and seeks damages in an unspecified amount, plus attorneys' fees and expenses. The lead plaintiff filed an amended complaint on April 4, 2013, which added Mr. Johnson as a defendant, removed Ms. Bachmann as a defendant, and extended the putative class period to August 23, 2012. On May 6, 2013, the defendants filed a motion to dismiss the putative class action complaint. On January 21, 2016, the Court granted in part and denied in part the defendants' motion to dismiss, allowing some claims to move forward. On May 27, 2016, the lead plaintiff moved for class certification (requesting a class period from March 2, 2012 through August 23, 2012) and to appoint class representatives and class counsel. Defendants opposed the motion. On March 17, 2017, the Court granted plaintiffs' motion, certifying the class and appointing class representatives and class counsel. On March 31, 2017, the Company filed a petition pursuant to Federal Rule of Civil Procedure 23(f) for appeal of the Court's ruling with the U.S. Court of Appeals for the Sixth Circuit. That petition is currently pending. In the District Court, fact discovery was substantially completed on May 26, 2017, and the case is currently in expert discovery.

We believe that the shareholder derivative and putative class action lawsuits are without merit, and we intend to defend ourselves vigorously against the allegations levied in these lawsuits. While a loss from these lawsuits is reasonably possible, at this time, we cannot reasonably estimate the amount of any loss that may result or whether the lawsuits will have a material impact on our financial statements.

Tabletop Torches Matter

In 2013, we sold certain tabletop torch and citronella products manufactured by third parties. In August 2013, we recalled the tabletop torches and discontinued their sale in our stores. In 2014, we were named as a defendant in a number of lawsuits relating to these products alleging personal injuries suffered as a result of negligent shelving and pairing of the products, product design, manufacturing and marketing defects and/or breach of warranties. Although we believe that we are entitled to indemnification from the third-party manufacturers of the products and the company that tested the tabletop torches for all of the expenses that we have incurred with respect to these matters and that these expenses are covered by our insurance (subject to a $1 million deductible), in the second quarter of 2015, we (1) determined that our ability to obtain any recovery from the manufacturer of the tabletop torches may be limited because, among other things, the manufacturer has exhausted its applicable insurance coverage, is domiciled outside the United States and has been dissolved by its parent and (2) became engaged in litigation with our excess insurance carrier regarding the scope of our coverage. In the second quarter of 2015, we settled one of the lawsuits and settled another lawsuit in the third quarter of 2015. We settled an additional lawsuit in the first quarter of 2017. In the second quarter of 2017, we reached a settlement with the plaintiff in the final lawsuit. Additionally, we have brought a separate lawsuit in the United States District Court of Massachusetts against the company that tested the tabletop torch and an additional lawsuit in the United States District Court for the Southern District of Ohio against the third-party manufacturers and the company that tested the tabletop torch. In the second quarter of 2017, we reached a settlement in principle with our primary and excess insurance carriers. During the second quarter of 2015, we recorded a $4.5 million charge related to these matters.

Other Matters
We are involved in other legal actions and claims arising in the ordinary course of business. We currently believe that each such action and claim will be resolved without a material effect on our financial condition, results of operations, or liquidity. However, litigation involves an element of uncertainty. Future developments could cause these actions or claims to have a material effect on our financial condition, results of operations, and liquidity.

NOTE 9 – BUSINESS SEGMENT DATA

We use the following seven merchandise categories, which match our internal management and reporting of merchandise net sales: Food, Consumables, Soft Home, Hard Home, Furniture, Seasonal, and Electronics, Toys & Accessories. The Food category includes our beverage & grocery, candy & snacks, and specialty foods departments. The Consumables category includes our health, beauty and cosmetics, plastics, paper, chemical, and pet departments. The Soft Home category includes the home décor, frames, fashion bedding, utility bedding, bath, window, decorative textile, home organization and area rugs departments. The Hard Home category includes our small appliances, table top, food preparation, stationery, greeting cards, and home maintenance departments. The Furniture category includes our upholstery, mattress, ready-to-assemble, and case goods departments. The Seasonal category includes our lawn & garden, summer, Christmas, and other holiday departments. The Electronics, Toys, & Accessories category includes the electronics, jewelry, hosiery, toys and infant accessories departments.

We periodically assess, and potentially enact minor adjustments to, our product hierarchy, which can impact the roll-up of our merchandise categories. Our financial reporting process utilizes the most current product hierarchy in reporting net sales by merchandise category for all periods presented. Therefore, there may be minor reclassifications of net sales by merchandise category compared to previously reported amounts.

The following table presents net sales data by merchandise category:

	Second Quarter		Year-to-Date	
(In thousands)	**2017**	**2016**	**2017**	**2016**
Furniture	$ 259,439	$ 249,276	$ 622,378	$ 606,333
Seasonal	232,810	216,493	416,561	401,129
Consumables	198,706	201,752	388,499	396,313
Food	182,451	189,199	379,403	391,679
Soft Home	176,440	168,373	364,514	354,530
Hard Home	97,640	101,251	188,159	201,209
Electronics, Toys, & Accessories	73,815	76,811	158,574	164,537
Net sales	$ 1,221,301	$ 1,203,155	$ 2,518,088	$ 2,515,730

NOTE 10 – COMPONENTS OF ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table summarizes the components of accumulated other comprehensive loss, net of tax:

	Second Quarter	Year-to-Date
(In thousands)	**2016**	**2016**
Beginning of period	$ (14,761)	$ (15,977)
Other comprehensive income before reclassifications	(94)	73
Amounts reclassified from accumulated other comprehensive loss	423	1,472
Net period change	329	1,545
End of period	(14,432)	(14,432)

The amounts reclassified from accumulated other comprehensive loss are associated with our pension plans and have been reclassified to selling and administrative expenses in our statements of operations. Please see note 6 to the consolidated financial statements for further information on our pension plans.

NOTE 11 – DERIVATIVE INSTRUMENTS

We may enter into derivative instruments designed to mitigate certain risks, including collar contracts to mitigate our risk associated with market fluctuations in diesel fuel prices. These contracts are used strictly to limit our risk exposure and not as speculative transactions. Our derivative instruments associated with diesel fuel do not meet the requirements for cash flow hedge accounting. Therefore, our derivative instruments associated with diesel fuel will be marked-to-market to determine their fair value and the associated gains and losses will be recognized currently in other income (expense) on our consolidated statements of operations.

Our outstanding derivative instrument contracts for the second quarter of 2017 were comprised of the following:

(In thousands)	**July 29, 2017**	**January 28, 2017**
Diesel fuel collars (in gallons)	5,150	4,425

The fair value of our outstanding derivative instrument contracts was as follows:

(In thousands)		**Assets (Liabilities)**	
Derivative Instrument	**Balance Sheet Location**	**July 29, 2017**	**January 28, 2017**
Diesel fuel collars	Other current assets	$ 129	$ 135
	Other assets	403	180
	Accrued operating expenses	(632)	(1,001)
	Other liabilities	(558)	(322)
Total derivative instruments		$ (658)	$ (1,008)

The effect of derivative instruments on the consolidated statements of operations was as follows:

		Amount of Gain (Loss)			
(In thousands)		**Second Quarter**		**Year-to-Date**	
Derivative Instrument	**Statements of Operations Location**	**2017**	**2016**	**2017**	**2016**
Diesel fuel collars					
Realized	Other income (expense)	$ (213)	$ (561)	$ (499)	$ (1,362)
Unrealized	Other income (expense)	571	184	350	1,664
Total derivative instruments		$ 358	$ (377)	$ (149)	$ 302

The fair values of our derivative instruments are determined using observable inputs from commonly quoted markets. These fair value measurements are classified as Level 2 within the fair value hierarchy.

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

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS FOR PURPOSES OF THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

The Private Securities Litigation Reform Act of 1995 (the “Act”) provides a safe harbor for forward-looking statements to encourage companies to provide prospective information, so long as those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those discussed in the statements. We wish to take advantage of the “safe harbor” provisions of the Act.

Certain statements in this report are forward-looking statements within the meaning of the Act, and such statements are intended to qualify for the protection of the safe harbor provided by the Act. The words “anticipate,” “estimate,” “expect,” “objective,” “goal,” “project,” “intend,” “plan,” “believe,” “will,” “should,” “may,” “target,” “forecast,” “guidance,” “outlook,” and similar expressions generally identify forward-looking statements. Similarly, descriptions of our objectives, strategies, plans, goals or targets are also forward-looking statements. Forward-looking statements relate to the expectations of management as to future occurrences and trends, including statements expressing optimism or pessimism about future operating results or events and projected sales, earnings, capital expenditures and business strategy. Forward-looking statements are based upon a number of assumptions concerning future conditions that may ultimately prove to be inaccurate. Forward-looking statements are and will be based upon management's then-current views and assumptions regarding future events and operating performance, and are applicable only as of the dates of such statements. Although we believe the expectations expressed in forward-looking statements are based on reasonable assumptions within the bounds of our knowledge, forward-looking statements, by their nature, involve risks, uncertainties and other factors, any one or a combination of which could materially affect our business, financial condition, results of operations or liquidity.

Forward-looking statements that we make herein and in other reports and releases are not guarantees of future performance and actual results may differ materially from those discussed in such forward-looking statements as a result of various factors, including, but not limited to, the current economic and credit conditions, the cost of goods, our inability to successfully execute strategic initiatives, competitive pressures, economic pressures on our customers and us, the availability of brand name closeout merchandise, trade restrictions, freight costs, the risks discussed in the Risk Factors section of our most recent Annual Report on Form 10-K, and other factors discussed from time to time in our other filings with the SEC, including Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. This report should be read in conjunction with such filings, and you should consider all of these risks, uncertainties and other factors carefully in evaluating forward-looking statements.

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date they are made. We undertake no obligation to publicly update forward-looking statements whether as a result of new information, future events or otherwise. Readers are advised, however, to consult any further disclosures we make on related subjects in our public announcements and SEC filings.

OVERVIEW

The discussion and analysis presented below should be read in conjunction with the accompanying consolidated financial statements and related notes. Each term defined in the notes has the same meaning in this item and the balance of this report.

The following are the results from the second quarter of 2017 that we believe are key indicators of our operating performance when compared to our operating performance from the second quarter of 2016:

- Net sales increased $18.1 million, or 1.5%.
- Comparable store sales for stores open at least fifteen months, including e-commerce, increased $20.5 million, or 1.8%.
- Gross margin dollars increased $6.1 million, while gross margin rate decreased 10 basis points to 40.3% from 40.4% of sales.
- Selling and administrative expenses decreased $1.5 million. As a percentage of net sales, selling and administrative expenses decreased 60 basis points to 34.0% of net sales.
- Operating profit rate increased 70 basis points to 3.9%.
- Diluted earnings per share increased to $0.67 per share from $0.50 per share.
- Inventory increased by 0.2%, or $1.9 million, to $810.5 million from the second quarter of 2016.
- We acquired 2.0 million of our outstanding common shares for $94.6 million under our 2017 Repurchase Program.
- We declared and paid a quarterly cash dividend in the amount of $0.25 per common share in the second quarter of 2017 compared to a quarterly cash dividend of $0.21 per common share paid in the second quarter of 2016.

See the discussion and analysis below for additional details regarding our operating results.

STORES

The following table presents stores opened and closed during the year-to-date 2017 and the year-to-date 2016:

	2017	2016
Stores open at the beginning of the fiscal year	1,432	1,449
Stores opened during the period	8	2
Stores closed during the period	(11)	(6)
Stores open at the end of the period	1,429	1,445

We continue to expect to close 20 net stores during 2017. We have increased our expectations to now open approximately 24 stores and close approximately 44 stores during 2017.

RESULTS OF OPERATIONS

The following table compares components of our consolidated statements of operations as a percentage of net sales at the end of each period:

	Second Quarter		Year-to-Date	
	2017	2016	2017	2016
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales (exclusive of depreciation expense shown separately below)	59.7	59.6	59.6	60.1
Gross margin	40.3	40.4	40.4	39.9
Selling and administrative expenses	34.0	34.6	33.0	33.5
Depreciation expense	2.4	2.6	2.3	2.4
Operating profit	3.9	3.2	5.1	4.0
Interest expense	(0.1)	(0.1)	(0.1)	(0.1)
Other income (expense)	0.0	(0.0)	(0.0)	0.0
Income before income taxes	3.8	3.1	5.0	4.0
Income tax expense	1.4	1.2	1.8	1.5
Net income	2.4 %	1.9 %	3.2 %	2.4 %

SECOND QUARTER OF 2017 COMPARED TO SECOND QUARTER OF 2016

Net Sales

Net sales by merchandise category (in dollars and as a percentage of total net sales) in the second quarter of 2017 and the second quarter of 2016, and the change in net sales (in dollars and percentage) and the change in comparable store sales for stores open at least fifteen months plus the results of our e-commerce net sales (“comp” or “comps”) (in percentage) from the second quarter of 2017 compared to the second quarter of 2016 were as follows:

	Second Quarter						
($ in thousands)	2017		2016		Change		Comps
Furniture	$ 259,439	21.3%	$ 249,276	20.7%	$ 10,163	4.1 %	3.7 %
Seasonal	232,810	19.1	216,493	18.0	16,317	7.5	8.0
Consumables	198,706	16.3	201,752	16.8	(3,046)	(1.5)	(0.9)
Food	182,451	14.9	189,199	15.7	(6,748)	(3.6)	(3.1)
Soft Home	176,440	14.4	168,373	14.0	8,067	4.8	5.2
Hard Home	97,640	8.0	101,251	8.4	(3,611)	(3.6)	(3.0)
Electronics, Toys, & Accessories	73,815	6.0	76,811	6.4	(2,996)	(3.9)	(5.0)
Net sales	$ 1,221,301	100.0%	$ 1,203,155	100.0%	$ 18,146	1.5 %	1.8 %

We periodically assess, and make minor adjustments to, our product hierarchy, which can impact the roll-up of our merchandise categories. Our financial reporting process utilizes the most current product hierarchy in reporting net sales by merchandise category for all periods presented. Therefore, there may be minor reclassifications of net sales by merchandise category compared to previously reported amounts.

Net sales increased $18.1 million, or 1.5%, to $1,221.3 million in the second quarter of 2017, compared to $1,203.2 million in the second quarter of 2016. The increase in net sales was driven by a 1.8% increase in our comps, which increased net sales by $20.5 million, partially offset by the net decrease of 16 stores since the end of the second quarter of 2016, which decreased net sales by $2.4 million. Our Seasonal, Soft Home, and Furniture merchandise categories generated positive comps:

- The positive comps and net sales in our ***Seasonal*** category were primarily the result of strength in our lawn & garden and summer departments, which was a result of an improved quality of merchandise, a shift in merchandise mix towards a higher average retail value, and strategically higher inventory levels in the second quarter of 2017 compared to the second quarter of 2016.
- ***Soft Home*** experienced increases in net sales and comps which were primarily driven by continued improvement in the product assortment, quality, and perceived value by our customers.
- The ***Furniture*** category experienced increased net sales and comps during the second quarter of 2017, primarily driven by strength in our mattress and upholstery departments and the positive impact of our Easy Leasing lease-to-own program and our third-party, private label credit card offering.

The positive comps in Seasonal, Soft Home, and Furniture were offset by negative comps in Consumables, Food, Hard Home, and Electronics, Toys, & Accessories:

- ***Consumables*** experienced a decrease in net sales and comps in numerous departments due to the timing of closeout inventory purchases that increased sales in the second quarter of 2016, which was partially offset by positive comps driven by new and expanded product offerings in our bath / body wash and over-the-counter / nutritional health products.
- The ***Food*** category experienced decreased net sales and negative comps due to product mix imbalances and a highly competitive marketplace. During the first quarter of 2017, we invested in our inventory levels to correct certain product mix imbalances, including improvements to our "never out" product assortment. Jennifer began responding to the improved product assortment as the second quarter progressed.
- The decreased net sales and negative comps in ***Hard Home*** and ***Electronics, Toys, & Accessories*** were a result of an intentionally narrowed merchandise assortment and linear footage allocation.

Gross Margin

Gross margin dollars increased by $6.1 million, or 1.3%, to $492.5 million for the second quarter of 2017, compared to $486.4 million for the second quarter of 2016. The increase in gross margin dollars was principally due to an increase in net sales, which increased gross margin dollars by $7.3 million, partially offset by a slightly lower gross margin rate, which decreased gross margin dollars by approximately $1.2 million. Gross margin as a percentage of net sales decreased 10 basis points to 40.3% in the second quarter of 2017, compared to 40.4% in the second quarter of 2016. The gross margin rate decrease was principally due to a higher overall markdown rate, partially offset by both a higher initial mark-up, driven by favorable inbound freight costs and lower product costs, and a lower shrink rate in the second quarter of 2017 as compared to the second quarter of 2016.

Selling and Administrative Expenses

Selling and administrative expenses were $415.2 million for the second quarter of 2017, compared to $416.7 million for the second quarter of 2016. The decrease of $1.5 million, or 0.4%, was primarily driven by a decrease in share-based compensation of $1.6 million. The decrease in share-based compensation expense was primarily a result of fewer performance share units expensing in 2017 compared to 2016.

As a percentage of net sales, selling and administrative expenses decreased 60 basis points to 34.0% for the second quarter of 2017 compared to 34.6% for the second quarter of 2016.

Depreciation Expense

Depreciation expense decreased $1.4 million to $29.4 million in the second quarter of 2017, compared to $30.8 million for the second quarter of 2016. Depreciation expense as a percentage of sales decreased 20 basis points to 2.4% for the second quarter of 2017 compared to 2.6% for the second quarter of 2016. The decrease was driven by a reduction in new store spending in 2015 and 2016 as compared to 2011 and 2012, as the initial store construction costs on those stores have completed their depreciation cycle.

Interest Expense

Interest expense was $1.6 million in the second quarter of 2017, compared to $1.5 million in the second quarter of 2016. The increase in interest expense was primarily driven by an increase in our average interest rate on our revolving debt in the second quarter of 2017 compared to the second quarter of 2016. The increase in interest rate was partially offset by a decrease in total average borrowings. We had total average borrowings (including capital leases) of $240.2 million in the second quarter of 2017 compared to total average borrowings of $289.3 million in the second quarter of 2016. The decrease in total average borrowings (including capital leases) was primarily due to a decrease of $43.9 million to our average revolving debt balance under the 2011 Credit Agreement, which was primarily the result of repurchasing fewer shares under our Repurchase Program during the second quarter of 2017 compared to the second quarter of 2016.

Other Income (Expense)

Other income (expense) was $0.4 million in the second quarter of 2017, compared to $(0.4) million in the second quarter of 2016. The change from 2016 to 2017 was driven by a change in pricing trends for diesel fuel. We realized losses on our diesel fuel hedging contracts that settled during both periods, as diesel fuel prices were below our collar limits. Current diesel prices during the second quarter of 2016 were both lower and further below our collar limits than the second quarter of 2017. In both periods, we recognized unrealized gains due to an increase in forecasted future fuel prices, which positively impacted the valuation of our hedges.

Income Taxes

The effective income tax rate for the second quarter of 2017 and the second quarter of 2016 was 37.7% and 38.6%, respectively. The decrease in the effective income tax rate was primarily attributable to a decrease in nondeductible expenses and the net excess tax benefits associated with settlement of share-based payment awards (due to the adoption of ASU 2016-09). Rates were also impacted by higher pretax earnings this year.

YEAR-TO-DATE 2017 COMPARED TO YEAR-TO-DATE 2016

Net Sales

Net sales by merchandise category (in dollars and as a percentage of total net sales) in the year-to-date 2017 and the year-to-date 2016, and the change in net sales (in dollars and percentage) and the change in comps (in percentage) from the year-to-date 2017 compared to the year-to-date 2016 were as follows:

	Year-to-Date					
($ in thousands)	2017		2016		Change		Comps
Furniture	$ 622,378	24.7%	$ 606,333	24.1%	$ 16,045	2.6 %	2.4 %
Seasonal	416,561	16.5	401,129	15.9	15,432	3.8	4.4
Consumables	388,499	15.4	396,313	15.8	(7,814)	(2.0)	(1.2)
Food	379,403	15.1	391,679	15.6	(12,276)	(3.1)	(2.5)
Soft Home	364,514	14.5	354,530	14.1	9,984	2.8	3.4
Hard Home	188,159	7.5	201,209	8.0	(13,050)	(6.5)	(5.8)
Electronics, Toys, & Accessories	158,574	6.3	164,537	6.5	(5,963)	(3.6)	(5.4)
Net sales	$ 2,518,088	100.0%	$ 2,515,730	100.0%	$ 2,358	0.1 %	0.4 %

Net sales increased $2.4 million, or 0.1%, to $2,518.1 million in the year-to-date 2017, compared to $2,515.7 million in the year-to-date 2016. The increase in net sales was principally due to a 0.4% increase in comps, which increased net sales by $9.2 million, partially offset by the net decrease of 16 stores since the end of the second quarter of 2016, which decreased net sales by $6.8 million.

Our Seasonal, Soft Home, and Furniture merchandise categories generated positive comps:

- The positive comps and increased net sales in our ***Seasonal*** category were primarily the result of strength in our summer and lawn & garden departments, which was the result of improved product assortment and strategically higher inventory levels in 2017 compared to 2016.
- ***Soft Home*** experienced increases in net sales and comps which were primarily driven by continued improvement in the product assortment, quality, and perceived value by our customers.
- The ***Furniture*** category experienced increased net sales and comps during the year-to-date 2017, primarily driven by strength in our upholstery and mattress departments and the positive impact of our Easy Leasing lease-to-own program and our third-party, private label credit card offering.

The positive comps in Seasonal, Soft Home, and Furniture were offset by negative comps in Consumables, Food, Electronics, Toys, & Accessories and Hard Home:

- ***Consumables*** experienced a decrease in net sales and comps in numerous departments due to the timing of closeout inventory purchases, which was partially offset by positive comps in our health, beauty, and cosmetics department due to the introduction of an everyday, branded product program and space expansions in our bath / body wash and over-the-counter/nutritional health departments.
- The ***Food*** category experienced negative net sales and comps due to merchandising execution, such as product mix imbalances. We invested in growing our Food inventory position from the beginning of the year to address these imbalances in future periods.
- The negative comps and decreased net sales in ***Electronics, Toys, & Accessories*** and ***Hard Home*** were a result of an intentionally narrowed merchandise assortment.

For the third quarter of 2017, we expect comparable store sales to increase in the low single digits. We forecast comparable store sales for the fourth quarter of 2017 to be in the range of flat to a 2% increase.

Gross Margin

Gross margin dollars increased $12.7 million, or 1.3%, to $1,016.8 million for the year-to-date 2017, compared to $1,004.1 million for the year-to-date 2016. The increase in gross margin dollars was principally due to an increase in gross margin rate, which increased gross margin dollars by approximately $11.7 million, coupled with an increase in net sales of $2.4 million, which benefited gross margin dollars by approximately $1.0 million. Gross margin as a percentage of net sales increased 50 basis points to 40.4% in the year-to-date 2017, compared to 39.9% in the year-to-date 2016. The gross margin rate increase was the result of a higher initial mark-up, driven by favorable inbound freight costs and lower product costs, and a lower shrink rate, partially offset by a higher overall markdown rate.

We expect our gross margin rate will be similar in the third quarter of 2017 to the third quarter of 2016. For the fourth quarter of 2017, we anticipate our gross margin rate will be slightly lower than the fourth quarter of 2016 principally due to a favorable physical inventory shrink adjustment which occurred in fourth quarter of 2016 that is not currently forecasted to occur in the fourth quarter of 2017.

Selling and Administrative Expenses

Selling and administrative expenses were $831.1 million for the year-to-date 2017, compared to $842.1 million for the year-to-date 2016. The decrease of $11.0 million, or 1.3%, was primarily driven by decreases in legal settlement costs of $4.8 million, utility expenses of $2.3 million, accrued bonus expense of $2.3 million, and share-based compensation expense of $2.2 million, and the absence of $1.3 million in pension settlement charges in 2017, partially offset by increases in occupancy charges of $3.4 million, distribution and outbound transportation costs of $3.1 million, and corporate office payroll expenses of $2.3 million. During the year-to-date 2016, we incurred $5.2 million in charges related to wage and hour claims brought against us in the State of California associated with both our stores and our distribution center as well as for an action related to our handling of hazardous materials and hazardous waste in California. The decrease in utility expenses was primarily driven by cost saving initiatives, such as our LED lighting replacement project. The decrease in accrued bonus expense was driven by our current performance relative to our operating plan in the year-to-date 2017 as compared to our out-performance relative to our operating plan in the year-to-date 2016. The decrease in share-based compensation expense was primarily a result of fewer performance share units expensing in 2017 compared to 2016. Additionally, we incurred $1.3 million in pension settlement charges during the year-to-date 2016, which was the result of the termination of our pension plans. The increase in occupancy charges is primarily driven by annual rent increases for the renewal of expiring leases. The increase in distribution and outbound transportation costs of $3.1 million was driven by higher fuel prices in the year-to-date 2017 compared to the year-to-date 2016, coupled with additional expenses as we continue to sell and ship larger sized items in our Furniture and Seasonal categories. The increase in corporate office payroll expenses was primarily driven by annual merit increases.

As a percentage of net sales, selling and administrative expenses decreased 50 basis points to 33.0% for the year-to-date 2017 and compared to 33.5% for the year-to-date 2016.

During the third and fourth quarters of 2017, we anticipate that our selling and administrative expenses as a percentage of net sales will decrease slightly compared to the third and fourth quarters of 2016.

Depreciation Expense

Depreciation expense decreased $2.5 million to $58.0 million in the year-to-date 2017, compared to $60.5 million for the year-to-date 2016. The decrease was driven by the reduction in new store spending in 2015 and 2016 as compared to 2011 and 2012, as the initial store construction costs on those stores are completing their depreciation cycle. Depreciation expense as a percentage of sales decreased by 10 basis points compared to the year-to-date 2016.

We expect that our depreciation expense for the balance of 2017 will be slightly lower in comparison to the third and fourth quarter of 2016.

Interest Expense

Interest expense was $2.6 million in the year-to-date 2017, compared to $2.1 million in the year-to-date 2016. The increase was driven by higher average borrowings under the 2011 Credit Agreement. The increase in interest expense was also driven by an increase in our average interest rate on our revolving debt in the year-to-date 2017 compared to the year-to-date 2016. Additionally, we had total average borrowings (including capital leases) of $193.3 million in the year-to-date 2017 compared to total average borrowings of $189.9 million in the year-to-date 2016. The increase in total average borrowings (including capital leases) was primarily due to an increase of $8.4 million to our average revolving debt balance under the 2011 Credit Agreement, which was primarily the result of a higher beginning debt balance in 2017 as compared to 2016.

Other Income (Expense)

Other income (expense) was $(0.1) million in the year-to-date 2017, compared to $0.4 million in the year-to-date 2016. The change from 2016 to 2017 was driven by a change in pricing trends for diesel fuel. During the year-to-date 2016, diesel prices increased which generated an overall gain, while in the year-to-date 2017 prices have moderated.

Income Taxes

The effective income tax rate for the year-to-date 2017 and the year-to-date 2016 was 35.5% and 38.4%, respectively. The decrease in the effective income tax rate was primarily attributable to the net excess tax benefits associated with vestings and exercises of share-based payment awards due to the adoption of ASU 2016-09 (as described in note 1), which decreased our effective income tax rate by approximately 2.5%, and a decrease in nondeductible expenses.

Capital Resources and Liquidity

On July 22, 2011, we entered into the 2011 Credit Agreement, which was first amended on May 30, 2013. On May 28, 2015, we entered into a second amendment of the 2011 Credit Agreement that, among other things, extended its expiration date to May 30, 2020. Borrowings under the 2011 Credit Agreement are available for working capital and general corporate purposes. The 2011 Credit Agreement includes a $30 million swing loan sublimit and a $150 million letter of credit sublimit. The interest rates, pricing and fees under the 2011 Credit Agreement fluctuate based on our debt rating. The 2011 Credit Agreement allows us to select our interest rate for each borrowing from multiple interest rate options. The interest rate options are generally derived from the prime rate or LIBOR. We may prepay revolving loans made under the 2011 Credit Agreement. The 2011 Credit Agreement contains financial and other covenants, including, but not limited to, limitations on indebtedness, liens and investments, as well as the maintenance of two financial ratios – a leverage ratio and a fixed charge coverage ratio. A violation of any of the covenants could result in a default under the 2011 Credit Agreement that would permit the lenders to restrict our ability to further access the 2011 Credit Agreement for loans and letters of credit and require the immediate repayment of any outstanding loans under the 2011 Credit Agreement. At July 29, 2017, we were in compliance with the covenants of the 2011 Credit Agreement.

The primary source of our liquidity is cash flows from operations and, as necessary, borrowings under the 2011 Credit Agreement. Our net income and, consequently, our cash provided by operations are impacted by net sales volume, seasonal sales patterns, and operating profit margins. Our net sales are typically highest during the nine-week Christmas selling season in our fourth fiscal quarter. Generally, our working capital requirements peak late in our third fiscal quarter or early in our fourth fiscal quarter. We have typically funded those requirements with borrowings under our credit facility. At July 29, 2017, we had $226.6 million in outstanding borrowings under the 2011 Credit Agreement and the borrowings available under the 2011 Credit Agreement were $457.4 million, after taking into account the reduction in availability resulting from outstanding letters of credit totaling $16.0 million.

In February 2017, our Board of Directors authorized us to repurchase up to $150.0 million of our outstanding common shares. During the year-to-date 2017, we purchased approximately 2.7 million common shares at an average price of $48.00 per share under the 2017 Repurchase Program.

In the year-to-date 2017, we have declared and paid two quarterly cash dividends of $0.25 per common share each for a total paid amount of approximately $23.6 million.

In August 2017, our Board of Directors declared a quarterly cash dividend of $0.25 per common share payable on September 22, 2017 to shareholders of record as of the close of business on September 8, 2017.

The following table compares the primary components of our cash flows from the year-to-date 2017 to the year-to-date 2016:

(In thousands)		**2017**		**2016**		**Change**
Net cash provided by operating activities	$	99,962	$	111,500	$	(11,538)
Net cash used in investing activities		(51,691)		(45,030)		(6,661)
Net cash used in financing activities	$	(43,426)	$	(62,245)	$	18,819

Cash provided by operating activities decreased by $11.5 million to $100.0 million in the year-to-date 2017 compared to $111.5 million of cash provided by operating activities in the year-to-date 2016. The decrease was driven by a decrease to accounts payable, which decreased our cash provided by operating activities by $40.6 million in the year-to-date 2017 compared to the year-to-date 2016. In the second quarter of 2017, we reduced our receipts of merchandise to manage our inventory levels, which resulted in a decrease in outstanding accounts payable. Partially offsetting the decrease in cash provided by operating activities was an increase in net income of $19.2 million, which was primarily driven by the increase in comparable store sales and an improved operating profit rate in the year-to-date 2017. Additionally, the net decrease in deferred income taxes increased cash provided by operating activities by $12.2 million in the year-to-date 2017 compared to the year-to-date 2016. In 2016, our deferred tax assets increased as a result of the revaluation of pension settlement liabilities. The pension settlements were paid in the fourth quarter of 2016 (impacting the year-to-date 2017), which resulted in a realization of the previously deferred income tax benefit.

Cash used in investing activities increased by $6.7 million to $51.7 million in the year-to-date 2017 compared to $45.0 million in the year-to-date 2016. The increase was primarily driven by an $8.0 million increase in capital expenditures to $53.2 million in the year-to-date 2017 compared to $45.2 million in the year-to-date 2016. The increase in capital expenditures was driven by our increased investment in new store openings and our LED lighting program in the year-to-date 2017.

Cash used in financing activities decreased by $18.8 million to $43.4 million in the year-to-date 2017 compared to $62.2 million in the year-to-date 2016. The primary driver of this decrease was a $121.7 million decrease in cash used to repurchase common shares under our share repurchase programs in the year-to-date 2017 compared to the year-to-date 2016, partially offset by both a decrease of $75.4 million in net borrowings under our bank credit facility to $120.2 million in the year-to-date 2017 compared to $195.6 million in the year-to-date 2016 and a decrease of $11.9 million in proceeds from stock option exercises.

On a consolidated basis, we continue to expect cash provided by operating activities less capital expenditures to be approximately $180 million to $190 million for 2017.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with GAAP requires management to make estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period, as well as the related disclosure of contingent assets and liabilities at the date of the financial statements. On an ongoing basis, management evaluates its estimates, judgments, and assumptions, and bases its estimates, judgments, and assumptions on historical experience, current trends, and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. See note 1 to our consolidated financial statements included in our 2016 Form 10-K for additional information about our accounting policies.

The estimates, judgments, and assumptions that have a higher degree of inherent uncertainty and require the most significant judgments are outlined in Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our 2016 Form 10-K. Had we used estimates, judgments, and assumptions different from any of those discussed in our 2016 Form 10-K, our financial condition, results of operations, and liquidity for the current period could have been materially different from those presented.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are subject to market risk from exposure to changes in interest rates on investments that we make from time to time and on borrowings under the 2011 Credit Agreement. An increase or decrease of 1% in interest rates would not have a material effect on our financial condition, results of operations, or liquidity.

We are subject to market risk from exposure to changes in our derivative instruments, associated with diesel fuel. At July 29, 2017, we had outstanding derivative instruments, in the form of collars, covering 5,150,000 gallons of diesel fuel. The below table provides further detail related to our current derivative instruments, associated with diesel fuel.

Calendar Year of Maturity	Diesel Fuel Derivatives		Fair Value
	Puts	Calls	Asset (Liability)
	(Gallons, in thousands)		*(In thousands)*
2017	1,550	1,550	$ (365)
2018	2,400	2,400	(239)
2019	1,200	1,200	(54)
Total	5,150	5,150	$ (658)

Additionally, at July 29, 2017, a 10% difference in the forward curve for diesel fuel prices would affect unrealized gains (losses) in other income (expense) by approximately $1.3 million.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have each concluded that such disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. Other Information

Item 1. Legal Proceedings

No response is required under Item 103 of Regulation S-K.

Item 1A. Risk Factors

During the second quarter of 2017, there were no material changes to the risk factors previously disclosed in our 2016 Form 10-K.

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

(In thousands, except price per share data)

Period	(a) Total Number of Shares Purchased (1)(2)	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
April 30, 2017 - May 27, 2017	698	$ 47.79	698	$ 83,021
May 28, 2017 - June 24, 2017	547	48.22	541	53,249
June 25, 2017 - July 29, 2017	739	47.67	738	21,742
Total	1,984	$ 47.87	1,977	$ 21,742

(1) The 2017 Repurchase Program is comprised of a February 28, 2017 authorization by our Board of Directors for the repurchase of up to $150.0 million of our common shares. During the second quarter of 2017, we purchased approximately 2.0 million of our common shares for approximately $94.6 million under the 2017 Repurchase Program.

(2) In April, May, and June 2017, in connection with the vesting of certain outstanding restricted stock awards and restricted stock units, we acquired 590, 6,151 and 160 of our common shares, respectively, which were withheld to satisfy minimum statutory income tax withholdings.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibits marked with an asterisk (*) are filed herewith. The Exhibit marked with two asterisks (**) is furnished electronically with this Quarterly Report.

Exhibit No.	Document
10.1*	Big Lots Senior Executive Severance Agreement
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101**	XBRL Instance Document.

Signature

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.

Dated: September 6, 2017

BIG LOTS, INC.

By: /s/ Timothy A. Johnson

Timothy A. Johnson
Executive Vice President, Chief Administrative Officer
and Chief Financial Officer
(Principal Financial Officer, Principal Accounting Officer and Duly Authorized Officer)

EXHIBIT 10.1

SENIOR EXECUTIVE SEVERANCE AGREEMENT

This Senior Executive Severance Agreement (this “Agreement”) is entered into and made effective as of the _____ day of __________, 20__ (the “Effective Date”), by and among BIG LOTS STORES, INC., an Ohio corporation (“BLSI”), BIG LOTS, INC., an Ohio corporation and the ultimate parent company of BLSI (“BLI”), and _____________, an individual residing in the State of Ohio (“Executive”).

WHEREAS, the Board of Directors of BLSI (the “Board”) believes it is in the best interests of BLSI and its shareholders to assure the continued services of Executive, undiminished by any actual or perceived threat to continued employment that may arise from an actual or threatened Change in Control (as defined herein) of BLSI or BLI;

WHEREAS, should BLSI or BLI receive any proposal that may result in a Change in Control, the Board believes it imperative that BLSI and the Board be able to rely upon Executive’s continued employment in Executive’s then current position, and that BLSI be able to receive and rely upon Executive’s advice, if it requests it, as to the best interests of BLSI, BLI and their respective shareholders, without concern that Executive might be distracted by the personal uncertainties and risks created by such a proposal; and

WHEREAS, Executive wishes to continue to serve in Executive’s then current capacity, subject to assurance that in the event of a Change in Control, Executive will have a reasonable degree of financial security;

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, BLSI, BLI and Executive agree as follows:

1. If there is a Change in Control (as defined in Section 3 hereof) and Executive’s employment is thereupon terminated or terminated within twenty four (24) months after the

effective date thereof, Executive shall be entitled to the termination benefits set forth in Section 2 hereof. For purposes of this Agreement, Executive's employment shall be deemed to have been terminated only if BLSI terminates such employment other than for Cause or if a Constructive Termination occurs. "Cause" shall mean Executive's conviction of a felony, or an act or acts of personal dishonesty on Executive's part intended to result and resulting in material harm to BLSI, or any refusal by Executive to perform his assigned duties for a period exceeding ten (10) consecutive business days, other than any such refusal arising from a Constructive Termination or by reason of temporary physical or mental disability or illness. "Constructive Termination" shall mean a resignation by Executive because of any material adverse change or material diminution in Executive's reporting relationships, job description, duties, responsibilities, compensation, perquisites, office or location of employment (as reasonably determined by Executive in his/her good faith discretion); *provided, however*, that Executive shall notify BLSI in writing at least forty-five (45) days in advance of any election by Executive to terminate his or her employment hereunder, specifying the nature of the alleged adverse change or diminution, and BLSI or BLI, as the case may be, shall have a period of ten (10) business days after the receipt of such notice to cure such alleged adverse change or diminution before Executive shall be entitled to exercise any such rights and remedies. Executive shall not be entitled to the benefits available hereunder unless such notice is timely given. For purposes of this Agreement, any reference to a "termination" (or any form thereof) shall mean a "separation from service" within the meaning of Treasury Regulation Section 1.409A-1(h) by Executive from BLSI, BLI, and any other entity that, along with BLI, would be considered a single employer for purposes of Sections 414(b) and 414(c) of the Internal Revenue Code of 1986, as amended (the "Code").

2. The benefits payable to Executive pursuant to Section 1 hereof are as follows:

A. A lump sum cash payment, net of any applicable withholding taxes, in an amount equal to two times the annual salary paid or payable to Executive immediately prior to the effective date of such Change in Control (the "Lump Sum Payment"). The Lump Sum Payment shall be paid within ten (10) business days after the day of Executive's termination.

B. A lump sum cash payment, net of any applicable withholding taxes, in an amount equal to two times Executive's then current annual Target Bonus, as defined and determined annually by the Compensation Committee of the BLI Board of Directors (the "Lump Sum Bonus Payment"); *provided, however*, that in the event Executive's then current Target Bonus is undefined, Executive's annual Target Bonus shall be deemed to be 100% of Executive's then current base salary. Executive shall receive the Lump Sum Bonus Payment at the same time Executive receives the Lump Sum Payment described in Subsection 2.A. above.

C. A lump sum cash payment, net of any applicable withholding taxes, in an amount equal to (i) Executive's then current annual Target Bonus, as determined pursuant to the provisions of Subsection 2.B. above; multiplied by (ii) a fraction, the numerator of which is the number of days that have elapsed between the first day of the current annual bonus period and the date of Executive's termination and the denominator of which is three-hundred-sixty-five (365). Executive shall receive the payment determined under this Subsection 2.C. at the same time Executive receives the Lump Sum Payment described in Subsection 2.A. above.

D. For a period of twenty-four (24) months after the date of Executive's termination, Executive and his or her family (if their participation is permitted under the terms of the subject plan) shall be entitled to participate in any health, dental or vision plan that is generally available to similarly titled executive officers of BLSI; *provided, however*, that Executive's participation in the plans referred to in this Subsection 2.D. shall be terminated (other than as provided by law) when and to the extent that Executive is entitled to receive the same from another employer during such period. Executive's participation in and benefits under any such plan shall be on the terms and subject to the conditions specified in the governing document of the particular plan, including, but not limited to, reimbursement of one hundred percent (100%) of all medical and dental expenses incurred during the period of participation in the plans referred to above. Notwithstanding the foregoing, with respect to any continued coverage or reimbursement pursuant to this Subsection 2.D., other than with respect to any continued coverage under a group health or hospitalization plan during the applicable COBRA health insurance benefit continuation period described in Section 4980B of the Code: (i) the amount of expenses eligible for reimbursement or benefits provided during any taxable year of Executive shall not affect the amount of expenses eligible for reimbursement or benefits to be provided in any other taxable year of Executive, (ii) any such reimbursement shall be made on or before the last day of Executive's taxable year following the taxable year of Executive in which the expense was incurred, and (iii) the right to such reimbursement or benefits may not be subject to liquidation or exchange for another benefit.

E. If all or any portion of the amount payable to Executive under this Agreement, either alone or together with other amounts that Executive is entitled to receive in connection with a Change in Control, constitutes "excess parachute payments" within the meaning of Section 280G of the Code, or any successor provision, that is subject to the excise tax imposed by Section 4999 of the Code (the "Excise Tax"), the amounts payable hereunder shall be either

(i) delivered in full, or (ii) delivered to such lesser extent as will result in no portion of such benefits being subject to the Excise Tax, whichever of the foregoing amounts, taking into account the applicable federal, state and local income taxes and the Excise Tax, results in the receipt by Executive on an after-tax basis, of the greater amount of benefits, notwithstanding that all or some portion of such benefits may be taxable under Section 4999 of the Code.

Unless BLSI and Executive otherwise agree in writing, any determination required under this Subsection 2.E. shall be made in writing by the independent accounting firm employed by BLSI immediately prior to the applicable Change in Control (the “Accountants”), whose determination shall be conclusive and binding upon Executive and BLSI for all purposes. For purposes of making the calculations required by this Subsection 2.E., the Accountants may make reasonable assumptions and approximations concerning applicable taxes and may rely on reasonable, good faith interpretations concerning the application of Section 280G and 4999 of the Code. BLSI and Executive shall furnish to the Accountants such information and documents as the Accountants may reasonably request in order to make a determination under this Subsection 2.E. BLSI shall bear all costs the Accountants may reasonably incur in connection with any calculations contemplated by this Subsection 2.E.

3. As used herein, “Change in Control” means the first to occur of any of the following events: (i) the acquisition by any person (as defined under Section 409A of the Code), or more than one person acting as a group (as defined in Section 409A of the Code), of the stock of BLI that, together with the stock of BLI held by such person or group, constitutes more than fifty percent (50%) of the total fair market value or total voting power of all of the stock of BLI, (ii) the acquisition by any persons, or more than one person acting as a group, within any 12-month period, of the stock of BLI possessing thirty percent (30%) or more of the total voting

power of all of the stock of BLI, (iii) a majority of the members of the Board of Directors of BLI is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board of Directors of BLI prior to the date of the appointment or election, or (iv) the acquisition by any person, or more than one person acting as a group, within any 12-month period, of assets from BLI that have a total gross fair market value equal to or more than forty percent (40%) of the total gross fair market value of all of the assets of BLI immediately prior to such acquisition or acquisitions. This definition of Change in Control under this Section 3 shall be interpreted in a manner that is consistent with the definition of “change in control event” under Section 409A of the Code and the Treasury Regulations promulgated thereunder. The effective date of any such Change in Control will be the date upon which the last event occurs or the last action is taken such that the definition of Change in Control (as set forth above) has been satisfied. For the purposes of this Agreement, the term “affiliate” means any person or entity that, along with BLI, constitutes a single employer under Sections 414(b) and 414(c) of the Code. Determination of affiliate will be tested as of the date immediately prior to any event constituting a Change in Control. Notwithstanding the other provisions in this Section 3, the term “Change in Control” will not mean any transaction, merger, consolidation or reorganization in which BLI exchanges or offers to exchange newly issued or treasury shares in an amount less than fifty percent (50%) of the then-outstanding equity securities of BLI entitled to vote for the election of directors, for fifty-one percent (51%) or more of the outstanding equity securities entitled to vote for the election of at least the majority of the directors of a corporation other than BLI or an affiliate thereof (the “Acquired Corporation”), or for all or substantially all of the assets of the Acquired Corporation.

4. If Executive hires legal counsel with respect to any alleged failure by BLSI or BLI to comply with any of the terms of this Agreement, or institutes any negotiation or institutes or responds to any legal action to assert or defend the validity of or to enforce Executive's rights under, or to recover damages for breach of, this Agreement, BLSI shall pay Executive's actual expenses for attorneys' fees and disbursements; *provided, however*, that Executive shall be responsible for his or her own fees and expenses with respect to any lawsuit between Executive and BLSI to enforce rights or obligations under this Agreement in which BLSI is the prevailing party. The fees and expenses incurred by Executive in instituting or responding to any such negotiation or legal action shall be paid by BLSI as they are incurred, in advance of the final disposition of the action or proceeding, upon receipt of an undertaking by Executive to repay such amounts if BLSI is ultimately determined to be the prevailing party. Notwithstanding the foregoing, (i) any costs must relate to a claim arising from the alleged breach of any obligation of BLSI under this Agreement during the lifetime of Executive, (ii) the amount of expenses eligible for reimbursement or payment, or benefits provided, in any taxable year of Executive may not affect the amount of expenses eligible for reimbursement or payment, or benefits that may be provided, in any other taxable year of Executive, (iii) any payment or reimbursement must be made on or before the last day of Executive's taxable year following the taxable year of Executive in which the expense being paid or reimbursed is incurred; and (iv) the right to payment or reimbursement or benefits may not be subject to liquidation or exchange for another benefit.

5. If any amount due Executive hereunder is not paid when due, then BLSI shall pay interest on said amount at an annual rate equal to the base lending rate of PNC Bank, Pittsburgh,

Pennsylvania, or its successor, as in effect from time to time, for the period between the date on which such payment is due and the date said amount is paid.

6. BLSI's obligation to pay Executive the compensation and to make the arrangements required hereunder shall be absolute and unconditional and shall not be affected by any circumstance, including, without limitation, any setoff, counterclaim, recoupment, defense or other right that BLSI may have against Executive or otherwise. All amounts payable by BLSI hereunder shall be paid without notice or demand. Subject to the proviso in Section 1 above, each and every payment made hereunder by BLSI shall be final and BLSI shall not seek to recover all or any part of such payment from Executive or from whosoever may be entitled thereto, for any reason whatsoever. Executive shall not be obligated to seek other employment or compensation or insurance in mitigation of any amount payable or arrangement made under any provision of this Agreement, and the obtaining of any such other employment or compensation or insurance, except as otherwise provided in this Agreement, shall in no event effect any reduction of BLSI's obligations to make the payments and arrangements required to be made under this Agreement.

7. From and after any termination of Executive's employment, Executive shall retain in confidence and not use for his or her own benefit or on behalf of any other person or entity any confidential information known to him or her concerning BLI, BLSI, their respective subsidiaries or their respective businesses so long as such information is not publicly disclosed by someone other than Executive.

8. In partial consideration of the benefits granted to Executive herein, Executive agrees that during the six-month period immediately following Executive's termination, if Executive shall have received benefits under Section 2 above, Executive shall not engage in any

Competitive Activity. For purposes of this Agreement, “Competitive Activity” shall mean Executive’s participation, without the approval of the Board or the written consent of the chief executive officer of BLSI, in the management of any business operation of any enterprise if such operation (a “Competitive Operation”) engages in substantial and direct competition with BLSI’s closeout business operation at the date of Executive’s termination. For purposes of this Agreement, a closeout business operation shall be considered in substantial and direct competition with BLSI’s closeout business operation if such business operation’s sales of closeout merchandise amount to ten percent (10%) or more of such business operation’s total sales. Competitive Activity shall not include (i) the mere ownership of securities in any enterprise or (ii) participation in the management of any enterprise or of any business operation thereof, other than in connection with a Competitive Operation of such enterprise.

9. Any provision in this Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective only to the extent of such prohibition or unenforceability without invalidating or affecting the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

10. Except as specifically set forth herein, this Agreement supersedes and replaces any and all prior Senior Executive Severance Agreements or Executive Severance Agreements between the parties, but shall not be deemed to negate, supersede or alter any other agreement or arrangement between Executive and BLSI or BLI or any other rights to which Executive may be entitled, and shall be and remain in effect in addition to any such other agreement or rights, whether now existing or later created.

11. This Agreement shall be effective for a one year period beginning with the Effective Date (the "Initial Term") and shall automatically be renewed for successive one year periods commencing on successive anniversaries of the Effective Date (each, a "Renewal Term"), subject to the following conditions:

A. this Agreement shall be deemed terminated upon any termination or other cessation whatsoever of Executive's employment for any reason prior to a Change in Control;

B. this Agreement may be terminated by the mutual agreement of Executive and BLSI;

C. BLSI may terminate this Agreement at any time effective upon thirty (30) days prior written notice being given; provided, however, that such notice shall be ineffective if a Change in Control shall occur prior to the effective date of such termination.

Notwithstanding anything to the contrary herein, this Agreement shall not be terminated or deemed terminated except by mutual agreement of Executive and BLSI (i) during the first twenty four (24) months after the effective date of a Change in Control or (ii) during any period when BLSI or BLI has knowledge that any third person has taken steps reasonably calculated to effect a Change in Control, until such third person has abandoned or terminated his or its efforts in connection therewith. Upon any termination hereof, Executive shall have no further rights hereunder, except to the extent that rights to any benefit have accrued hereunder because of a Change in Control occurring prior to such termination.

12. In consideration of and as inducement to Executive to enter into this Agreement, BLI hereby absolutely and unconditionally guarantees to Executive the full, complete and timely payment and performance of all obligations of BLSI arising out of or in connection with this

Agreement. This guaranty shall be enforceable against BLI without any suit or proceeding by Executive against BLSI and without any notice of nonpayment or nonperformance hereunder.

13. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors, assigns, heirs and legal representatives. BLSI shall require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business or assets of BLSI, by agreement in form and substance satisfactory to Executive, expressly to assume and agree to perform and discharge all obligations of BLSI arising under this Agreement. All references herein to BLSI shall be deemed to include any such successor.

14. This Agreement shall in all respects be subject to, governed by and construed in accordance with the laws of the State of Ohio.

15. Notwithstanding the foregoing, if Executive is a “specified employee,” within the meaning of Treasury Regulation Section 1.409A-1(h) and as determined under BLI’s policy for determining specified employees, on Executive’s date of termination, and Executive is entitled to a payment and/or benefit under this Agreement that is required to be delayed pursuant to Section 409A(a)(2) of the Code, then such payment or benefit shall not be paid or provided (or begin to be paid or provided) until the first business day of the seventh month following Executive’s date of termination (or, if earlier, Executive’s death). The first payment that can be made following such postponement period shall include the cumulative amount of any payments or benefits that could not be paid or provided during such postponement period due to the application of Section 409A(a)(2)(B)(i) of the Code.

16. This Agreement is intended to comply with, to the extent applicable, Section 409A of the Code and the Treasury Regulations promulgated thereunder, and this Agreement

will be interpreted, administered and operated accordingly. For purposes of Section 409A of the Code, each payment of compensation under this Agreement shall be treated as a separate payment of compensation. Any amounts payable solely on account of an involuntary termination shall be excludible from the requirements of Section 409A of the Code, either as separation pay or as short-term deferrals to the maximum possible extent. Nothing herein shall be construed as an entitlement to or guarantee of any particular tax treatment to Executive and none of BLI, BLSI or their respective Board of Directors shall be liable to Executive for failure to comply with the requirements of Section 409A of the Code. Furthermore, BLSI may accelerate the time or schedule of a payment to Executive if at any time this Agreement fails to meet the requirements of Section 409A of the Code and the Treasury Regulations promulgated thereunder. Such payment may not exceed the amount required to be included in income as a result of the failure to comply with the requirements of Section 409A of the Code and the Treasury Regulations promulgated thereunder.

IN WITNESS WHEREOF, this Agreement has been executed as of the day and year first above written.

ATTEST:	BIG LOTS, INC., an Ohio corporation
______________________________	By: ______________________________
	Its:
ATTEST:	BIG LOTS STORES, INC., an Ohio corporation
______________________________	By: ______________________________
	Its:
	EXECUTIVE:
	______________________________

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David J. Campisi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Big Lots, Inc.;

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 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.

Dated: September 6, 2017

By: /s/ David J. Campisi

David J. Campisi
Chief Executive Officer and President

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Timothy A. Johnson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Big Lots, Inc.;

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 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.

Dated: September 6, 2017

By: /s/ Timothy A. Johnson

Timothy A. Johnson
Executive Vice President, Chief Administrative Officer
and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This certification is provided pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and accompanies the quarterly report on Form 10-Q (the “Report”) for the quarter ended July 29, 2017, of Big Lots, Inc. (the “Company”). I, David J. Campisi, Chief Executive Officer and President of the Company, certify that:

(i) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 6, 2017

By: /s/ David J. Campisi

David J. Campisi
Chief Executive Officer and President

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This certification is provided pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and accompanies the quarterly report on Form 10-Q (the “Report”) for the quarter ended July 29, 2017, of Big Lots, Inc. (the “Company”). I, Timothy A. Johnson, Executive Vice President, Chief Administrative Officer and Chief Financial Officer of the Company, certify that:

(i) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 6, 2017

By: /s/ Timothy A. Johnson

Timothy A. Johnson
Executive Vice President, Chief Administrative Officer
and Chief Financial Officer