

DICKS SPORTING GOODS INC

Form 8-K

August 21, 2003

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

FORM 8-K

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

Date of Report August 21, 2003

Commission File No. 001-31463

DICK S SPORTING GOODS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

16-1241537
(I.R.S. Employer
Identification No.)

200 Industry Drive, RIDC Park West, Pittsburgh,
Pennsylvania
(Address of principal executive offices)

15275
(Zip Code)

(412) 809-0100

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

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Exhibit 99.1

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit 99.1 Press release dated August 21, 2003 by Dick's Sporting Goods, Inc.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

This information and the exhibits hereto are being furnished and shall not be deemed to be filed for the purposes of Section 18 of, or otherwise regarded as filed under, the Securities Exchange Act of 1934, as amended. The information contained in this report shall not be incorporated by reference into any filing of the Registrant with the SEC, whether made before or after the date hereof, regardless of any general incorporation language in such filings.

On August 21, 2003, Dick's Sporting Goods, Inc. issued a press release announcing its results for the fiscal quarter ended August 2, 2003 and certain other information that is furnished as Exhibit 99.1 hereto.

The press release included as Exhibit 99.1 contains certain non-GAAP financial measures (as the term is defined in Regulation G). The non-GAAP measures included in our press release have been reconciled to the nearest GAAP measure. As used herein, "GAAP" refers to accounting principles generally accepted in the United States of America. The percentage increases of projected net income or EPS to pro-forma net income or pro-forma EPS included in the press release are non-GAAP financial measures. The Company has included in the press release the percentage increases of net income or EPS for the relevant periods as the most comparable GAAP measures to these non-GAAP percentage increases. These non-GAAP percentage increases have been calculated by dividing the increase by the historical pro-forma net income or pro-forma EPS number.

The Company's management believes the use of pro-forma results for prior periods provides a more meaningful comparison to the current period results due to the significant increase in share count since October 15, 2002 when the Company completed its initial public offering, and the related reduction in interest expense due to the application of the net proceeds thereof.

The press release included as Exhibit 99.1 also contains adjustments to GAAP net income to arrive at an adjusted net income for the second quarter ended August 2, 2003. The Company's management believes the use of adjusted net income for the current period provides a further understanding as compared to the prior period quarterly results due to the current period containing a gain on sale of investment and the additional employer payroll taxes required as a result of stock option exercises. The non-GAAP net income has been calculated by adding or subtracting the adjustments from GAAP net income and then dividing the adjusted net income by the diluted EPS number for the 13 weeks ended August 2, 2003.

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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.

DICK S SPORTING GOODS, INC.

Date: August 21, 2003

By: /S/ MICHAEL F. HINES

Name: Michael F. Hines

Title: Chief Administrative Officer and Chief
Financial Officer