HIBBETT SPORTS INC
Form DEF 14A
April 26, 2010

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant (X)
Filed by a party other than the Registrant ( )

Check the appropriate box:
( ) Preliminary Proxy Statement
( ) Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
(X) Definitive Proxy Statement
( ) Definitive Additional Materials
( ) Soliciting Material Pursuant to §240.14a-12

HIBBETT SPORTS, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

(X) No fee required.

( ) Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

HIBBETT SPORTS, INC.
451 Industrial Lane
Birmingham, Alabama 35211

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholder:

You are invited to attend the Annual Meeting of Stockholders of Hibbett Sports, Inc. that will be held at the principal executive offices of Hibbett Sports, Inc., 451 Industrial Lane, Birmingham, Alabama 35211, on Thursday, May 27, 2010, at 11:00 A.M., local time for the following purposes:

- to elect three (3) Class II Directors for a three-year term expiring in 2013;
- to ratify the selection by the Audit Committee of the Board of Directors of KPMG LLP as the Company's independent registered public accounting firm for Fiscal 2011;
- re-approval of performance-based compensation under the 2005 Equity Incentive Plan;
- approval of amendment to the 2005 Equity Incentive Plan; and
- to transact such other business as may properly come before the meeting or any adjournment of the meeting.

Information concerning these and other matters is contained in the accompanying Proxy Statement.

The Board of Directors has fixed the close of business on March 29, 2010 as the record date for the determination of stockholders who will be entitled to notice of and to vote at the meeting.

It is important that your shares be voted at the Annual Meeting. Each stockholder is requested to date, sign and return the accompanying proxy in the enclosed return envelope. No postage is needed if mailed in the United States.

By Order of the Board of Directors,

/s/ Elaine V. Rodgers
Elaine V. Rodgers
Secretary

April 26, 2010
Birmingham, Alabama

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 27, 2010

The Company's Proxy Statement and Annual Report to stockholders for the fiscal year ended January 30, 2010 are available at http://hibbett.com/investor_info.php

PROXY STATEMENT

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451 Industrial Lane
Birmingham, Alabama 35211

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GENERAL INFORMATION ABOUT THESE MATERIALS

This Proxy Statement is being mailed together with our Annual Report on Form 10-K to stockholders for the fiscal year ended January 30, 2010, as filed with the Securities and Exchange Commission. The exhibits for the Form 10-K will be furnished upon request and payment of the cost of reproduction. Such written request should be directed to Investor Relations, 451 Industrial Lane, Birmingham, Alabama 35211. Our SEC filings are also available on our website at www.hibbett.com under the heading "Investor Information."

How to Vote

Most stockholders have a choice of voting on the Internet, by telephone, or by mail using a traditional proxy card. Please refer to the proxy card or other voting instructions included with these proxy materials for information on the voting methods available to you. If you vote by telephone or on the Internet, you do not need to return your proxy card.

Reduce Printing and Mailing Costs

If you share the same last name with other stockholders living in your household, you may receive only one copy of our Proxy Statement and 2010 Annual Report. Please see the response to the question "What is "householding" and how does it affect me?" for more information on this stockholder program.

Stockholders may help us to reduce printing and mailing costs further by opting to receive future proxy materials by e-mail. Please see the response to the question "Can I access the Notice of Annual Meeting, Proxy Statement and 2010 Annual Report on the Internet?" for more information on electronic delivery of proxy materials.

FREQUENTLY ASKED QUESTIONS

When and where will the meeting take place?

The Annual Meeting will be held on Thursday, May 27, 2010, at 11:00 a.m., local time, at the corporate offices of Hibbett Sports, Inc., 451 Industrial Lane, Birmingham, Alabama. Stockholders will be admitted to the Annual Meeting beginning at 10:45 a.m., local time. Seating will be limited.

What is the purpose of this meeting and these materials?

We are providing these proxy materials in connection with the solicitation by the Board of Directors of Hibbett Sports, Inc., a Delaware corporation, of proxies to be voted at our 2010 Annual Meeting of Stockholders and at any adjournment or postponement.

At the Annual Meeting, you will be asked to vote on the following matters:

- the election of three (3) Directors for a three-year term expiring at the Annual Meeting of 2013;
- to ratify the selection by the Audit Committee of the Board of Directors of KPMG LLP as the Company’s independent registered public accounting firm for Fiscal 2011;
- to re-approve performance-based compensation under Company’s 2005 Equity Incentive Plan (also referred to herein as the 2005 EIP or EIP);
- to approve an amendment to the 2005 Equity Incentive Plan; and
- the transaction of such other business as may properly come before the meeting or any adjournment of the meeting.

After the conclusion of the formal business of the Annual Meeting, management will give a report on our performance during the fiscal year that ended on January 30, 2010 (referred to herein as Fiscal 2010).

Who is entitled to vote at the Annual Meeting?

Holders of Hibbett Sports, Inc. common stock at the close of business on March 29, 2010, are entitled to receive this Notice and to vote their shares at the Annual Meeting. As of that date, there were 28,808,605 shares of common stock outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter properly brought before the Annual Meeting.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with Hibbett Sports Inc.'s transfer agent, Computershare Trust Company, N.A., you are considered, with respect to those shares, the "stockholder of record." Hibbett Sports, Inc. has sent the Notice of Annual Meeting, Proxy Statement, proxy card and 2010 Annual Report directly to you.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the "beneficial owner" of shares held in street name. The Notice of Annual Meeting, Proxy Statement, proxy card and 2010 Annual Report have been forwarded to you by your broker, bank or other holder of record who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares by using the voting instruction card included in the mailing or by following their instructions for voting by telephone or on the Internet.

How do I vote?

You may vote using any of the following methods:

A. By Mail

Be sure to complete, sign and date the proxy card or voting instruction card and return it in the prepaid envelope. If you are a stockholder of record and you return your signed proxy card but do not indicate your voting preferences, the persons named in the proxy card will vote the shares represented by that proxy as recommended by the Board of Directors.

If you are a stockholder of record, and the prepaid envelope is missing, please mail your completed proxy card to Hibbett Sports, Inc., c/o Computershare Investor Services, P.O. Box 43102, Providence, Rhode Island 02940-5067.

B. By Telephone or on the Internet

The telephone and Internet voting procedures established by Hibbett Sports, Inc. for stockholders of record are designed to authenticate your identity, to allow you to give your voting instructions and to confirm that those instructions have been properly recorded.

You can vote by calling the toll free telephone number on the proxy card. Please have your proxy card in hand when you call. Easy-to-follow voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded.

The website for Internet voting is www.investorvote.com/hibb. Please have your proxy card handy when you go online. As with telephone voting, you can confirm that your instructions have been properly recorded. If you vote on the Internet, you also can request electronic delivery of future proxy materials.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day, and will close at 11:59 p.m. Central Daylight Savings Time on May 26, 2010. The availability of telephone and Internet voting for beneficial owners will depend on the voting processes of your broker, bank or other holder of record. Therefore, we recommend that you follow the voting instructions in the materials you receive.

If you vote by telephone or on the Internet, you do not have to return your proxy card or voting instruction card.

C. In person at the Annual Meeting

All stockholders may vote in person at the Annual Meeting. You may also be represented by another person at the Annual Meeting by executing a proper proxy designating that person. If you are a beneficial owner of shares, you must obtain a legal proxy from your broker, bank or other holder of record and present it to an independent inspector of the election with your ballot to be able to vote at the Annual Meeting.

Your vote is important. You can save us the expense of a second mailing by voting promptly.

What can I do if I change my mind after I vote my shares?

If you are a stockholder of record, you can revoke your proxy before it is exercised by:

- written notice to the Secretary of the Company;
- timely delivery of a valid, later-dated proxy or a later-dated vote by telephone or on the Internet; or
- voting by ballot at the Annual Meeting.

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your bank, broker or other holder of record. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described in the answer to the previous question.

All shares that have been properly voted and not revoked will be voted at the Annual Meeting.

What shares are included on the proxy card?

If you are a stockholder of record, you will receive only one proxy card for all the shares you hold:

- in certificate form; and
- in book-entry form.

If you are a beneficial owner, you will receive voting instructions, and information regarding consolidation of your vote, from your bank, broker or other holder of record.

What is “householding” and how does it affect me?

We have adopted a procedure approved by the Securities and Exchange Commission (SEC) called “householding.” Under this procedure, stockholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one copy of our Notice of Annual Meeting, Proxy Statement and of our Annual Report, unless one or more of these stockholders notifies us that they wish to receive individual copies. This procedure is designed to reduce our printing costs and postage fees.

Stockholders who participate in householding will continue to receive separate proxy cards. If you participate in householding and wish to receive a separate copy of this Notice of Annual Meeting, Proxy Statement and Annual Report, or if you do not wish to participate in householding and prefer to receive separate copies of these documents in the future, you can request information about householding from your bank, broker or other holder of record.

Is there a list of stockholders entitled to vote at the Annual Meeting?

The names of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and for ten days prior to the Annual Meeting for any purpose relevant to the Annual Meeting, between the hours of 8:00 a.m. and 4:00 p.m., at our principal executive offices at 451 Industrial Lane, Birmingham, Alabama 35211, by contacting the Secretary of the Company.

What is the effect of abstentions and broker non-votes?

Proxies marked "abstain" or proxies required to be treated as broker "non-votes" will be viewed as present for purposes of determining whether there is a quorum at the Annual Meeting. A broker "non-vote" occurs when a broker or nominee holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because the broker or nominee does not have discretionary voting power and has not received instructions from the beneficial owner of the shares. Abstentions with respect to any matter will have the same effect as a vote against that proposal.

Pursuant to New York Stock Exchange (NYSE) rules, brokers may vote on routine matters but do not have discretionary power to vote your shares on "non-routine" matters unless the broker receives appropriate instructions from you. The election of Directors and the management proposals to re-approve performance-based compensation under the 2005 Equity Incentive Plan and approval and amendment to the plan are considered "non-routine" matters. Due to recent changes in the NYSE rules, brokers will no longer be able to vote your shares with respect to the election of Directors if you have not provided instructions. Therefore, we strongly urge you to vote your shares.

What are the voting requirements to elect the Directors discussed in this Proxy Statement?

The presence of the holders of a majority of the outstanding shares of common stock entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum.

A majority of the votes cast is required for the election of each Director and for each of the proposals discussed in this Proxy Statement. You may vote "for" or "against" or "abstain" with respect to each vote. Any other proposals presented will be adopted, so long as a quorum is present, if they receive the affirmative vote of a majority of the shares of our common stock represented, in person or by proxy, at the Annual Meeting and are entitled to vote.

Could other matters be decided at the Annual Meeting?

At the date that this Proxy Statement went to press, we did not know of any matters to be raised at the Annual Meeting other than those referred to in this Proxy Statement. If other matters are properly presented at the Annual Meeting for consideration, the Board of Directors have designated (on the proxy card enclosed) Michael J. Newsome and Gary A. Smith as proxies who will have the discretion to vote on those matters for you.

Can I access the Notice of Annual Meeting, Proxy Statement and the 2010 Annual Report on the Internet?

The Notice of Annual Meeting, Proxy Statement and 2010 Annual Report, are available on our website at www.hibbett.com. Instead of receiving future copies of our Proxy Statement and Annual Report materials by mail, most stockholders can elect to receive an e-mail that will provide electronic links to them. Opting to receive your proxy materials online will save us the cost of producing and mailing documents to your home or business and also will give you an electronic link to the proxy voting site.

Stockholders of Record: If you vote on the Internet at www.investorvote.com/hibb, simply follow the prompts for enrolling in the electronic proxy delivery service. You also may enroll in the electronic proxy delivery service at any time in the future by going directly to www.econsent.com and following the enrollment instructions.

Beneficial Owners: If you hold your shares in a brokerage account, you also may have the opportunity to receive copies of these documents electronically. Please check the information provided in the proxy materials mailed to you by your bank or other holder of record regarding the availability of this service.

Who will pay for the cost of this proxy solicitation?

We will pay the cost of soliciting proxies. Directors, executive officers or employees in person may solicit proxies on our behalf by telephone, electronic transmission and facsimile transmission. We have hired Corporate Communications, Inc. to distribute and solicit proxies. We will reimburse Corporate Communications for reasonable expenses for these services. Total fees and reimbursements paid to Corporate Communications in Fiscal 2010 were approximately $68,000 that included approximately $17,000 for proxy distribution, together with our Annual Report, and solicitation.

Who will count the vote?

Representatives of our transfer agent, Computershare Trust Company, N.A., will tabulate the votes. Corporate Communications, Inc. will act as independent inspectors of election.

OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE MATTERS

Our Corporate Governance Principles

Our Board of Directors has adopted Corporate Governance Guidelines and intends to follow the principles of corporate governance summarized below:

Board Composition

- Director Independence. The Board consists of a majority of independent Directors as governed by the independence requirements of the NASDAQ Stock Market (NASDAQ) corporate governance listing standards and any applicable law. The Board considers all relevant facts and circumstances in making an independence determination.

It is the responsibility of each Director and prospective Director to disclose to the Board any relationship that could impair his or her independence or any conflict of interest with the Company, including, but not limited to, family members, customers, suppliers, legal counsel, consultants of the Company, significant stockholders of the Company and any competitor or other person having an interest adverse to the Company. Each Director is required to complete an annual questionnaire providing information necessary for the Company to assist the Board in reconfirming each Director's independence and making required disclosures in the Company's Proxy Statement, where applicable.

- Chairman/Lead Director. The Board elects a Chairman who may be an independent Director, an employee or other non-independent Director. The duties of the Chairman are assigned by the Company's By-laws or, from time to time, the Board. In the event the Chairman is not an independent Director, the Board also designates a Lead Director who shall be an independent Director. The primary duties of the Lead Director are to preside over executive sessions of solely independent Directors, work with the Chairman to set agendas for meetings of the Board and communicate feedback between the Board and the non-independent Chairman.

After careful consideration, the Board determined that its current leadership structure is the most appropriate for Hibbett and its stockholders. By structuring the Board composition with a non-independent Director as Chairman, they believe communication between executive management and themselves is enhanced and that the function of the Board in monitoring the performance of senior management of the Company is fulfilled by the presence of outside Directors of stature who have a substantive knowledge of the business.

Nomination of Directors

- Role of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee (NCG Committee) is responsible for the recommendation of Director nominees for election to the Board. Nominees recommended by the NCG Committee for election may be elected by the Board to fill a vacancy or may be recommended by the Board for election by the stockholders.

Our NCG Committee does not have a written diversity policy, however, it does give consideration to potential candidates who would promote diversity on the Board.

- Qualification of Directors. In evaluating candidates for election to the Board, the NCG Committee shall take into account the qualifications of the individual candidate as well as the composition of the Board as a whole. Among other things, the NCG Committee considers:

  - the candidate's ability to help the Board create stockholder wealth,

- the candidate's ability to represent the interests of the stockholders,
- the business judgment, experience that is relevant to the business and acumen of the candidate,
- the need of the Board for Directors having certain skills and experience that is relevant to the business,
- the candidate's ability to fully participate in Board activities and fulfill the responsibilities of a director, including attendance at and active participation in, meetings of the Board or its committees,
- other business and professional commitments of the candidate, including the number of other boards (public, private and charitable) on which the candidate serves, and
- the financial sophistication, including the ability to qualify as "financially literate" under NASDAQ listing standards.

The NCG Committee ensures that one or more of the Directors qualify as an "audit committee financial expert" under the rules of the Securities and Exchange Commission.

In making a recommendation regarding the re-election of an existing member of the Board, the NCG Committee considers the Director's tenure and make an assessment of the Director's past contributions and effectiveness as a Board member and his or her ability to continue to provide future value to the Board. Any Director appointed to the Board by the Board to fill a vacancy will stand for election at the time required under applicable law, generally the next election of the class for which such Director has been chosen.

- Service on Other Boards. No Director may serve on more than two boards of publicly-traded companies, other than the Company, without prior approval of the Board. A Director desiring to serve on another public company board shall notify the NCG Committee before accepting the appointment to that board and provide information requested in order to enable the NCG Committee to determine whether or not the additional directorship impairs the Director's independence or ability to effectively perform his duties as a Director. Our Company Counsel advises the NCG Committee as to whether the appointment may impair the Director's independence or raise other legal issues. Commitments of a Director or candidate to other board memberships are considered in assessing the individual's suitability for election or re-election to the Board.

- Election of Directors. The voting standard for the election of Directors is established in the Company's Certificate of Incorporation, in conformity with the By-Laws of the Company. Our current By-Laws require Directors to be elected by the affirmative vote of a majority of the shares of capital stock of the Company present, in person or by proxy, at a meeting of stockholders and entitled to vote on the subject matter.

- Stockholder Nominations. The NCG Committee is responsible for considering any submissions by stockholders of candidates for nomination to the Board, evaluating the persons proposed and making recommendations with respect thereto to the whole Board.

Size of the Board of Directors

Our Board of Directors has a maximum of nine and a minimum of six members. Within this range, the Board sets the number. Currently, our Board consists of seven Directors who are divided into three classes. The term of our Class II Directors expires at the close of the Annual Meeting this year. The term of our Class III Directors expires at the close of the Annual Meeting in 2011. The term of our Class I Directors expires at the close of the Annual Meeting in 2012.

The size of the Board and experience of Board members that is relevant to the Company's business is assessed regularly by the NCG Committee. The Board may increase or decrease the number of Directors within the limits of Delaware law to accommodate the best interests of the Company and its stockholders.

Director Compensation Review

The NCG Committee annually reviews the Director compensation program and recommends any changes to the Board for approval. The NCG Committee's goal is to align the Board with the long-term interests of the Company's stockholders and to compensate Directors fairly for their work while promoting ownership by the Directors of Company stock. Outside consultants may be retained to obtain advice on competitive compensation practices.

Director Tenure

The Board has not established a fixed maximum term for a Director, although the NCG Committee considers a Director's tenure in making a recommendation to the Board whether or not a Director shall be nominated for re-election to another term. Neither has the Board established a fixed age at which a Director may not be nominated for re-election.

Director Responsibilities

- General. It is the responsibility of the Directors to exercise their business judgment and act in the best interest of the Company and its stockholders. Directors must act ethically at all times and adhere to the applicable provisions of the Company's Code of Business Conduct and Ethics, a copy of which is posted on our website at www.hibbett.com.

- Ownership of and Trading in Company Securities. The Directors must adhere to any guidelines established by the Board relating to required ownership of Company equity. Directors must comply with the Company's policy on trading in securities of the Company and specific guidance provided by the appropriate Company officers regarding periods when Directors should refrain from trading in the Company's securities. Annually, each Director shall sign the Company's Insider Trading Policy then in effect.

- Conflicts of Interest. In the event that any executive officer of the Company has a conflict of interest or seeks a waiver of any other provision of the Code of Business Conduct and Ethics for which a waiver may be obtained, the officer shall notify the Lead Director or a designated Company officer, who shall arrange for the NCG Committee and the Board to consider the request. The waiver is granted only if approved by both groups.

In the event a Director has an actual or potential conflict of interest with respect to a matter involving the Company, the Board shall determine what action, if any, is required, including whether the Director should recuse himself or herself from discussion or voting with respect to the matter. In the case of a conflict of interest that is of an ongoing and material nature, the Director shall be asked to tender his or her resignation.

- Governance Review. At least annually, the Board reviews the governance structure of the Company, including any provision of its Certificate of Incorporation and By-Laws affecting governance, other arrangements containing provisions that become operative in the event of a change in control of the Company, governance practices and the composition of the Company's stockholder base.

Attendance and Meeting Materials

- Board and Committee Meetings. Directors are expected to attend Board meetings and Committee meetings on which they serve in order to best fulfill their responsibilities. Meeting materials are provided to the Board prior to a scheduled meeting. Directors are responsible for reviewing these materials in advance of the meetings. All Board members are expected to attend our Annual Meeting of Stockholders unless an emergency prevents them from doing so. All of our Directors were in attendance at the 2009 Annual Meeting of Stockholders.

Director Orientation

Upon initial election, the Company provides a Director with orientation and reference materials to familiarize them with the Company's senior management, independent registered public accounting firm, Code of Business Conduct and Ethics, Insider Trading Policy and other compliance programs. In addition, new Directors must attend a director education program within their first three-year term. The Board also encourages other appropriate Company officers to attend director education programs or other programs as needed to stay informed of trends and changes in corporate governance.

Board Committees

- Committee Designation and Composition. It is the general policy of the Company that the Board as a whole considers and makes all major decisions other than decisions that are required to be made by independent committees. As a consequence, the Committee structure of the Board is limited to those Committees considered to be basic to, or required for, the operation of a publicly-traded company. Currently, these Committees are the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. Additional committees may be established by the Board as necessary or appropriate.

The Board as a whole determines the members and chairs of these Committees. All Committees are made up of only independent Directors. The membership of Committees is rotated from time to time. Committee members and chairpersons serve one-year terms and are appointed by the Board upon recommendation of the NCG Committee.

Each Committee determines who attends each meeting and whether the Committee wishes to conduct any of its proceedings in an executive session that includes only Committee members, provided that each Committee will conduct executive sessions, consisting only of independent Directors, not less than twice a year.

- Committee Compensation. The Board, upon recommendation of the NCG Committee, establishes the compensation of each committee member and may provide different compensation for members and chairs of various committees.

Audit Committee and Independent Registered Public Accounting Firm

- Audit Committee Independence and Qualifications. Other than Director fees, Audit Committee members may not receive any additional compensation from the Company. All members of the Audit Committee shall meet the independence requirements of NASDAQ and the SEC and the financial literacy requirements of NASDAQ, as provided in the Audit Committee Charter. At least one member of the Audit Committee at all times shall qualify as an “audit committee financial expert” as defined by the rules and regulations of the SEC.

- Stockholder Vote on Independent Registered Public Accounting Firm. The Company provides for an advisory stockholder vote to approve the selection of the Company’s independent registered public accounting firm at each Annual Meeting of Stockholders. The stockholder vote is not binding on the Company or the Board or its Audit Committee and shall not be construed as overruling a selection decision by the Company.

Board Meetings and Agendas

The Board is responsible for an annual review of strategy, financial and capital plans, enterprise risk, as well as quarterly reviews of the performance and plans of the Company's business and matters on which the Board is legally required to act. The CEO may propose other key issues for the Board's consideration. An agenda, along with appropriate materials, is prepared and distributed in advance of each Board meeting.

Agendas and meeting minutes of the Committees are shared with the full Board. The Chairman of each Committee develops meeting agendas, with the support of members of management and taking into account the views of the Committee members.

Management Attendance

The Board regularly requests the attendance of senior officers of the Company at Board meetings to provide insight and to update items being addressed by the Board or its Committees. The Board and CEO may invite other members of management as it deems appropriate.

Evaluations and Succession Planning

- CEO Review. Historically, the Compensation Committee conducted an annual review of the CEO's performance. Beginning in Fiscal 2011, this evaluation will be conducted by the NCG Committee. The Board reviews the report of the applicable Committee in order to ensure the CEO is providing the best leadership for the Company.

- Succession Planning. The Compensation Committee makes an annual report to the Board on succession planning to ensure management continuity. The CEO recommends and evaluates potential successors and reviews any development plans recommended for such individuals.

Board Assessment

- Board Performance. Self-assessment of the performance of the Board is conducted annually and is led by the NCG Committee. These assessments focus on the Board's contributions to the Company and includes a review of any areas the Board or management believes the Board could improve upon. The Board may, at its discretion, utilize the Company's Counsel to assist in the development and review of these assessments and has done so in recent years.

- Director Performance. The NCG Committee also conducts an annual review of each Director on the Board to assist in determining the proper composition of the Board and each of the committees. Among consideration is each Director's attendance at Board and committee meetings, preparation for Board meetings, participation in Board discussions, experiences relevant to the Director's service on the Board and committees, knowledge in areas relevant to the Company's business, contributions to the Board's decision-making process and other such items the NCG Committee believes would be useful in determining such Director's qualifications and fulfillment of responsibilities.

Board Interaction with Third Parties and Employees

- Third Party Access. The Board recognizes that management speaks on behalf of the Company. However, the Board has established procedures for third party access to the Executive Chairman and to non-management Directors as a group. The Board and committees have the right to retain outside financial, legal or other advisors and shall have appropriate access to the Company's internal and external auditors and outside counsel.

- Employee Access. Board members have full access to the Company's management and employees and will use their judgment to assure that any contacts will not disrupt the daily business operation of the Company. The CEO and the Secretary of the Company are copied, as appropriate, on any written communication between a Director and an officer or employee.

- Receipt of Complaints. The Audit Committee has established procedures for receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees, customers or vendors of the Company or any other person of concerns regarding questionable accounting or auditing matters.

Meeting of Directors

The independent Directors meet regularly in executive sessions without management or non-independent Directors. An executive session is held not less than twice a year and other sessions may be called at the request of the Lead Director or any other non-management member of the Board.

Recoupment Policy

In March 2010, the Board adopted a policy whereby the Company could seek recoupment, in its discretion, from a senior executive of any portion of performance-based compensation as it deems appropriate, if it is determined that the senior executive engaged in fraud, willful misconduct, recklessness or gross negligence that caused or otherwise significantly contributed to the need for a material restatement of the Company's financial statements as defined in our Corporate Governance Guidelines. Performance-based compensation subject to recoupment under these guidelines includes annual cash incentive/bonus awards and all forms of equity-based compensation.

These Corporate Governance Guidelines were adopted by the Board on March 10, 2010 upon recommendation by the NCG Committee. A copy of these guidelines is posted on our website at www.hibbett.com and accessible to all investors.

Board Oversight of Enterprise Risk

The Board utilizes our Enterprise Risk Management (ERM) process to assist in fulfilling its oversight of our risk. Management, which is responsible for day-to-day risk management, conducts a risk assessment of our business risks and shall maintain a risk committee that will report to the Audit Committee. The risk assessment process is global in nature and has been developed to identify and assess the Company's risks, including the nature of the risk, as well as to identify steps to mitigate and manage each risk. Members of our top management, including our Named Executive Officers (NEOs) and other key personnel, along with some independent members of our Board, are surveyed and/or interviewed periodically to develop this information.

While risk oversight is a full Board responsibility, the responsibility for monitoring the ERM process has been delegated to the Audit Committee. As such, our Corporate Risk Assessor reports directly to the Chairman of the Audit Committee as it relates to ERM. The Audit Committee also oversees the delegation of specific risk areas among the various other board committees, consistent with their corresponding charters and responsibilities. As part of the process for each risk, management is required to identify the appropriate manager responsible for monitoring and managing the risk, the potential impact, vulnerability, speed of onset of each risk and management's initiatives to manage the risk. In addition, the Board or Committee will be updated at least quarterly.

Each key risk is reviewed at least annually, with many topics reviewed on several occasions throughout the year. We believe that our approach to ERM optimizes our ability to assess inter-relationships among the various risks, make informed cost-benefit decisions and approach emerging risks in a proactive manner for the Company. We also believe our risk structure complements our current Board leadership structure, as it allows our independent Directors to exercise effective oversight of the actions of management in identifying risks and implementing effective risk management policies and controls.

Committee Charters

The responsibilities of each of the Committees are determined by the Board and are set forth in the Committee's charters which are reviewed annually and posted on our website at www.hibbett.com.

Communicating with Our Board Members

Our stockholders may communicate directly with our Board of Directors. You may contact any member (or all members), any committee of the Board or any chairman of any such committee by mail. Any stockholder desiring to communicate to our Directors may do so by sending a letter addressed to the person, persons or committee the stockholder wishes to contact, in care of Investor Relations, Hibbett Sports, Inc., 451 Industrial Lane, Birmingham, Alabama 35211. The letter should state that the sender is a current stockholder. We intend to disclose any future changes to this stockholder communication process under the "Investor Information" heading of our website located at www.hibbett.com.

All mail received as set forth in the preceding paragraph will be examined by management and/or our General Counsel for the purpose of determining whether the contents actually represent messages from stockholders to our Directors. Relevant communications will be promptly distributed to the Board or to any individual Director or Directors as appropriate, depending on the facts and circumstances outlined in the communication. In that regard, the Hibbett Sports, Inc. Board of Directors has requested that certain items that are unrelated to the duties and responsibilities of the Board should be excluded, such as:

- business solicitations or advertisements;
- junk mail or mass mailings;
- new product suggestions, product complaints or product inquiries;
- résumés or other forms of job inquiries; and
- spam or surveys.

We will also examine the mailing from the standpoint of security. Any material that is unduly hostile, threatening, illegal or similarly unsuitable will be excluded, with the provision that any communication that is filtered out must be made available to any outside Director upon request.

Director Qualification Standards

Pursuant to Rule 5000(a)(19) of the NASDAQ Stock Market, Inc. Marketplace Rules, our Board of Directors determines whether each Director is independent. In accordance with the standards, the Board must determine that an independent Director has no material relationship with us other than as a Director. The standards specify the criteria by which the independence of our Directors will be determined, including strict guidelines for Directors and their immediate families with respect to past employment or affiliation with us or our independent registered public accounting firm. The standards also prohibit Audit Committee members from having any direct or indirect financial relationship with us, and restrict both commercial and not-for-profit relationships between us and each Director. We may not give personal loans or extensions of credit to our Directors, and all Directors are required to deal at arm's length with us and our subsidiaries, and to disclose any circumstance that might be perceived as a conflict of interest.

Director Independence

We are committed to principles of good corporate governance and the independence of a majority of our Board of Directors from our management. All members of our Audit, Compensation and Nominating and Corporate Governance Committees have been determined by our Board to be independent Directors as defined under Rule 5000(a)(19) of the NASDAQ Stock Market, Inc. Marketplace Rules.

In accordance with these standards, the Board annually reviews Director independence with the help of our Company Counsel. During this review, the Board considers transactions and relationships between each Director or any member of his or her immediate family and us, our subsidiaries and affiliates. The Board also considers whether there are any transactions or relationships between Directors or any member of their immediate family (or any entity of which a Director or an immediate family member is an executive officer, general partner or significant equity holder). The purpose of this review process is to determine whether any relationships or transactions exists that are inconsistent with a determination the Director is independent.

As a result of this review, the Board has affirmatively determined that none of our Directors or nominees has a material relationship with us, other than Michael J. Newsome who is a member of management. All committees of our Board are comprised solely of independent Directors.

In making this determination, the Board considered that in the ordinary course of business, transactions may occur with a company or firm with which we do business. Our Board has determined that such involvement is not material and does not violate any part of the definition of "independent Director" under NASDAQ listing standards. Mr. Newsome, our only non-independent Director, is not a member of any of our committees.

Policies on Business Ethics and Conduct

Our Board has adopted a Code of Business Conduct and Ethics (Code) for all our employees, executive officers and Directors, including our Executive Chairman, Chief Executive Officer and senior financial officers. A copy of this Code may be viewed at our corporate website, www.hibbett.com under the heading "Investor Information." The contents of any amendments to the Code are also displayed on our website in lieu of filing them on Form 8-K. In addition, a printed copy of our Code will be provided to any stockholder upon request submitted to Investor Relations at our address listed elsewhere in this Proxy Statement.

The Code is intended to focus on areas of ethical and material risk and to help us recognize and deal with ethical issues, provide mechanisms to report unethical conduct and foster a culture of honesty, integrity and accountability.

All of our employees, including our Chief Executive Officer and Chief Financial and Principal Accounting Officer, are required by our policies on business conduct to ensure that our business is conducted in a consistent legal and ethical manner. These policies form the foundation of a comprehensive process that includes compliance with all corporate policies and procedures, an open relationship among colleagues that contributes to good business conduct and the high integrity level of our employees. Our policies and procedures cover all areas of professional conduct, including employment policies, conflicts of interest, intellectual property and protection of confidential information and insider trading, as well as strict adherence to all laws and regulations applicable to our business.

Employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of our policies and procedures. The Sarbanes-Oxley Act of 2002 requires audit committees to have procedures to receive, retain and treat complaints received regarding accounting, internal accounting controls or auditing matters and to allow for the confidential and anonymous submission by employees of concerns regarding questionable accounting and auditing matters. We have such procedures in place. In addition, we require employees to report to the appropriate internal contacts evidence of any actual, potential or suspected material violation of state or federal law or breach of fiduciary duty by us or any of our executive officers, Directors, employees or agents.

Board and Committee Meeting Attendance

During Fiscal 2010, the Board of Directors met six times. Each current Director serving on the Board during Fiscal 2010 was present for at least 75% of the meetings of the Board and the meetings held by all committees of the Board on which he served during the fiscal year. Michael J. Newsome serves as Executive Chairman of the Board and Alton E. Yother serves as the Lead Director.

The Board of Directors

Current Nominees (see Proposal Number 1)

Carl Kirkland, age 69, has been a Director since January 1997. Mr. Kirkland brings over 40 years of experience in the retail industry to our Board as well as public company experience that strengthens the Board's collective knowledge, capabilities and experience in these areas. He retired as Chief Executive Officer in March 2001 from Kirkland's, Inc., a leading specialty retailer of decorative home accessories and gift items. He is a co-founder of Kirkland's, Inc. and served as President from 1996 to November 1997 and as Chief Executive Officer from 1966 to 2001. He served as Chairman of the Board at Kirkland's from 1996 to 2004 and now serves as a Director and Chairman Emeritus of Kirkland's. In addition, Mr. Kirkland currently serves on the Board of Directors of the Bank of Jackson in Jackson, Tennessee.

Michael J. Newsome, age 71, is the only non-independent Director of our Board, and was named Executive Chairman of the Board in March 2010. He has been a member of our Board since October 1996. Mr. Newsome served as our President from 1981 through August 2004 and was named Chief Executive Officer in September 1999 and Chairman of the Board in March 2004. He stepped down as our Chief Executive Officer in March 2010. Since joining us as an outside salesman over 40 years ago, Mr. Newsome has held numerous positions with the Company, including retail clerk, outside salesman to schools, store manager, district manager, regional manager and President. His lifetime of experience in sporting goods retail and specifically with Hibbett is invaluable to us as he has taken us from a small privately-held retailer to the successful public company we are today, operating over 750 stores in 24 states. In 2007, Mr. Newsome was inducted into the Sporting Goods Industry Hall of Fame sponsored by the National Sporting Goods Association.

Thomas A. Saunders III, age 73, has been a Director since 1995. He holds a Masters of Business Administration from the University of Virginia Graduate School of Business and sometimes serves as a guest lecturer at the school. Mr. Saunders owns and is employed by Ivor & Co., LLC, a privately owned investment firm, and has served as its President since May 2000. He is a retired member of Saunders Karp & Megrue Partners, LLC that controlled SK Equity Fund, L.P., once a major investor in Hibbett Sports, Inc. Before founding Saunders Karp & Megrue in 1990, he served as a managing director, partner and chairman of a private equity fund of Morgan Stanley & Co. from 1974 to 1989. Additionally, Mr. Saunders serves as the Lead Independent Director on the Board of Directors of Dollar Tree Stores, Inc. and is a member of their Nominating and Corporate Governance Committee. He also serves as an advisor to a number of investment funds, none of which Hibbett participates in. Mr. Saunders, through the SK Equity Fund, was instrumental in supporting the Company's bid to become a public company. His vast knowledge and understanding of the public company regulatory environment, including reputational issues, and his experience on private, public and not-for-profit boards brings strategic insight to our Board.

Standing Board Members

Terrance G. Finley, age 58, has been a Director since March 2008. He holds a Bachelors of Administration degree in Political Science and Communications from Auburn University. Mr. Finley is currently Executive Vice-President, Chief Merchandising Officer of Books-A-Million, Inc., where he has worked in various positions within the merchandising group since 1993. His current responsibilities include all the company's store operations, merchandising, marketing, publishing, import and Internet activities. Mr. Finley is a 34-year veteran of the book industry and has led several of Books-A-Million's business units, including the launching of its e-commerce effort. His strong experience in retail store operations, merchandising and marketing are complimentary to the operations of our Company, especially considering that many of our markets are the same.

Albert C. Johnson, age 65, has been a Director since March 2008. He holds a Masters of Science degree in Systems Management from the University of Southern California and a Bachelors of Science degree in Accounting from Florida State University. Mr. Johnson is a retired CPA and has been an independent financial consultant since 1998. He served as Senior Vice President and Chief Financial Officer of Dunn Investment Company from 1994 to 1998. Prior to that, he worked for Arthur Andersen LLP from 1965 to 1994 where he retired as the Managing Partner of the firm's Birmingham, Alabama office. He maintains a CPA license, concentrating his continuing studies in taxes, accounting and general business topics. His over 30 years of experience in manufacturing, distribution, retail, high technology, oil and gas, construction and small businesses offers our Company a broad view of strategic operations and financial and accounting acumen. Mr. Johnson qualifies as an "audit committee financial expert." He also serves as a Director and Chairman of the Audit Committee of Books-A-Million, Inc.

Ralph T. Parks, age 64, has been a Director since June 2002. Mr. Parks has served as President of RTParks, Inc. since 2002. In addition, he also provides consulting services to Hickory Brands, Inc., a privately-owned manufacturer of footwear accessories and small vendor of Hibbett. From February 2008 through May 2008, Mr. Parks served as Interim CEO of Heelys, Inc., a global distributor of action youth footwear and vendor of Hibbett. He also worked at FOOTACTION USA from 1987 to 1999, when he retired as President and Chief Executive Officer. Additionally, Mr. Parks' current Board service includes the Board of Directors of Kirkland's, Inc., the Audit Committee and Governance Committee of Kirkland's, the Board of Directors of Heelys and the Compensation Committee of Heelys. Mr. Parks' professional background brings specific knowledge and experience of the sporting goods industry, including branded consumer products, public board experience and people management.

Alton E. Yother, age 57, has been a Director since August 2004. He holds a Bachelor of Science degree from the University of Alabama in Finance. Mr. Yother worked as Executive Vice President and Controller of Regions Financial Corporation (formerly AmSouth Bancorporation) from November 2004 to April 2007 at which time he became Senior Executive Vice President and Chief Financial Officer of Regions Financial Corporation until his retirement in April 2008. Prior to this, he worked for over 24 years for SouthTrust Corporation or SouthTrust Bank. His most recent duties at SouthTrust were as Executive Vice President, Treasurer and Controller of SouthTrust Corporation from 1998 to 2004. Mr. Yother strengthens the Board's collective knowledge and capabilities, by offering an extensive background in management and experience in strategic planning, including risk assessment and brings to the Board strong financial and accounting experience. He qualifies as an "audit committee financial expert."

Director Classes

The following table provides Director Class and term expiration information for each Board Member:

	Term Expiration	Board Member
Class I Directors	After Annual Meeting of 2012	Alton E. Yother
		Terrance G. Finley
Class II Directors	After Annual Meeting of 2010	Carl Kirkland
		Michael J. Newsome
		Thomas A. Saunders III
Class III Directors	After Annual Meeting of 2011	Ralph T. Parks
		Albert C. Johnson

Committees of the Board of Directors (1)

The Board has established an Audit Committee, a Nominating and Corporate Governance Committee and a Compensation Committee. The memberships and functions of these committees are set forth below. The Board has no standing Executive Committee. The following table below provides Fiscal 2010 membership and meeting information for each of the Board Committees.

Committee	Chairman	Members	Number of Meetings

Audit (2)	Albert C. Johnson	Terrance G. Finley Ralph T. Parks Alton E. Yother	8
Compensation (3)	Ralph T. Parks	Albert C. Johnson Carl Kirkland Thomas A. Saunders III Alton E. Yother	7
Nominating and Corporate Governance (4)	Alton E. Yother	Terrance G. Finley Carl Kirkland Thomas A. Saunders III	2

(1) Michael J. Newsome is the only non-independent Director on the Board and does not serve on any committee.

(2) Terrance G. Finley was appointed to and Albert C. Johnson was appointed Chairman of the Audit Committee in May 2009.

(3) Albert C. Johnson was appointed to the Compensation Committee in May 2009.

(4) Alton E. Yother was appointed to the Nominating and Corporate Governance Committee and became its Chairman in May 2009.

Audit Committee

The Fiscal 2010 members of the Audit Committee were Mr. Johnson, Chairman of the Committee, and Messrs. Finley, Parks and Yother. Under the terms of its Charter, the Audit Committee meets no less than four times annually and reviews the Company's financial performance at least quarterly. Periodic meetings are also held separately with management and the independent registered public accounting firm to review accounting matters and disclosures in our SEC periodic filings. The Audit Committee represents and assists the Board with the oversight of the integrity of our financial statements and internal controls, our compliance with legal and regulatory requirements, the independent registered public accounting firm's qualifications and independence, the performance of our internal audit function and the performance of the independent registered public accounting firm. In addition, the Audit Committee's responsibilities also include, but are not limited to:

- appointing, compensating and overseeing the work of our independent registered public accounting firm, including resolving any disagreements between management and the auditor regarding financial reporting;
- pre-approving all auditing services, internal control related services and permitted non-audit services performed by the independent registered public accounting firm;
- retaining independent counsel, accountants or others to advise the Committee or assist in the conduct of an investigation;
- seeking any information it requires from employees, all of whom are directed to cooperate with the Committee's requests, or external parties and meeting with our officers, the independent registered public accounting firm, internal auditors or outside counsel, as necessary;
- reviewing and assessing our overall internal control structure, including consideration of the effectiveness of our internal control system and evaluation of management's tone and responsiveness toward internal controls and reviewing our policies and procedures for risk assessment and risk management;
- reviewing and assessing our financial reporting, including interim, quarterly and annual SEC compliance reporting and evaluating management's significant judgments and estimates underlying the financial statements;
- reviewing and assessing our compliance with financial covenants, legal matters, including securities trading practices, and regulatory or governmental findings which raise material issues regarding our financial statements or accounting policies;
- overseeing the audit process, including the adequacy and quality of the annual audit process and the performance and independence of the independent registered public accounting firm;
- reviewing and assessing related-party transactions and our Code of Business Conduct and Ethics, including appropriate procedures concerning non-compliance with the Code and appropriate resolution of incidents reported through our anonymous response line;
- overseeing complaint procedures and receipt of submissions, particularly those concerning questionable accounting or auditing matters; and
- evaluating the Committee's performance and reviewing the Committee's charter on an annual basis and presenting the Board with recommended changes.

A copy of the Audit Committee Charter is available on our website at www.hibbett.com under the heading "Investor Information." In addition, a printed copy of its Charter will be provided to any stockholder upon request submitted to Investor Relations at our address listed elsewhere in this Proxy Statement and is attached as Appendix A of this Proxy Statement.

Audit Committee Financial Experts. Our Board has reviewed the composition of the Audit Committee and determined that the independence and financial literacy of its members meet the listing standards of the NASDAQ

Stock Market and regulations of the SEC. In addition, our Board has determined that Mr. Johnson, who chairs the Audit Committee, by virtue of his financial experience in public accounting and with both private and public companies, as well as Mr. Yother, because of his career experiences serving in financial capacities of publicly-traded companies, qualify as "audit committee financial experts" within the meaning of applicable regulations of the SEC pursuant to the Sarbanes-Oxley Act of 2002.

Compensation Committee

The Fiscal 2010 members of the Compensation Committee are Mr. Parks, Chairman of the Committee, and Messrs. Johnson, Kirkland, Saunders and Yother. Under the terms of its Charter, the Compensation Committee is directly responsible for developing guidelines and establishing compensation policies for our executive officers as well as producing an annual report for inclusion in our Proxy Statement. In addition, the Compensation Committee:

- develops guidelines and reviews the structure and competitiveness of our executive officer compensation programs, including assessing the appropriate motivation of executive officers to achieve our business objectives in line with our overall strategies for risk management;

- oversees an evaluation of the performance of our executive officers, excluding our CEO, and approves annual compensation, including salary, bonus, incentive and equity compensation;
- administers our equity award plans for employees and grants equity awards under our equity award plans;
- reviews strategy for executive officer succession;
- publishes an annual Compensation Committee Report on executive officer compensation for the stockholders; and
- evaluates the Committee's performance and reviews the Committee's charter on an annual basis and presents the Board with recommended changes.

The Committee may, at its sole discretion, employ a compensation consultant that reports directly to the Committee, and has done so, to assist in the evaluation of the compensation of our CEO and other elected executive officers.

A copy of the Compensation Committee Charter is available on our website at www.hibbett.com under the heading "Investor Information." In addition, a printed copy of its Charter will be provided to any stockholder upon request submitted to Investor Relations at our address listed elsewhere in this Proxy Statement and is attached as Appendix B of this Proxy Statement.

Nominating and Corporate Governance Committee

The Fiscal 2010 members of the Nominating and Corporate Governance Committee are Mr. Yother, Chairman of the Committee, and Messrs. Finley, Kirkland and Saunders. The Nominating and Corporate Governance Committee is authorized to exercise oversight with respect to the nomination of candidates for the Board in such a fashion as determined from time to time by the Board. The Committee has recommended the election of Mr. Newsome, Mr. Kirkland and Mr. Saunders as Class II Directors at the 2010 Annual Meeting of Stockholders. Under the terms of its Charter, the Nominating and Corporate Governance Committee meets at least one time annually.

The Nominating and Corporate Governance Committee's purpose is to advise the Board on the composition, organization, effectiveness and compensation of the Board and its committees and on other issues relating to the Company's corporate governance. The Committee's duties and responsibilities primarily relate to director nominations, Board and Committee effectiveness, Board structure and Director compensation, corporate governance and stockholder communications and disclosure. Specifically, the NCG Committee is responsible for:

- recommending candidates to be nominated by the Board, including the re-nomination of any currently serving Director, to be placed on the ballot for shareholders to consider at the Annual Meeting or recommending nominees to be appointed by the Board to fill interim director vacancies;
- leading the Board in its annual performance evaluation and conducting annual performance self-evaluations of the Committee and each Director of the Board as well as the Chairman and the CEO;
- reviewing periodically the membership and Chair of each committee of the Board and recommending committee assignments to the Board, including rotation or reassignment of any Chair or committee member;
- recommending policies for compensation, including equity compensation, for independent Board members, in line with our overall strategies for risk management;
- monitoring significant developments in the regulation and practice of corporate governance and of the duties and responsibilities of each director;
- evaluating and administering the Corporate Governance Guidelines of the Company and recommending changes to the Board and reviewing the Company's governance structure; and
- establishing procedures for communicating with stockholders and assisting management in the preparation of the disclosure in our Proxy Statement and other documents filed with the SEC regarding director independence and the operations of the Committee.

The Nominating and Corporate Governance Committee has written policies in place for accepting director nominations from stockholders and identifying nominees for director as well as minimum qualifications for director nominees that are described in detail beginning on page 7.

A copy of the Nominating and Corporate Governance Committee Charter is available on our website at www.hibbett.com under the heading "Investor Information." In addition, a printed copy of its Charter will be provided to any stockholder upon request submitted to Investor Relations at our address listed elsewhere in this Proxy Statement.

COMPENSATION OF NON-EMPLOYEE DIRECTORS

Director Compensation Table

Annual compensation for non-employee Directors for Fiscal 2010 was comprised of cash and equity compensation. Each of these components is described in more detail below. The total compensation of our non-employee Directors for Fiscal 2010 is shown in the following table.

Director Compensation
For the Fiscal Year Ended January 30, 2010
(in dollars)

Director	Fees Earned or Paid in Cash	Stock Awards	Option Awards (1)	Non-Equity Incentive Plan Compensation (2)	All Other Compensation (3)	Total
Mr. Finley	$53,250	$-	$41,032	$ -	$ -	$94,282
Mr. Johnson	$63,750	$-	$41,032	$ -	$ -	$104,782
Mr. Kirkland	$56,250	$-	$46,094	$ -	$ -	$102,344
Mr. Parks	$69,750	$-	$46,094	$ -	$ -	$115,844
Mr. Saunders (4)	$-	$-	$123,550	$ -	$ -	$123,550
Mr. Yother	$95,250	$-	$46,094	$ -	$ 4,935	$146,279

Note: The Director Compensation Table requires a column for Change in Pension Value and Nonqualified Deferred Compensation Earnings of which we have none. Therefore, for presentation purposes, this column was omitted.

(1) Options awarded represent the annual award to Directors of 5,000 options to purchase our common stock, with the exception of Messrs. Finley and Johnson, who each received a pro-rata award of 4,451 options to purchase our common stock. Mr. Saunders' also includes his director fee income that was deferred into options (see Note 4). Options are valued at their grant date fair value. Total options outstanding to purchase our common stock at January 30, 2010 for our current Directors, were 14,451 for Mr. Finley, 12,451 for Mr. Johnson, 72,034 for Mr. Kirkland, 34,063 for Mr. Parks, 58,297 for Mr. Saunders and 42,079 for Mr. Yother. All options to purchase common stock are fully vested upon date of grant.

Following is the weighted average fair value of each option granted during the fiscal year ended January 30, 2010. The fair value was estimated on the date of grant using the Black-Scholes pricing model with the following weighted average assumptions for each grant date:

Grant date	3/17/09	3/31/09	6/30/09	9/30/09	12/31/09
Exercise Price	$18.00	$19.22	$18.00	$18.23	$21.99
Weighted average fair value at date of grant	$9.22	$9.57	$8.33	$7.69	$9.08
Expected option life (years)	4.76	4.76	4.76	4.63	4.63
Expected volatility	60.25%	58.64%	52.10%	47.54%	45.86%
Risk-free interest rate	1.91%	1.64%	2.40%	2.17%	2.40%
Dividend yield	None	None	None	None	None

See Note 3 to the consolidated financial statements in our Annual Report on Form 10-K filed March 26, 2010 for additional information regarding the Company's assumptions concerning expected option life, expected volatility, risk-free interest rate and dividend yield.

(2) No non-equity incentive plan compensation payments were made for Director services in Fiscal 2010 or are contemplated under our current compensation structure for Directors.

(3) All other compensation primarily consisted of occasional gifts to Directors such as sporting goods merchandise and was inconsequential. For Mr. Yother, other compensation consisted of interest earned on his deferred compensation in Fiscal 2010.

(4) Mr. Saunders elected to defer all fees earned into stock options subject to the provisions of the applicable Director stock option plan at the time the fees were earned. No fees were paid in cash during Fiscal 2010. Allocations of deferred fees are calculated each calendar quarter. Fees earned by Mr. Saunders were $55,250. A total of $57,250 of fees were deferred in Fiscal 2010 of which $2,000 was attributable to Calendar 2009. The Calendar 2009 fees converted into 9,016 options to purchase shares of our common stock.

Fees Earned or Paid in Cash

Fees earned or paid in cash consist of annual board fees and committee meeting fees through the first quarter of Fiscal 2010. Beginning in the second quarter of Fiscal 2010, the Board adopted the following pay structure for independent Directors:

Annual Retainer	$60,000	Paid quarterly to all independent Directors
Lead Director	$35,000	Additional annual retainer, paid quarterly
Audit Committee Chairman	$10,000	Additional annual retainer, paid quarterly
Compensation Committee Chairman	$10,000	Additional annual retainer, paid quarterly

The Lead Director also acts as Chairman of the Nominating and Corporate Governance Committee. Beginning in the second quarter of Fiscal 2010, all per meeting or committee fees were eliminated. Payments to our independent Directors may be paid in cash or may be deferred into stock units, stock options or cash. In addition, each Director was placed on a minimum of two committees with the Lead Director a member of each committee.

Prior to the second quarter of Fiscal 2010, each non-employee Director received an annual retainer of $25,000 that could be paid in cash or could be deferred into stock units, stock options or cash. The Chairman of the Audit Committee received an additional annual fee of $5,000. Non-employee Directors serving on Board committees also received $1,000 per Board and committee meeting attended either in person or by teleconference. The Chairman of each committee received $1,500 per committee meeting attended either in person or by teleconference. As with the annual retainer, committee fees earned could be deferred into stock units, stock options or cash.

The total fees earned or paid in cash during Fiscal 2010 are outlined in the following table:

Director	Annual Retainer	Lead Director Retainer	Chairman Retainer	Board or Committee Meeting Fees	Total Fees Earned	Total Paid in Cash
Mr. Finley (1)	$51,250	$-	$-	$2,000	$53,250	$53,250
Mr. Johnson (1)	$51,250	$-	$10,000	$2,500	$63,750	$63,750
Mr. Kirkland (1)	$51,250	$-	$-	$5,000	$56,250	$56,250
Mr. Parks (1)	$51,250	$-	$10,000	$8,500	$69,750	$69,750
Mr. Saunders (2)	$51,250	$-	$-	$4,000	$55,250	$-
Mr. Yother (1)	$51,250	$32,250	$1,250	$10,500	$95,250	$95,250

(1) All fees paid in cash.

(2) All fees deferred into stock options pursuant to the Amended 2005 Directors Deferred Compensation Plan.

Equity Plans for Directors

There were two plans that governed equity awards to non-employee Directors during Fiscal 2010.

The Amended 2006 Non-Employee Director Equity Plan (DEP) provides for grants of equity awards to non-employee Directors. Each non-employee Director who is elected or appointed to the Board may receive, upon election, up to 15,000 options to purchase shares of our common stock. Non-employee Directors, who have served a full fiscal year, may receive up to 10,000 options to purchase shares of our common stock, pro-rated for Directors who served less than one full fiscal year. The Board of Directors has the discretion to, and has elected to, reduce the actual grants below the stockholder approved maximum amounts. Board members currently receive 10,000 options to purchase shares of our common stock upon election to the Board and 5,000 options to purchase shares of our common stock for each full fiscal year of service, pro-rated for Directors who serve less than one full fiscal year.

The DEP also allows for the award of other equity instruments such as stock appreciation rights, restricted stock and restricted stock units. As of the date of this Proxy Statement, only stock options have been awarded to non-employee Directors under the DEP, and there are currently no plans to award other types of equity instruments to our Directors.

The Amended 2005 Director Deferred Compensation Plan (Deferred Plan) allows each non-employee Director the option to defer all or a portion of the Board fees into cash, stock units or stock options annually on a calendar year basis. Any eligible Director may make a deferral by delivering an election to us not later than December 31 of the year immediately preceding the year to which the election is related. Newly elected or appointed eligible Directors have 30 days following the date on which they first became a Director to make such election.

One of the six eligible Directors deferred all of his fees in Calendar 2009. For Calendar 2010, Mr. Saunders has elected to continue his previous election. Deferrals to stock options are governed by the DEP.

Stock Awards. During Fiscal 2010, no stock awards were granted to Directors under the DEP.

Option Awards. The annual option grant to non-employee Directors occurs on the same date as the annual grant of equity awards to management and our other employees. The Compensation Committee has adopted the third business day following the release of operational results for the fiscal year as the grant date for annual management and employee awards. Therefore, stock awards under the DEP relating to service during the current fiscal year are awarded the following fiscal year to eligible directors serving as a director on the last day of our fiscal year. All of the six eligible Directors served the full fiscal year and were awarded 5,000 options to purchase our common stock pursuant to the provisions of the DEP on March 17, 2010.

Under the Deferred Plan, Mr. Saunders elected to defer all Board and committee fees earned during Calendar 2009 into stock options (governed by the DEP). The total fees earned each calendar quarter is divided by the closing price on the last day of the calendar quarter times a factor of 0.33 to determine the number of stock options earned for that period. Mr. Saunders deferred total fees of $57,250 in Fiscal 2010 of which $2,000 was attributable to Calendar 2009. The Calendar 2009 fees converted into 9,016 options to purchase shares of our common stock.

Options awarded to outside Directors vest immediately upon grant and expire on the tenth anniversary of the date of grant. We apply the fair value recognition provisions of Accounting Standards Codification (ASC) Topic 718, Compensation – Stock Compensation. The fair value of each stock option is estimated on the grant date using the Black-Scholes option-pricing model. (See Note 3 to the consolidated financial statements in our Annual Report on Form 10-K filed on March 26, 2010.)

All Other Compensation

We have determined that there was no other compensation paid to Directors for director services in Fiscal 2010 except the occasional gift usually in the form of sporting goods merchandise such as footwear or apparel and the interest earned on Mr. Yother's deferred compensation. The occasional gifts have an immaterial market value. Each Director is entitled to reimbursement for his reasonable out-of-pocket expenses incurred in connection with travel to and from, and attendance at, meetings of the Board or its committees and related activities, including director education courses and materials. The interest earned by Mr. Yother on his deferred compensation of $4,935 is not included in the fees earned or paid in cash table.

Director Compensation Changes for Fiscal 2011

No changes to Director compensation, either in fee structure or in equity awards has been recommended or approved for Fiscal 2011.

Stock Ownership Guidelines for Non-Employee Directors

The Compensation Committee has adopted stock ownership guidelines in an effort to better align personal and corporate incentives of Directors with our stockholders. Within four years of a Director's election or appointment, non-employee Directors are required to maintain ownership of Company equity in an amount equal to three times (3x) their standard Director fees. Company equity may be in the form of common stock or common stock equivalents such as options, restricted stock, restricted stock units, etc. Determination of compliance with the guidelines is based on the closing price of our common stock on the last business day of the fiscal year for shares of stock owned and all restricted stock units and on the grant date fair value under ASC Topic 718 for vested stock options. As of the fiscal year ended January 30, 2010, four of the six non-employee Directors had met the stock ownership guidelines. The two Directors that had not met the ownership guidelines by fiscal year end represent our two newest Directors who have until March 14, 2012 to comply.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed the Compensation Discussion and Analysis included in this report and discussed it with management. In reliance on such reviews and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis following this report be included in this Proxy Statement and, through incorporation by reference from this Proxy Statement, the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2010.

Submitted by the members of the Compensation Committee of the Company's Board of Directors:

Ralph T. Parks, Chairman; Albert C. Johnson; Cark Kirkland; Thomas A. Saunders III; Alton E. Yother

The Compensation Committee report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates the Compensation Committee Report by reference therein.

Compensation Risk Assessment

As part of our overall enterprise risk assessment, we conducted an assessment of our compensation plans and measures to evaluate whether the plans may cause the Board, executives, managers and/or all employees to act in an undesired manner inconsistent with Company objectives, strategies and ethical standards and with prudent business practices. We further evaluated whether the Company may fail to identify Key Performance Indicators (KPI) and/or accurately report existing KPIs.

We presented and discussed the findings of the risk assessment with the Audit Committee. Based upon the assessment and discussions with the Audit Committee, we believe that our compensation policies and practices do not encourage excessive or unnecessary risk-taking and are not reasonably likely to have a material adverse effect on Hibbett.

Compensation Committee Interlocks and Insider Participation

No present or former Named Executive Officer of the Company or its subsidiaries serves as a member of the Compensation Committee. During Fiscal 2010, there were no interlocking relationships between any Named Executive Officer of the Company and any entity whose Directors or Named Executive Officers serve on the Company's Board of Directors and/or Compensation Committee.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS (CD&A)

Overview of Compensation Program

This Compensation Discussion and Analysis describes the compensation philosophy, objectives, policies and practices with respect to our NEOs. The NEOs for Fiscal 2010 are the Chairman of the Board/Chief Executive Officer (CEO), the Chief Financial Officer, the President/Chief Operating Officer (COO), the Senior Vice President of Merchandising and the Senior Vice President of Operations.

Role of Our Compensation Committee

The Compensation Committee approves all compensation and equity awards to executive officers, including the CEO. The Compensation Committee reviews the compensation of the CEO and, following discussions with him where it deems appropriate, establishes his compensation. Historically, the Compensation Committee also reviewed the performance of the CEO in his duties. Beginning in Fiscal 2011, the review of the performance of the CEO will fall under the duties and responsibilities of the Nominating and Corporate Governance Committee. Our Compensation Committee also administers the Company's 2005 EIP and approves all equity grants, including grants to executive officers and excluding non-executive new-hires.

Role of Executive Officers in Compensation Decisions

Michael J. Newsome, our Executive Chairman and former Chairman of the Board and CEO, annually reviews the performance of each NEO with the Compensation Committee and makes recommendations with respect to each key element of executive compensation for NEOs, excluding himself. The Committee generally approves his recommendations with minor adjustments. As prescribed in the Company's Statement of Employee Equity Grant Practices, the Committee shall conduct these reviews within 90 calendar days of the Company's fiscal year end. The only other role NEOs have in the determination of executive compensation is in the recommendation of the annual Company budget from which performance levels are based for incentive bonuses and performance-based equity awards. The annual Company budget is presented by management to the entire Board for review and approval.

Compensation Program Objectives and Philosophy

Our overall compensation program has been designed to attract and retain key executives and to provide appropriate motivation to these executives to achieve our business objectives in line with our overall strategies for risk management and maximize our long-term financial results for the benefit of the stockholders. Executive compensation is structured to ensure that there is an appropriate balance between our short-term and long-term performance as well as a balance between our financial performance and stockholder return. This is reflected in our executives' compensation, the majority of which is performance-based and contingent on Company performance. Our "low-cost operator" corporate culture is reflected in the Compensation Committee's philosophy for its executives, especially with respect to compensation that is assured and not contingent on performance.

Base salary is competitive but generally conservative when compared to other retail, general industry and manufacturing organizations. Substantial additional earnings opportunities are provided primarily through achievement of Company performance goals that also apply to equity-based awards. We have set a moderate base pay and combined it with a significant performance component that provides our executives with an incentive-based compensation scheme consistent with our emphasis on being a "low-cost operator." Individual compensation levels are based upon the duties and responsibilities assumed by each executive officer, individual performance and the attainment of individual goals. The Committee has decided to base all of the performance-based compensation, including equity awards, on the achievement of Company goals. The Committee's philosophy is that a higher percentage of pay dependent on our performance adds stockholder value by aligning executive compensation with revenue and net income growth.

The long-term incentive design objectives are to align shareholder and management interests through incentives that encourage the highest level of corporate governance and focus on rewarding our executives for increased Company value and financial results over the long-term, without encouraging excessive or unnecessary risk-taking. In determining equity awards, the Committee endeavors to reinforce the "pay-for-performance" philosophy while encouraging share ownership and retention. The Committee primarily uses equity awards in the form of performance-based restricted stock units (PSAs) with cliff vesting provisions that are contingent on Company financial results and service requirements.

The Compensation Committee recognizes the importance of maintaining sound principles for the development and administration of compensation and benefit programs and has taken steps to significantly enhance the Committee's ability to effectively carry out its responsibilities as well as ensure that we maintain strong links between executive pay and performance. The Committee actively and consistently:

- holds executive sessions without the presence of management;
- reviews and implements a compensation structure for our NEOs;
- considers succession plans and strategies for our key executive positions; and
- monitors stock ownership of our NEOs.

The Compensation Committee's Charter reflects these and other responsibilities, and the Committee and the Board periodically review and revise the Charter. The Board determines the Committee's membership.

The Committee structures the total compensation program for executives to consist of base salary, performance-based cash bonuses, performance-based equity awards and certain other benefits, including a deferred compensation plan and supplemental 401(k) plan discussed in more detail later in this document. The Committee believes that a majority of the total compensation opportunity for executives should be allocated to cash bonuses and equity awards that are contingent on the achievement of pre-determined performance measures in order to align compensation with the interests of stockholders. Performance measures for management are based on Company-wide targets, with a greater emphasis for more senior personnel.

Generally, the Committee's goal is to set our NEOs' salaries at a level between the 25th and 50th percentile of comparable companies, but increase their contingent bonuses and equity awards so that the total compensation opportunity is above the 50th percentile. At its discretion, the Committee may base an NEO's total compensation opportunity or the components of compensation above or below these target levels due to individual factors considered by the Committee.

Long-term compensation for NEOs has historically consisted of equity awards such as stock options and restricted stock units (RSUs). Beginning in Fiscal 2008, the Committee opted to award only RSUs in the annual employee award, which includes our NEOs. The RSU awards to our NEOs contain performance and service criteria set by the Committee that must be achieved in order to be earned. (See "Future Planning" on page 42.) The decision to award performance-based RSUs (PSAs) was intended to align the executive's long-term incentive with the Company's long-term goals while still maintaining the interests of the shareholders. The form and composition of equity awards, as well as other elements of compensation, may be adjusted in the future as our compensation philosophy evolves.

Compensation Benchmarking; Role of Compensation Consultants

In Fiscal 2008, the Compensation Committee retained the services of an external compensation consultant, Hewitt Associates (Hewitt). The mandate of the consultant was to serve the Company and work for the Committee in its review of executive and Director compensation practices, including the competitiveness of pay levels, executive compensation design, market trends and technical considerations.

The Committee did not direct Hewitt to reach any particular conclusion or to perform hired services in any particular manner or under any particular method nor has the Committee or the Company utilized Hewitt in any other role or for any other services other than those discussed. The independent compensation consultant received a fee for its services in Fiscal 2008. The Committee believed that the in-depth studies performed by the consulting firm provided useful guidance that they could use to shape executive compensation packages in the future. During Fiscal 2009, Hewitt's services included survey market pay analyses for other senior level positions within the Company and did not include any consultation concerning executive compensation of our NEOs. The analyses were requested by and reported to our Human Resources department and CEO. The Committee did not utilize the services of the independent consultant in Fiscal 2010 and does not anticipate utilizing their services in Fiscal 2011 for executive compensation. However, they retain the right to retain such services in the future.

Peer Group

The Committee has identified a group of 15 companies as its peer group, based on such factors as their sales volume, regions of operations and industry concentration. Following is a list of the companies which were most often used by the Committee in Fiscal 2010 when considering executive compensation and for executive compensation analysis:

Big 5 Sporting Goods Corp.	Eddie Bauer Holdings	Kirkland's, Inc.
Books-A-Million, Inc.	Finish Line, Inc.	Shoe Carnival, Inc.
Brown Shoe Co., Inc.	Footlocker, Inc.	Sport Chalet, Inc.
Dicks Sporting Goods, Inc.	Genesco, Inc.	Stage Stores, Inc.
DSW	Hastings Entertainment, Inc.	Urban Outfitters, Inc.

Base Salary

We provide our executives with assured cash compensation in the form of base salary. We use base salary as the foundation for the other components of compensation. The salary levels for our executive officers for the fiscal year ended January 30, 2010, including the salary of Mr. Newsome as CEO and Chairman of the Board, are based upon individual performance and responsibility, as well as the salary levels paid by other similarly situated sporting goods and specialty retail companies from our peer group. Based upon a review of such companies, the base salary levels approved by the Board of Directors are generally lower than the average salary levels of such companies because the Committee's philosophy is that performance-based pay adds more value to the stockholder.

Bonus and Non-Equity Incentive Plan Compensation

Our cash bonus program is designed to provide short-term incentive compensation to our executives based upon pre-established performance goals for the Company and each executive, individually. The Compensation Committee determines the amounts of target bonus awards for each executive as a percent of their base salary. The cash bonuses approved by the Committee as earned by our NEOs as a percent to base salary over the last three fiscal years were as follows:

	Range of Payout
Fiscal 2010	37.5% - 110.0%
Fiscal 2009	63.2% - 112.5%
Fiscal 2008	0.0% - 2.4%

The low range of the cash bonus for Fiscal 2010 represents a firm bonus offered upon hire to our Senior Vice President of Merchandising and was not contingent on the achievement of any performance criteria. For Fiscal 2008, the lower than historical annual cash bonuses earned was the result of failure to achieve pre-determined performance goals set by the Committee and based on Company results as outlined in our Proxy Statement dated May 2, 2008.

Bonus targets emphasize individual contribution to our success during the year and the performance of those aspects of our business for which each executive has responsibility. See the Summary Compensation Table and narrative discussion below for individual executive officer detail.

The following table illustrates the executives' combined bonus potential for Company and individual goals as a percent of their individual base salaries for Fiscal 2010, Fiscal 2009 and Fiscal 2008:

NEO	Position	Fiscal 2010	Fiscal 2009	Fiscal 2008
Michael J. Newsome	Chief Executive Officer and Chairman of the Board	100.0%	100.0%	100.0%
Gary A. Smith	Chief Financial Officer and Vice President	80.0%	75.0%	75.0%
Jeffry O. Rosenthal (1)	President and Chief Operating Officer	90.0%	78.7%	75.0%
Cathy E. Pryor	Vice President of Operations	80.0%	75.1%	75.0%
	Vice President of Merchandising	N/A	N/A	N/A

Rebecca A. Jones (2)

(1) Mr. Rosenthal was promoted to President and Chief Operating Officer in February 2009. He was formerly Vice President of Merchandising. See the Summary Compensation Table and narrative discussion below for individual executive officer detail.

(2) Ms. Jones was hired as Vice President of Merchandising in August 2009. See the Summary Compensation Table and narrative discussion below for individual executive officer detail. Her bonus was guaranteed at 37.5% of her annualized base salary and was not based on Company or individual goals.

Company performance goals were based on earnings before interest and taxes (EBIT) determined by the annual budget as approved by the Board of Directors for Fiscal 2010, Fiscal 2009 and Fiscal 2008. For Fiscal 2010, the Company performance bonus component represented 100.0% of the NEOs' total bonus potential. For Fiscal 2009, the Company performance bonus component ranged from 71.4% to 100.0% of the NEOs' total bonus potential. For Fiscal 2008, the Company performance bonus component ranged from 74.9% to 90.0% of the NEOs' total bonus potential. Beginning in Fiscal 2010, the Committee made each NEO's bonus contingent upon Company performance only with the exception of executives hired within a bonus year. Additionally, the Company performance component is structured so that the attainment of less than 100.0% of the established Company goal may result in executive bonuses less than the specified bonus potential and attainment of greater than 100.0% of the established Company goal may result in executive bonuses in more than the specified bonus potential. This tiered structure is applied to all our NEOs. Prior to Fiscal 2010, the more senior level executives had the majority of their bonus potential tied to Company performance goals, but also had a bonus potential tied to more individualized goals.

For Fiscal 2010, Fiscal 2009 and Fiscal 2008, the executive's earned percentages of his or her Company performance bonus depended on the Company's actual performance in relation to the Company's performance goal as summarized in the following table:

% of Company Performance Goal Attained	Portion of Executive's Company Performance Bonus Deemed Earned
Below 85.0 %	0.0%
85.0%	62.5%
90.0%	75.0%
95.0%	87.5%
100.0%	100.0%
105.0%	112.5%
110.0% or above	125.0%

In Fiscal 2010, the Company performance goal was EBIT of $50.3 million of which the Company achieved $50.4 million, resulting in 104.0% of the goal being achieved and 110.0% of the Company bonus being earned. In Fiscal 2009, the Company performance goal was EBIT of $45.4 million of which the Company achieved $48.0 million. As a consequence, 105.7% of the goal was achieved and 112.5% of the Company bonus was earned. In Fiscal 2008, the Company performance goal was EBIT of $67.7 million of which the Company achieved $48.2 million. As a consequence, 71.2% of the goal was achieved and no portion of the Company bonus was earned.

Calculation of the Company performance bonus earned by each NEO is based on the final audited consolidated financial statements and, if applicable, is usually paid out in March of the following year. While the Compensation Committee reserves the right to make adjustments to goals after they are established, it has not done so during the last three fiscal years. Any such modification would be carefully considered by the Committee and applied to the special circumstances that warranted the modification.

There were no individual performance goals set for our NEOs for Fiscal 2010. Formerly, the Compensation Committee established annual individual performance goals for each executive officer. For Fiscal 2009, the portion of the bonus potential related to individual goals ranged from 0.0% to 28.6%. For Fiscal 2008, the portion of the bonus potential related to individual goals ranged from 10.0% to 25.1%. The composition of the executives' individual goals generally included targets for new store sales volume and return on investment. Mr. Newsome was the only executive that did not have an individual bonus component for Fiscal 2009. His individual bonus component was based on a target for new store sales volume and return on investment in Fiscal 2008. The other executive officers had individual bonus dollars tied to performance goals that varied by executive and generally included targets in the following areas:

- new store sales volume and return on investment
- items per sales transaction
- distribution expense control
- inventory shrinkage control
- store labor or store operating costs as a percent of sales
- inventory turns
- aged inventory control

The individual portion of the executive bonus also included qualifiers in order to receive any portion of the individual bonus component. These qualifiers varied by executive and generally included visiting a specified number of our stores, working a specified number of hours in our stores assuming the duties of a regular hourly employee and having no material weakness in internal control over financial reporting in their area(s) of responsibility.

With the exception of the individual goal based on new store sales volume defined above, calculation of bonus earned for these individual performance goals was based on the final audited consolidated financial statements and was usually paid out in March of the following year with the Company performance bonus component. There were no waivers of the goals established by the Committee during any of the fiscal years presented.

With the adoption of the 2006 Executive Officer Cash Bonus Plan (Bonus Plan), the Committee has guidelines by which to offer incentives to executive officers through the use of qualified performance-based compensation while protecting the Company's deductibility of executive compensation under Internal Revenue Code Section 162(m). The Bonus Plan allows more flexible compensation alternatives within our overall compensation philosophy.

Stock Awards and Option Awards

Through our 2005 EIP, the Committee has a wide range of award-based incentive alternatives to offer our NEOs. Equity award types including stock options, stock appreciation rights, PSAs and RSUs may be granted at the discretion of the Committee. During Fiscal 2010, the Company awarded 46,800 stock options to our CEO, 96,100 PSAs to a total of four executive officers and 5,302 service-based RSUs to our new Vice President of Merchandising upon hire under the provisions of our Statement of Employee Equity Grant Practices (EGP). During Fiscal 2009, the Company awarded 19,900 stock options to our CEO, 91,200 PSAs to a total of five executive officers and 10,000 service-based RSUs to our President and Chief Operating Officer upon hire under the provisions of our EGP. During Fiscal 2008, the Company awarded 52,700 PSAs to a total of five executive officers.

As part of the annual equity award, our practice is to determine the dollar amount of equity compensation that we want to provide to our executive officers as a percentage of base salary and then to grant equity awards based on a formula that yields such amount based on the 30-day trailing average (trailing average) price of our stock. Awards granted to our NEOs reflect our desire to provide incentives to these individuals that encourage our growth and long-term success as a Company. For Fiscal 2010, equity awards to our NEOs that consisted of performance-based restricted stock units and a trailing average of $13.93 were based on 80.0% to 110.0% of their base salary. This was applicable to all our NEOs with the exception of Mr. Newsome who also received stock options due to former restrictions within the EIP that limited the number of RSUs that could be awarded to a participant within any one calendar year and Ms. Jones who received a service-based award of RSUs based on 37.5% of her annualized base salary. In Fiscal 2010, Mr. Newsome's equity awards were based on 110.0% of his base salary of which 56.0% consisted of performance-based restricted stock units and a trailing average of $13.93 and the remaining consisted of stock options and a trailing average of $13.93. The stock options were awarded with the same grant date as the PSAs in March 2009. Ms. Jones's award was granted under the provisions of the EGP, was dated November 2, 2009 and was based on the closing market price of our common stock on the grant date.

For Fiscal 2009, equity awards to our NEOs were based on 75.0% to 110.0% of their base salary and consisted of performance-based restricted stock units and a trailing average of $17.94 to all our NEOs except Mr. Newsome who also received stock options due to former restrictions within the EIP that limited the number of RSUs that could be awarded to a participant within any one calendar year. In Fiscal 2009, Mr. Newsome's equity awards were based on 110.0% of his base salary of which 82.0% consisted of performance-based restricted stock units and a trailing average of $17.94 and the remaining consisted of stock options and a trailing average of $18.47. The stock options were awarded in May 2008. In Fiscal 2008, equity awards to our NEOs were based on 75.0% to 110.0% of their base salary and consisted solely of PSAs and a trailing average of $31.47.

Awards to the remainder of the employee participants are not generally based on the employees' salary, but primarily on historical grant levels with consideration for changes in duties or stock prices around the date of grant. In Fiscal 2010, Fiscal 2009 and Fiscal 2008, grants made to non-executive employees consisted solely of RSUs.

Consistent with prior years, in Fiscal 2011, the Committee awarded only RSUs to all participating employees, including the NEOs. The NEO awards of PSAs were determined based on a percentage of each executive's base salary. Because of a positive vote by our stockholders at our Annual Meeting of Stockholders in 2009, the number of RSUs that can be awarded to an individual within a calendar year was increased and the Committee was able to award all RSUs to our NEOs where in the last few years, the Committee had to award an additional award of stock options to our CEO because of plan limitations. Awards to other participating employees were primarily based on their historical grant levels and overall value to the Company with consideration for changes in duties. The total number of RSUs approved by the Committee and awarded to participating employees was 193,421, of which our NEOs were awarded 73,500 RSUs in the form of PSAs.

Timing of Equity Awards

We grant equity awards to our employees generally on three occasions: annually, upon hire (for certain senior positions) and occasional special one-time grants to executive management upon approval by the Compensation Committee. The fair value of awards is based on the closing price of our common stock on the date of grant (or if not a business day, the immediately preceding business day) as defined in our equity plans.

Historically and in Fiscal 2010, Fiscal 2009 and Fiscal 2008, we granted all annual employee equity awards, including our executives, on the same day each year, typically in February or March, with the exception of the CEO's annual grant of Fiscal 2009 which was awarded in two components; RSUs up to EIP limitations at the same time as the annual employee grant and stock options in May 2008. The May 2008 stock option grant was made by the Committee in order to maintain the percentage of base salary the Committee had established for his position with the Company.

Under the EGP adopted by the Compensation Committee and effective January 1, 2007, the grant date for annual awards to executives and employees is defined as the third business day following the public release of our annual results of operations. In addition, grants to newly hired executives are made on the first day of the fiscal quarter after hire. Special purpose grants are effective as of the Friday following the Compensation Committee's formal approval. The Committee reserves the right to modify this practice if circumstances warrant. No award will be deemed made until all material terms, including the type of award, number of shares, grant date, and the identification of each grantee, is determined with finality without the benefit of hindsight.

Employment and Retention Agreements

We have a retention agreement with Mr. Newsome to secure his continued part-time employment in the event he retires from a position of executive management with the Company. Under the terms of this agreement, Mr. Newsome has agreed to serve as a part-time advisor on various business matters of importance to us, as determined by the Board. The initial term of the agreement is effective beginning on such unspecified date that Mr. Newsome steps down and continues through the end of the third fiscal year after such beginning date. The compensation for such services shall be mutually agreed upon between Mr. Newsome and the Board. The Board may award additional compensation in the nature of a bonus for services performed. In addition, Mr. Newsome shall be eligible to participate in any benefit plan made available to our senior executives, subject to such terms governing eligibility, participation and other matters.

There are currently no other employment or retention agreements issued by the Company.

Severance and Change in Control Payments

In January 2008, the Compensation Committee adopted a Change in Control Severance Agreement (Agreement) for our Named Executive Officers. If a covered executive's employment is terminated by the Company without cause or by the executive for good reason within: (i) two years following a Change in Control; or (ii) within a six-month period prior to a Change in Control if the executive's termination or resignation is also directly related to or occurs in connection with a Change in Control, the Company shall pay the executive a severance payment in the amount equal to one and one half (1.5) times the sum of the executive's covered salary and covered bonus. The severance shall be paid within thirty (30) days of the executive's termination date or the Change in Control date, whichever is later. In addition, to the extent the executive has been granted equity compensation under the Company's equity compensation plans, the executive's interest in such awards would become fully exercisable, vested and nonforfeitable as of the Change in Control date, to the extent not already exercisable or vested as of such date.

The covered salary for purposes of this Agreement shall mean the highest annual rate of base salary paid to the executive by the Company prior to the termination or resignation of the executive's employment. The covered bonus for purposes of this Agreement shall mean the average of the actual cash bonuses paid to the executive for the five years prior to the year of the executive's termination or resignation from the Company (or shorter period if the executive has been employed for a shorter period), but not to exceed the target bonus in the year of termination or resignation.

The following table shows the estimated payouts to our NEOs if a Change in Control event occurred on January 30, 2010:

	Named Executive Officer				
	Newsome	Smith (3)	Rosenthal	Pryor	Jones
Salary & Bonus (1)					
Covered Salary	$811,500	$429,000	$487,500	$405,000	$397,500

Covered Bonus	441,120	197,499	191,207	183,373	-
Cash Payout	1,252,620	626,499	678,707	588,373	397,500
Equity Awards (2)					
Restricted Stock Units	1,321,599	934,223	1,066,889	719,821	116,591
Stock Options	201,209	-	-	-	-
Total Value of Equity	1,522,808	934,223	1,066,889	719,821	116,591
Total	$2,775,428	$1,560,722	$1,745,596	$1,308,194	$514,091
Estimated Payout	$2,775,428	$1,177,327	$1,745,596	$1,308,194	$514,091

(1) Covered salary was based on the highest annual rate of base pay paid to each NEO. Covered bonus was based on a five-year average of bonuses paid for Messrs. Newsome, Smith and Rosenthal and Ms. Pryor. Ms. Jones had no covered bonus to consider due to her new-hire status and no bonus amounts being paid to her during Fiscal 2010.

(2) The value of equity awards was calculated on non-vested awards using the closing price of our stock on January 30, 2010 of $21.99. RSUs were valued at the closing stock price times the number of shares non-vested. As of January 30, 2010, the number of non-vested RSUs was 60,100, 42,484, 48,517, 32,734 and 5,302 for Mr. Newsome, Mr. Smith, Mr. Rosenthal, Ms. Pryor and Ms. Jones, respectively. Stock options considered "in the money" were valued using the spread (closing price less exercise price). As of January 30, 2010, there were two non-vested stock option awards "in the money" for Mr. Newsome. The total number of non-vested stock options at January 30, 2010 was 72,514, 8,244, 8,244 and 4,994 for Mr. Newsome, Mr. Smith, Mr. Rosenthal and Ms. Pryor, respectively. Ms. Jones has not been awarded any stock options.

(3) The total for Mr. Smith would constitute an "excess parachute payment" as defined in Section 280G of the Internal Revenue Code. The estimated payout represents the limitation defined in the Agreement whereby no portion of such payment is subject to the excise tax imposed by Section 4999 of the Code.

Upon authorization by the Compensation Committee, we agreed to provide a Medicare supplemental health insurance policy for Mr. Newsome and his wife, effective after his retirement and thereafter during their lifetimes. The Company has estimated that it will cost approximately $35,000 to provide this benefit.

Perquisites and Other Benefits

The Committee's philosophy is that NEOs should not be treated differently from the general employee population in the design of their benefits, other than one-time or special benefits provided under broader programs, such as relocation. The Company's overall viewpoint is to offer a compensation package that emphasizes long-term contribution and stability rather than extra benefits, particularly benefits not available to our employees, in general. The NEOs receive the same medical, dental, vision, disability, employee discount, flexible spending options and 401(k) benefits as the broader employee population who qualify. The perquisites provided to NEOs are also available to other employees, where applicable, and include:

Paid holidays and vacation. We currently allow six paid holidays. Based on years of service, our full-time employees can earn up to three weeks of paid vacation per year. Currently, all our NEOs, with the exception of Ms. Jones, have earned three weeks of paid vacation per year. Ms. Jones has earned one week of paid vacation per year.

Discount on the Company's common stock through the Hibbett Sports, Inc. Employee Stock Purchase Plan (ESPP). All employees, including our NEOs, who have been employed with the Company over one year and work an average of 20 hours per week, qualify for participation in our ESPP. The ESPP purchases our common stock each calendar quarter at a discount of 15.0% off the closing price of the lower of the first day of the calendar quarter or the last day of the calendar quarter. Currently, two of our NEOs participate in the ESPP.

Company-paid life insurance. The Company provides life insurance coverage equal to two times the annual base salary of all full-time employees up to $500,000 with further reductions once an employee reaches age 65 and 70.

Company-owned vehicle. Company-owned vehicles are made available to those full-time employees whose job functions require extensive travel. The vehicles may be used for business and personal use. Employees, including our NEOs, who drive Company-owned vehicles, reimburse the Company annually for personal use. Currently, only one of our NEOs drive a Company-owned vehicle.

Deferred Contribution Benefit Plans. Effective Fiscal 2009, the Board adopted the Hibbett Sports, Inc. Supplemental 401(k) Plan (Supplemental Plan) for the purpose of supplementing the employer matching contribution and salary deferral opportunity available to highly compensated employees whose ability to receive Company matching contributions and defer salary under our existing 401(k) plan has been limited because of certain restrictions applicable to qualified plans. The group of employees eligible for this deferral option includes all our NEOs with the exception of Ms. Jones, who will become eligible upon her first anniversary of employment.

Executive Voluntary Deferral Plan. Effective Fiscal 2011, the Board adopted the Hibbett Sports, Inc. Executive Voluntary Deferral Plan (Deferral Plan) which permits key executives of the Company an opportunity to defer, on a pre-tax basis, up to 50% of their base salary and up to 100% of any bonus earned. All of our NEOs are eligible for participation under this plan and one NEO has elected into the Deferral Plan for Fiscal 2011.

Flexible Spending Account Plan. In January 2010, we introduced a Flexible Spending Account Plan (FSA) that allows employees to set aside pre-tax amounts for out-of-pocket health care and dependent care expenses. The group of employees eligible for this deferral option includes all our NEOs with the exception of Ms. Jones, who will become eligible upon her first anniversary of employment. All of our NEOs are eligible for participation under the FSA and three of our NEOs have elected into the FSA for Fiscal 2011.

See the Summary Compensation Table and related disclosures beginning on page 29 for more details on specific perquisites applicable to each NEO.

Equity Ownership

The Compensation Committee has adopted stock ownership guidelines for our NEOs. By December 2009, all of our veteran NEOs were required to be in compliance with these guidelines. Within four years of any executive officer's hire date or promotion to a covered office, whichever is later, the following equity ownership must be maintained in the amounts indicated:

Office Held	Stock Ownership Requirement
Executive Chairman of the Board	Three (3) times base salary
Chief Executive Officer, President	Two (2) times base salary
Senior Vice President	One (1) time base salary

Company equity may be in the form of common stock or common stock equivalents such as options, restricted stock, restricted stock units, etc. Determination of compliance with the guidelines is based on the closing price of our common stock on the last business day of the fiscal year for shares of stock owned and all restricted stock units and on the grant date fair value under ASC Topic 718 for vested stock options. As of our fiscal year ended January 30, 2010, all our NEOs had met their stock ownership requirements with the exception of Ms. Jones who has until August 2013 to meet the guidelines.

Deductibility of Compensation

Section 162(m) of the Internal Revenue Code generally provides that publicly held companies may not deduct compensation paid to executive officers to the extent such compensation exceeds $1 million per executive in any year. Pursuant to regulations issued by the Treasury Department, certain limited exceptions to Section 162(m) apply with respect to "qualified performance-based compensation" such as stock option grants, annual bonus and performance shares which satisfy the specific requirements imposed by Section 162(m). We have taken steps to provide that these exceptions will apply to a majority but not all of the compensation paid to our executive officers. We continue to monitor the applicability of Section 162(m) to our ongoing compensation arrangements. It continues to be the Committee's desire that a majority of the bonus compensation paid to our executive officers under the Bonus Plan qualifies as performance-based compensation and is deductible for federal income tax purposes under Section 162(m).

Financial Restatement and Recoupment

Effective Fiscal 2011, the Board adopted a Recoupment Policy within its Corporate Governance Guidelines which allows the Board, at its discretion, to seek reimbursement of performance-based compensation, including performance-based equity compensation, from any senior executive, including our NEOs, who has engaged in fraud, willful misconduct, recklessness or gross negligence that has caused or otherwise significantly contributed to the need for a material restatement of the Company's financial statements. The policy is not retroactive to performance-based compensation earned prior to Fiscal 2011. Prior to the adoption of this policy, we did not have a policy governing executives reimbursing the Company for bonuses paid from previous years if it was determined, through financial restatement or other factors, that the original goals set in those years had not been met. Bonuses are based on achieved financial targets and are determined based on our audited consolidated financial statements.

The Compensation Committee has the discretion to waive or revise performance goals, but has never exercised this right in the past.

Annual Compensation of Executive Officers

The following table reports amounts paid during the fiscal years ended January 30, 2010, January 31, 2009 and February 2, 2008 to our NEOs, including equity awards that were granted during the year and other benefits that accrued during the fiscal year.

Summary Compensation Table
For the Fiscal Years Ended January 30, 2010, January 31, 2009 and February 2, 2008
(In dollars)

Name and Principal Position	Year (1)	Salary	Bonus	Stock Awards (2)	Option Awards (3)	Non-Equity Incentive Plan Compensation (4)	All Other Compensation (5)	TOTAL
Michael J. Newsome (6)	2010	541,000	-	541,200	459,295	595,100	16,749	2,153,344
Chief Executive Officer	2009	525,000	-	447,900	199,584	590,625	6,331	1,769,440
and								
Chairman of the Board	2008	465,000	-	574,490	-	-	101,382	1,140,872
Gary A. Smith	2010	286,000	-	369,820	-	251,680	12,711	920,211
Chief Financial Officer	2009	278,000	-	216,485	-	208,025	7,932	710,442
and								
Senior Vice President	2008	260,000	-	217,910	-	6,270	15,915	500,095
Jeffry O. Rosenthal (7)	2010	325,000	-	472,648	-	321,750	14,101	1,133,499
President and	2009	285,000	-	222,457	-	180,000	5,029	692,486
Chief Operating Officer	2008	265,000	-	223,570	-	-	24,679	513,249
Cathy E. Pryor	2010	270,000	-	349,976	-	237,600	2,285	859,861
Senior Vice President	2009	255,000	-	203,048	-	185,511	3,587	647,146
of Store Operations	2008	242,000	-	203,760	-	3,000	18,985	467,745
Rebecca A. Jones (8)	2010	265,000	-	99,359	-	-	3,875	368,234
Senior Vice President								
of Merchandising								

Note: The Summary Compensation Table requires a column for Change in Pension Value and Nonqualified Deferred Compensation Dollars which requires the reporting of "above-market" or "preferential" earnings from nonqualified deferred compensation plans of which there were none. Therefore, for presentation purposes, this column was omitted.

(1) Hibbett Sports Inc.'s fiscal year ends on the Saturday nearest to January 31 of each year.

(2) The values set forth in this column reflect performance-based restricted stock units granted to all our NEOs, with the exception of Ms. Jones, whose grant is service-based. The valuation method, in accordance with ASC Topic 718, is based on the closing price of our common stock on the date of grant, without considering an estimate for forfeitures. The values in the table represent the target number of awards established for each NEO.

The PSAs awarded to our NEOs were granted based on a percent of their base salary. The NEOs could earn less or more than the target amount depending on the level of performance achieved. They could forfeit the entire award upon failure to achieve the minimum performance target. The following table sets forth the aggregate grant date fair value for the restricted stock units reflected in this column assuming the highest level of performance conditions were achieved:

	Fiscal Year		
Name	2010	2009	2008
Michael J. Newsome	$541,200	$447,900	$574,490
Gary A. Smith	$541,195	$324,728	$217,910
Jeffry O. Rosenthal	$541,206	$333,686	$223,570
Cathy E. Pryor	$524,964	$304,572	$203,760
Rebecca A. Jones	N/A	N/A	N/A

Ms. Jones' award is service-based only and not contingent upon achievement of performance conditions.

The following table represents the aggregate grant date fair value of the actual restricted stock awards earned through Fiscal 2010 based on actual achievement of performance conditions. (Fiscal 2010 and Fiscal 2009 both have awards outstanding and unearned contingent on future performance achievement; Fiscal 2008 was forfeited in full due to failure to achieve defined performance condition.)

	Fiscal Year		
Name	2010	2009	2008
Michael J. Newsome	$270,600	$373,250	$-
Gary A. Smith	$184,910	$180,384	$-
Jeffry O. Rosenthal	$236,324	$185,371	$-
Cathy E. Pryor	$174,988	$169,187	$-
Rebecca A. Jones	$99,359	N/A	N/A

Ms. Jones' award was awarded upon hire and represents the grant date fair value. The award cliff vests in five years.

(3) Option awards consist of options to purchase our common stock and are valued under the provisions of ASC Topic 718 using the Black-Scholes valuation model on the date of grant. The amount presented equals the full grant date fair value without considering an estimate for forfeitures. (See Annual Report on Form 10-K filed on March 26, 2010 for a full description of our equity-based compensation and assumptions.)

(4) Non-Equity Incentive Plan Compensation is defined as compensation earned (whether paid during the period or not) based on the achievement of performance criteria that is substantially uncertain at the time it is established and communicated to the executive.

Our executive bonuses are comprised of a company and/or individual performance component, both of which are a percent of base salary and based on performance criteria the Committee feels is substantially uncertain at the time it is established and communicated to the executive. Most of the criteria established by the Committee requires an improvement on ratios and earnings from the prior year. Performance measures are not based on the price of our common stock nor settled by the issuance of our common stock.

For each fiscal year presented, the company performance component was based on a specified EBIT goal that was considered earned (in part) when 85.0% of the stated EBIT goal was achieved and increased as the percent of goal attainment increased. In Fiscal 2010, 104.0% of the EBIT goal was achieved equating to 110.0% of the bonus target being achieved. There were no individual bonus goals set for Fiscal 2010 for any of our NEOs. Ms. Jones' bonus was guaranteed upon hire and not contingent upon any goals. In Fiscal 2009, 105.0% of the EBIT goal was achieved equating to 112.5% of the bonus target being achieved. In addition, Mr. Smith and Ms. Pryor also earned a portion of their individual bonus. In Fiscal 2008, less than 85.0% of the EBIT goal was achieved and therefore, no bonus was earned by any executive. The bonus dollars presented represent those pieces of the individual goal determined achieved based on our Fiscal 2008 financial results.

The targeted bonus potential for Fiscal 2010, Fiscal 2009 and Fiscal 2008 was communicated to each executive officer following the March 2009, February 2008 and February 2007 meetings of the Compensation Committee, respectively. Ms. Jones' bonus was communicated to her upon hire.

(5) Other compensation is made up of the incremental cost to us of benefits and other perquisites. The following tables further details those items listed in total in the Summary Compensation Table under the column heading “All Other Compensation”:

All Other Compensation
For the Fiscal Years Ended January 30, 2010, January 31, 2009 and February 2, 2008
(In dollars)

	Newsome			Smith		
Description	2010	2009	2008	2010	2009	2008
(a) 401(k) and Supplemental 401(k) contribution match by Company	14,225	3,499	5,787	12,711	7,932	4,250
(b) Personal use of Company-owned vehicles	2,524	2,832	2,801	-	-	-
(c) Stock option reclassification adjustment	-	-	92,794	-	-	11,665
(d) Moving allowance	-	-	-	-	-	-
TOTAL	16,749	6,331	101,382	12,711	7,932	15,915

	Rosenthal			Pryor			Jones
Description	2010	2009	2008	2010	2009	2008	2010
(a) 401(k) and Supplemental 401(k) contribution match by Company	14,101	5,029	-	-	-	4,010	-
(b) Personal use of Company-owned vehicles	-	-	-	2,285	3,587	2,040	-
(c) Stock option reclassification adjustment	-	-	24,679	-	-	12,935	-
(d) Moving allowance	-	-	-	-	-	-	3,875
TOTAL	14,101	5,029	24,679	2,285	3,587	18,985	3,875

(a) For Fiscal 2010, Fiscal 2009 and Fiscal 2008, the Board of Directors approved a discretionary match of 75.0% of the first 6.0% of contributions for all eligible employees, including NEOs, under the Company’s 401(k) Plan. For Fiscal 2010 and Fiscal 2009, the Board of Directors approved a discretionary match of 75.0% of the first 4.5% of contributions for all eligible employees, including NEOs, under the Company’s Supplemental 401(k) Plan. The amount for Fiscal 2010 for Messrs. Newsome, Rosenthal and Smith was adjusted by $2,275, $2,399 and $3,789, respectively, for refunds made pursuant to being a top-heavy plan.

(b) Two of our NEOs had use of Company-owned vehicles in Fiscal 2010. Three of our NEOs had use of Company-owned vehicles in Fiscal 2009 and two of our NEOs had use of Company-owned vehicles in Fiscal 2008. We have computed the value of the automobile to each applicable Named Executive Officer as the incremental cost to us by allocating the cost of maintenance and fuel based on their personal use.

(c) In Fiscal 2008, taxes were paid on behalf of the NEOs and all other applicable employees for the past exercise of non-qualified stock options that were originally treated by the Company as incentive stock options. The total amount of the taxes paid on their behalf was reported as income on their W-2 in Calendar 2007. Because it was an administrative error on the part of the Company, the decision was made by the Compensation Committee to pay all taxes due for improperly classified stock option exercises from 2001 through 2006 on behalf of all employees affected, including our NEOs.

(d) Moving allowance represents the amount that was paid to our Senior Vice President of Merchandising upon hire and includes a tax gross-up of $675.

In addition to those items listed in the table above, we allow Mr. Newsome to store some personal items in a warehouse we own. We do not maintain insurance on any of these items. It is our determination that this does not qualify as a perquisite to Mr. Newsome as there is no incremental cost to us.

(6) Mr. Newsome was named our Executive Chairman, effective March 15, 2010. The tables in this Proxy Statement are indicative of his position as Chairman of the Board and Chief Executive Officer.

(7) Mr. Rosenthal was named our Chief Executive Officer effective March 15, 2010. The tables in this Proxy Statement are indicative of his position as President and Chief Operating Officer for Fiscal 2010 and as Vice President of Merchandising for Fiscal 2009 and Fiscal 2008.

(8) Ms. Jones was hired as Vice President of Merchandising in August 2009 and was named a Senior Vice President in November 2009. The base salary represents her annualized base salary at hire.

Michael J. Newsome

Michael J. Newsome served as our President from 1981 through August 2004 and was named Chief Executive Officer in September 1999 and Chairman of the Board in March 2004. Since joining us as an outside salesman over 40 years ago, Mr. Newsome has held numerous positions with us, including retail clerk, outside salesman to schools, store manager, district manager, regional manager and President. Prior to joining us, Mr. Newsome worked in the sporting goods retail business for six years.

Mr. Newsome currently serves as our Executive Chairman, stepping down as Chief Executive Officer, effective March 15, 2010. In determining his salary, the Compensation Committee considered the compensation of similarly situated executives among our peer group, as well as Mr. Newsome's influence on our continued financial growth and success. The following table represents the compensation package awarded to Mr. Newsome in each of the years presented, regardless of whether ultimately achieved or obtained:

	Fiscal 2010		Fiscal 2009		Fiscal 2008	
Salary Component	Dollars or Number of	% to Base Salary	Dollars or Number of	% to Base Salary	Dollars or Number of	% to Base Salary
Base Salary	$541,000		$525,000		$465,000	
Non-Equity Incentive Plan Compensation						
Company Bonus Target (1)	541,000	100.0 %	525,000	100.0 %	376,650	81.0 %
Individual Bonus Target (2) (3)	-	0.0 %	-	0.0 %	41,850	9.0 %
TOTAL Bonus Target	541,000	100.0 %	525,000	100.0 %	418,500	90.0 %
TOTAL Cash Compensation Potential	$1,082,000	200.0 %	$1,050,000	200.0 %	$883,500	190.0 %
Stock Options (4) (5) (6)	46,800		19,900		-	
Restricted Stock Units (4) (7)	30,000		30,000		20,300	

(1) See "Bonus and Non-Equity Incentive Plan Compensation" on page 23 for a complete discussion on Company bonus. In Fiscal 2010 and based on the Company's EBIT goal achievement, Mr. Newsome earned 110.0% of his base salary or $595,100. In Fiscal 2009 and based on the Company's EBIT goal achievement, Mr. Newsome earned 112.5% of his base salary or $590,625. Mr. Newsome's entire bonus structure was based on the Company's EBIT goal for both Fiscal 2010 and Fiscal 2009. In Fiscal 2008 and because the Company failed to achieve the EBIT goal, Mr. Newsome did not earn the Company bonus.

(2) In Fiscal 2010 and Fiscal 2009, Mr. Newsome did not have an individual bonus target. In Fiscal 2008, Mr. Newsome's entire individual bonus was based on the achievement of a return-on-investment goal that was not achieved and therefore not paid.

(3) For Fiscal 2008, in addition to the return-on-investment goal, the following criteria had to be met in order to qualify for the individual bonus:

- visit a defined number of different stores in 10 different states;
- work a defined number of shifts in retail stores, working the same duties as an hourly employee; and
- no material weaknesses in internal control over financial reporting identified.

(4) See "Stock Awards and Option Awards" on page 25 for a complete discussion on equity awards to our NEOs.

(5) Under our current equity plan grant agreement, stock options vest equally over a four (4) year term and expire on the eighth anniversary of the date of grant. Under the provisions of our current equity plan, vesting is accelerated upon death, disability or retirement (subject to years of service, age and Compensation Committee approval). Because Mr. Newsome has met the service and age criteria for accelerated vesting upon retirement, typically his equity awards would no longer be subject to applicable vesting schedules.

(6) The Fiscal 2010 and Fiscal 2009 stock option grants were made when the Committee made the decision to keep Mr. Newsome's long-term equity incentive at the percentage they originally established, or 110.0% of his base salary. Because of plan limitations of the EIP at the time awarded, only 30,000 RSUs (or 56% and 82%, respectively) of his base salary could be awarded to him in a calendar year, so the remaining dollars were awarded in stock options.

(7) All of the Fiscal 2010, Fiscal 2009 and Fiscal 2008 RSU awards are performance-based. Of the Fiscal 2010 award, 15,000 RSUs of the 30,000 RSUs awarded have been earned based on a Sales goal set by the Committee. The remaining 15,000 RSUs are contingent on a cumulative EBIT goal for Fiscal 2010 through Fiscal 2012. Of the Fiscal 2009 award, 25,000 RSUs of the 30,000 RSUs awarded have been earned based on Sales and EBIT goals set by the Committee. The remaining 5,000 RSUs are contingent on an EBIT goal for Fiscal 2011. The Fiscal 2008 RSU award was forfeited in full when the Sales goal set by the Committee was not achieved.

PSAs have cliff vesting provisions from one to five years from date of grant and upon achievement of performance criteria. Under the provisions of our current equity plan, vesting is accelerated upon death, disability or retirement (subject to years of service and age). Because Mr. Newsome has met the service and age criteria for accelerated vesting upon retirement, typically his equity awards would no longer be subject to applicable vesting schedules, although they are typically subject to performance achievement.

Other Compensation. Other compensation earned by Mr. Newsome is made up of benefits and other such perquisites identified as having value to him and an incremental cost to us. See table on page 31 for an analysis of those items and costs identified as other compensation to Mr. Newsome.

Gary A. Smith

Gary A. Smith has been our Vice President, Principal Accounting and Chief Financial Officer since April 2001. He currently serves as a Senior Vice President. Prior to joining us, Mr. Smith was the Chief Financial and Accounting Officer for Moore-Handley, Inc. from 2000 to 2001. Mr. Smith was the Director of Finance for City Wholesale, Inc. from 1997 to 2000 and a Senior Vice President of Parisian, Inc. from 1979 to 1997. The following table represents the compensation package awarded to Mr. Smith in each of the years presented, regardless of whether ultimately achieved or obtained:

	Fiscal 2010		Fiscal 2009		Fiscal 2008	
Salary Component	Dollars or Number of	% to Base Salary	Dollars or Number of	% to Base Salary	Dollars or Number of	% to Base Salary
Base Salary	$286,000		$278,000		$260,000	
Non-Equity Incentive Plan Compensation						
Company Bonus Target (1)	228,800	80.0 %	156,200	56.2 %	146,000	56.2 %
Individual Bonus Target (2) (3)	-	0.0 %	52,300	18.8 %	49,000	18.8 %
TOTAL Bonus Target	228,800	80.0 %	208,500	75.0 %	195,000	75.0 %
TOTAL Cash Compensation Potential	$514,800	180.0 %	$486,500	175.0 %	$455,000	175.0 %
Restricted Stock Units (4) (5)	20,500		14,500		7,700	

(1) See "Bonus and Non-Equity Incentive Plan Compensation" on page 23 for a complete discussion on Company bonus. In Fiscal 2010 and based on the Company's EBIT goal achievement, Mr. Smith earned 88.0% of his base salary or $251,680. In Fiscal 2009 and based on the Company's EBIT goal achievement, Mr. Smith earned 63.2% of his base salary or $175,725. In Fiscal 2008 and because the Company failed to achieve the EBIT goal, Mr. Smith did not earn a Company bonus.

(2) In Fiscal 2010, Mr. Smith did not have an individual bonus target. In Fiscal 2009, based on criteria and goals set by the Committee, Mr. Smith earned 11.6% of his base salary or $32,300 of his individual bonus. In Fiscal 2008, based on criteria and goals set by the Committee, Mr. Smith earned 2.4% of his base salary or $6,270 out of the

potential $49,000 of his individual bonus.

(3) The individual goals set for Mr. Smith in Fiscal 2009 and Fiscal 2008 were as follows:

- achieve an average proforma sales of new stores at a defined return-on-investment with at least 60.0% and 62.0% (for Fiscal 2009 and Fiscal 2008, respectively) of the stores achieving 95.0% of their proforma sales with a minimum new store opening requirement for Fiscal 2008;
- improve inventory turn to a defined level (Fiscal 2009);
- attain a defined level of internally measured retail operating cost (Fiscal 2009);
- improve combined aged inventory over one year old and over 6 months to a defined level (Fiscal 2008); and
- improve retail division shrink to a defined level (Fiscal 2009 and Fiscal 2008).

In order to qualify for the individual bonuses in Fiscal 2009 and Fiscal 2008, the Committee set qualifying criteria in addition to the performance criteria. In both fiscal years, there could be no material weaknesses in internal control over financial reporting identified. In Fiscal 2009, the following also had to be met in order to qualify for the individual bonus:

- visit a defined number of different stores; and
- work a defined number of shifts in retail stores, working the same duties as an hourly employee.

(4) See “Stock Awards and Option Awards” on page 25 for a complete discussion on equity awards to our NEOs.

(5) All of the Fiscal 2010, Fiscal 2009 and Fiscal 2008 RSU awards are performance-based. Of the Fiscal 2010 award, 10,250 RSUs of the 20,500 RSUs awarded have been earned based on a Sales goal set by the Committee. The remaining 10,250 RSUs are contingent on a cumulative EBIT goal for Fiscal 2010 through Fiscal 2012. Of the Fiscal 2009 award, 12,082 RSUs of the 14,500 RSUs awarded have been earned based on Sales and EBIT goals set by the Committee. In addition, of the 12,082 RSUs earned, 7,250 RSUs are still subject to a service condition. The remaining 2,418 RSUs are contingent on an EBIT goal for Fiscal 2011. The Fiscal 2008 RSU award was forfeited in full when the Sales goal set by the Committee was not achieved.

PSAs have cliff vesting provisions from one to five years from date of grant and upon achievement of performance criteria. Mr. Smith is not subject to any accelerated vesting provisions on any of his equity awards in the form of RSUs due to his age.

Other Compensation. Other compensation earned by Mr. Smith is made up of benefits and other such perquisites identified as having value to him and an incremental cost to us. See table on page 31 for an analysis of those items and costs identified as other compensation to Mr. Smith.

Jeffry O. Rosenthal

Jeffry O. Rosenthal has been our Vice President of Merchandising since August 1998 and was named our President and Chief Operating Officer, effective February 2009 (Fiscal 2010). Mr. Rosenthal currently serves as our Chief Executive Officer and President, effective March 15, 2010. Prior to joining us, Mr. Rosenthal was Vice President and Divisional Merchandise Manager for Apparel with Champs Sports, a division of Foot Locker, Inc. from 1981 to 1998. The following table represents the compensation package awarded to Mr. Rosenthal in each of the years presented, regardless of whether ultimately achieved or obtained:

	Fiscal 2010			Fiscal 2009			Fiscal 2008		
Salary Component	Dollars or Number of	% to Base Salary		Dollars or Number of	% to Base Salary		Dollars or Number of	% to Base Salary	
Base Salary	$325,000			$285,000			$265,000		
Non-Equity Incentive Plan Compensation									
Company Bonus Target (1)	292,500	90.0	%	160,000	56.1	%	149,000	56.2	%
Individual Bonus Target (2) (3)	-	0.0	%	64,200	22.5	%	49,750	18.8	%
TOTAL Bonus Target	292,500	90.0	%	224,200	78.7	%	198,750	75.0	%
TOTAL Cash Compensation Potential	$617,500	190.0	%	$509,200	178.7	%	$463,750	175.0	%
Restricted Stock Units (4) (5)	26,200			14,900			7,900		

(1) See “Bonus and Non-Equity Incentive Plan Compensation” on page 23 for a complete discussion on Company bonus. In Fiscal 2010 and based on the Company’s EBIT goal achievement, Mr. Rosenthal earned 99.0% of his base salary or $321,750. In Fiscal 2009 and based on the Company’s EBIT goal achievement, Mr. Rosenthal earned 63.2% of his base salary or $180,000. In Fiscal 2008 and because the Company failed to achieve the EBIT goal, Mr. Rosenthal did not earn a Company bonus.

(2) In Fiscal 2010, Mr. Rosenthal did not have an individual bonus target. In Fiscal 2009, based on criteria and goals set by the Committee, Mr. Rosenthal did not earn any of the potential $64,200 of his individual bonus. In Fiscal 2008, based on criteria and goals set by the Committee, Mr. Rosenthal did not earn any of the potential $49,750 of his individual bonus.

(3) The individual goals set for Mr. Rosenthal in Fiscal 2009 and Fiscal 2008 were as follows:

- achieve an average proforma sales of new stores at a defined return-on-investment with at least 60.0% and 62.0% (for Fiscal 2009 and Fiscal 2008, respectively) of the stores achieving 95.0% of their proforma sales with a minimum new store opening requirement for Fiscal 2008;
- improve inventory turn to a defined level (Fiscal 2009 and Fiscal 2008);
- improve internally measured retail product margin to a defined level (Fiscal 2009 and Fiscal 2008); and

- improve combined aged inventory over one year old and over 6 months to a defined level (Fiscal 2008).

In order to qualify for the individual bonuses in Fiscal 2009 and Fiscal 2008, the Committee set qualifying criteria in addition to the performance criteria. In both fiscal years, there could be no material weaknesses in internal control identified over Mr. Rosenthal's area of responsibility. In addition, the following had to be met in order to qualify for the individual bonus in each of the years presented:

- visit a defined number of different stores in 10 different states; and
- work a defined number of shifts in retail stores, working the same duties as an hourly employee.

(4) See "Stock Awards and Option Awards" on page 25 for a complete discussion on equity awards to our NEOs.

(5) All of the Fiscal 2010, Fiscal 2009 and Fiscal 2008 RSU awards are performance-based. Of the Fiscal 2010 award, 13,100 RSUs of the 26,200 RSUs awarded have been earned based on a Sales goal set by the Committee. The remaining 13,100 RSUs are contingent on a cumulative EBIT goal for Fiscal 2010 through Fiscal 2012. Of the Fiscal 2009 award, 12,416 RSUs of the 14,900 RSUs awarded have been earned based on Sales and EBIT goals set by the Committee. In addition, of the 12,416 RSUs earned, 7,450 RSUs are still subject to a service condition. The remaining 2,484 RSUs are contingent on an EBIT goal for Fiscal 2011. The Fiscal 2008 RSU award was forfeited in full when the Sales goal set by the Committee was not achieved.

PSAs have cliff vesting provisions from one to five years from date of grant and upon achievement of performance criteria. Mr. Rosenthal is not subject to any accelerated vesting provisions on any of his equity awards in the form of RSUs due to his age.

Other Compensation. Other compensation earned by Mr. Rosenthal is made up of benefits and other such perquisites identified as having value to him and an incremental cost to us. See table on page 31 for an analysis of those items and costs identified as other compensation to Mr. Rosenthal.

Cathy E. Pryor

Cathy E. Pryor has been with us since 1988 and has been our Vice President of Store Operations since 1995. Prior to 1995, Ms. Pryor held positions as a district manager and Director of Store Operations. She is currently a Senior Vice President of the Company. The following table represents the compensation package awarded to Ms. Pryor in each of the years presented, regardless of whether ultimately achieved or obtained:

	Fiscal 2010		Fiscal 2009		Fiscal 2008	
Salary Component	Dollars or Number of	% to Base Salary	Dollars or Number of	% to Base Salary	Dollars or Number of	% to Base Salary
Base Salary	$ 270,000		$ 255,000		$ 242,000	
Non-Equity Incentive Plan Compensation						
Company Bonus Target (1)	216,000	80.0 %	143,565	56.3 %	136,125	56.3 %
Individual Bonus Target (2) (3)	-	0.0 %	47,940	18.8 %	45,375	18.8 %
TOTAL Bonus Target	216,000	80.0 %	191,505	75.1 %	181,500	75.0 %
TOTAL Cash Compensation	$ 486,000	180.0 %	$ 446,505	175.1 %	$ 423,500	175.0 %

Potential			
Restricted Stock Units (4) (5)	19,400	13,600	7,200

(1) See “Bonus and Non-Equity Incentive Plan Compensation” on page 23 for a complete discussion on Company bonus.

In Fiscal 2010 and based on the Company’s EBIT goal achievement, Ms. Pryor earned 88.0% of her base salary or $237,600. In Fiscal 2009 and based on the Company’s EBIT goal achievement, Ms. Pryor earned 63.3% of her base salary or $161,511. In Fiscal 2008 and because the Company failed to achieve the EBIT goal, Ms. Pryor did not earn a Company bonus.

(2) In Fiscal 2010, Ms. Pryor did not have an individual bonus target. In Fiscal 2009, based on criteria and goals set by the Committee, Ms. Pryor earned 9.4% of her base salary or $24,000 of her individual bonus. In Fiscal 2008, based on criteria and goals set by the Committee, Ms. Pryor earned 1.2% of her base salary or $3,000 out of the potential $45,375 of her individual bonus.

(3) The individual goals set for Ms. Pryor in Fiscal 2009 and Fiscal 2008 were as follows:

- achieve an average proforma sales of new stores at a defined return-on-investment with at least 60.0% and 62.0% (Fiscal 2009 and Fiscal 2008, respectively) of the stores achieving 95.0% of their proforma sales with a minimum new store opening requirement for Fiscal 2008;
- improve retail store labor as a percent to sales to a defined level;
- improve items per sales transaction to a defined level; and
- improve retail division shrink to a defined level (Fiscal 2009 and Fiscal 2008).

In order to qualify for the individual bonuses in Fiscal 2009 and Fiscal 2008, the Committee set qualifying criteria in addition to the performance criteria. In both fiscal years, there could be no material weaknesses in internal control identified over Ms. Pryor's area of responsibility. In addition, the following had to be met in order to qualify for the individual bonus in Fiscal 2009 and Fiscal 2008:

- visit a defined number of different stores in 19 different states; and
- work a defined number of shifts in retail stores, working the same duties as an hourly employee.

(4) See "Stock Awards and Option Awards" on page 25 for a complete discussion on equity awards to our NEOs.

(5) All of the Fiscal 2009 and Fiscal 2008 RSU awards are performance-based. Of the Fiscal 2010 award, 9,700 RSUs of the 19,400 RSUs awarded have been earned based on a Sales goal set by the Committee. The remaining 9,700 RSUs are contingent on a cumulative EBIT goal for Fiscal 2010 through Fiscal 2012. Of the Fiscal 2009 award, 11,332 RSUs of the 14,500 RSUs awarded have been earned based on Sales and EBIT goals set by the Committee. In addition, of the 11,332 RSUs earned, 6,800 RSUs are still subject to a service condition. The remaining 2,268 RSUs are contingent on an EBIT goal for Fiscal 2011. The Fiscal 2008 RSU award was forfeited in full when the Sales goal set by the Committee was not achieved.

PSAs have cliff vesting provisions from one to five years from date of grant and upon achievement of performance criteria. Ms. Pryor is not subject to any accelerated vesting provisions on any of her equity awards in the form of RSUs due to her age.

Other Compensation. Other compensation earned by Ms. Pryor is made up of benefits and other such perquisites identified as having value to her and an incremental cost to us. See table on page 31 for an analysis of those items and costs identified as other compensation to Ms. Pryor.

Rebecca A. Jones

Rebecca A. Jones was hired as our Vice President of Merchandising effective August 2009 and is currently a Senior Vice President of the Company. Prior to joining our Company, she served as Vice President/General Merchandise Manager-Crafts at Jo-Ann Fabric and Craft Stores since 2003 and as Vice President/Divisional Merchandise Manager at Wal-Mart Stores from 1999 to 2003. In her prior retail experience, Ms. Jones has served in various operations, planning, buying and merchandising positions over the last 27 years. The following table represents the compensation package awarded to Ms. Jones upon hire:

	Fiscal 2010	
Salary Component	Dollars or Number of	% to Base Salary
Base Salary (1)	$ 265,000	

Non-Equity Incentive Plan Compensation				
Company Bonus Target (2)		-	0.0	%
Individual Bonus Target (3)		99,375	37.5	%
TOTAL Bonus Target		99,375	37.5	%
TOTAL Cash Compensation Potential	$	364,375	137.5	%
Restricted Stock Units (4) (5)		5,302		

(1) Ms. Jones annual salary as reported on the Current Form 8-K on July 23, 2009, was established at $265,000. She also received 5,302 service-based restricted stock units that were awarded on November 2, 2009, the first business day of the next fiscal quarter following hire, as per our Statement of Employee Equity Grant Practices.

(2) See "Bonus and Non-Equity Incentive Plan Compensation" on page 23 for a complete discussion on Company bonus. Ms. Jones was not eligible for any Company bonus in Fiscal 2010.

(3) The individual bonus represents a guaranteed cash bonus for Fiscal 2010 established upon hire.

(4) See “Stock Awards and Option Awards” on page 25 for a complete discussion on equity awards to our NEOs.

(5) The RSU award to Ms. Jones for Fiscal 2010 was established upon hire and is service-based and not contingent upon the achievement of any performance criteria. Under our current equity plan grant agreement, executive restricted stock units that are not performance-based typically have a five-year cliff vesting schedule. Ms. Jones is not subject to any accelerated vesting provisions on any of her equity awards in the form of RSUs due to her age and years of service.

Other Compensation. Other compensation earned by Ms. Jones is made up of benefits and other such perquisites identified as having value to her and an incremental cost to us. See table on page 31 for an analysis of those items and costs identified as other compensation to Ms. Jones.

Grants of Plan-Based Awards Table

The following table provides additional detail regarding stock options and other equity awards (such as restricted stock and restricted stock units) granted during the last fiscal year and amounts payable under other compensation plans (such as long-term incentive awards that are payable in cash or stock):

Grants of Plan-Based Awards
For the Fiscal Year Ended January 30, 2010

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)	Estimated Future Payouts Under Equity Incentive Plan Awards (2) (3) (4)						
Executive	Grant Date	Approval Date (5)	Target ($)(6)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)(7)	Fair Value of Equity Award on Date of Grant ($)(8)
Newsome	3/17/09	3/10/09	--	7,500	30,000	30,000	--	--	--	$ 541,200
Newsome	3/17/09	3/10/09	--	46,800	46,800	46,800	--	--	$18.04	$ 459,295
Smith	3/17/09	3/10/09	--	5,125	20,500	30,000	--	--	--	$ 369,820
Rosenthal	3/17/09	3/10/09	--	6,550	26,200	30,000	--	--	--	$ 472,648
Pryor	3/17/09	3/10/09	--	4,850	19,400	29,100	--	--	--	$ 349,976
Jones	11/2/09	7/23/09	--	5,302	5,302	5,302	--	--	--	$ 99,359

(1)

For Fiscal 2010, there were no portions of any of our NEOs non-equity incentive bonus that was undeterminable. Their entire cash bonus was based on an EBIT goal for Fiscal 2010, which was achieved and paid in March 2010. See Note 4 under the Summary Compensation Table.

(2) Estimated future payouts under equity incentive plan awards consist of those equity awards with performance conditions. The amounts presented represent the fair value of the minimum award (threshold) that could be earned assuming a certain level of required performance under the plan, the target amount that was awarded and the maximum award that could be earned assuming the equity award value when earned equaled the fair value on the date of grant. All the NEOs' restricted stock unit awards were contingent upon the achievement of performance criteria of which one-half of the awards have been certified as having been met.

(3) The Fiscal 2010 RSUs awarded to the NEOs were tiered with cliff vesting on the third and fifth anniversary of the date of grant and contingent on the achievement of specified performance criteria over the next three fiscal years. One-half of the award presented was based on performance criteria for Fiscal 2010 and was certified by the Compensation Committee as having been achieved and has a five year cliff vesting provision. The remaining half of the award will be certified, if performance achieved, and will cliff vest on the third anniversary of the date of grant, assuming achievement.

(4) Options to purchase shares of our common stock vest in equal installments over four years beginning on the first anniversary of the date of grant. One option award was granted to our CEO in Fiscal 2010.

(5) The approval date represents the date approved by our Compensation Committee and reported on Forms 8-K to the Securities and Exchange Commission on March 10, 2009 and July 23, 2009.

(6) There are no target or maximum future payouts to our NEOs for Fiscal 2010 under a non-equity incentive plan (See Note 1). Therefore, for presentation purposes, columns were combined and no threshold column is presented as it relates to non-equity incentive plans.

(7) Exercise price is defined by us as the closing market price on the date of grant.

(8) Fair value of equity award on date of grant is determined under the provision of ASC Topic 718 using the Black-Scholes valuation model as of the date of grant, where applicable. All of the equity awards granted in Fiscal 2010 were in the form of RSUs and were valued at the closing price of our common stock on the date of grant, with the exception of a stock option grant to our CEO. The RSUs awarded on March 17, 2009 were valued at $18.04. The stock option grant on March 17, 2009 had a fair market value of $9.81. The RSUs awarded on November 2, 2009 were valued at $18.74.

Outstanding Equity Awards at Fiscal Year-End Table

The following table presents information on each outstanding equity award held by our NEOs at the end of our fiscal year ended January 30, 2010, including the number of securities underlying both exercisable and unexercisable portions of each stock option as well as the exercise price and expiration date of each outstanding option:

Outstanding Equity Awards at Fiscal Year-End
For the Fiscal Year Ended January 30, 2010

	Option Awards					Stock Awards			
NEO	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date		Number of Units or Stock That Have Not Vested (#)	Market Value of Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Units That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Units That Have Not Vested ($)
Newsome	20,250	--	7.41	3/18/2013	(4)				
	40,500	--	15.11	2/24/2014	(5)				
	36,002	8,999	23.45	5/31/2015	(6)				
	7,201	1,799	24.71	8/18/2015	(7)				
	24,000	--	30.98	1/27/2014	(8)				
	4,975	14,925	21.02	5/30/2016	(12)				
	--	46,800	18.04	3/17/2017	(13)				
					(10)	5,100	108,222	--	--
					(11)	25,000	530,500	5,000	106,100
					(14)	30,000	636,600	15,000	318,300
Smith	10,125	--	6.68	4/30/2011	(2)				
	50,625	--	6.55	2/26/2012	(3)				
	50,625	--	7.41	3/18/2013	(4)				
	33,750	--	15.11	2/24/2014	(5)				
	21,608	5,393	23.45	5/31/2015	(6)				