

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

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**Form 10-Q**

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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended March 31, 2013

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-33202



**UNDER ARMOUR, INC.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)  
**1020 Hull Street**  
**Baltimore, Maryland 21230**  
(Address of principal executive offices) (Zip Code)

**52-1990078**  
(I.R.S. Employer  
Identification No.)  
**(410) 454-6428**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of March 31, 2013, there were 84,092,773 shares of Class A Common Stock and 20,975,000 shares of Class B Convertible Common Stock outstanding.

UNDER ARMOUR, INC.  
March 31, 2013  
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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

**Under Armour, Inc. and Subsidiaries**  
**Unaudited Consolidated Balance Sheets**  
(In thousands, except share data)

|   | March 31,<br>2013   | December 31,<br>2012 | March 31,<br>2012 |
|---|---------------------|----------------------|-------------------|
| <b>Assets</b>   |                     |                      |                   |
| Current assets  |                     |                      |                   |
| Cash and cash equivalents   | \$ 255,722          | \$ 341,841           | \$ 107,052        |
| Accounts receivable, net  | 246,218             | 175,524              | 196,411           |
| Inventories   | 323,509             | 319,286              | 324,354           |
| Prepaid expenses and other current assets   | 37,227              | 43,896               | 47,121            |
| Deferred income taxes   | 24,765              | 23,051               | 19,164            |
| Total current assets  | 887,441             | 903,598              | 694,102           |
| Property and equipment, net   | 180,591             | 180,850              | 158,482           |
| Intangible assets, net  | 3,842               | 4,483                | 4,648             |
| Deferred income taxes   | 26,281              | 22,606               | 15,461            |
| Other long term assets  | 42,333              | 45,546               | 47,544            |
| Total assets  | <u>\$ 1,140,488</u> | <u>\$ 1,157,083</u>  | <u>\$ 920,237</u> |
| <b>Liabilities and Stockholders' Equity</b>   |                     |                      |                   |
| Current liabilities   |                     |                      |                   |
| Accounts payable  | 127,327             | 143,689              | 95,844            |
| Accrued expenses  | 66,969              | 85,077               | 40,970            |
| Current maturities of long term debt  | 8,787               | 9,132                | 43,330            |
| Other current liabilities   | 3,246               | 14,330               | 2,550             |
| Total current liabilities   | 206,329             | 252,228              | 182,694           |
| Long term debt, net of current maturities   | 51,658              | 52,757               | 32,451            |
| Other long term liabilities   | 39,343              | 35,176               | 31,004            |
| Total liabilities   | 297,330             | 340,161              | 246,149           |
| Commitments and contingencies (see Note 4)  |                     |                      |                   |
| Stockholders' equity  |                     |                      |                   |
| Class A Common Stock, \$0.0003 1/3 par value; 200,000,000 shares authorized as of March 31, 2013, December 31, 2012 and March 31, 2012; 84,092,773 shares issued and outstanding as of March 31, 2013, 83,461,106 shares issued and outstanding as of December 31, 2012 and 82,002,002 shares issued and outstanding as of March 31, 2012 | 28                  | 28                   | 27                |
| Class B Convertible Common Stock, \$0.0003 1/3 par value; 20,975,000 shares authorized, issued and outstanding as of March 31, 2013, 21,300,000 shares authorized, issued and outstanding as of December 31, 2012 and 22,200,000 shares authorized, issued and outstanding as of March 31, 2012   | 7                   | 7                    | 7                 |
| Additional paid-in capital  | 342,153             | 321,338              | 291,644           |
| Retained earnings   | 500,946             | 493,181              | 380,248           |
| Accumulated other comprehensive income  | 24                  | 2,368                | 2,162             |
| Total stockholders' equity  | 843,158             | 816,922              | 674,088           |
| Total liabilities and stockholders' equity  | <u>\$ 1,140,488</u> | <u>\$ 1,157,083</u>  | <u>\$ 920,237</u> |

See accompanying notes.

**Under Armour, Inc. and Subsidiaries**  
**Unaudited Consolidated Statements of Income**  
**(In thousands, except per share amounts)**

|   | <b>Three Months Ended<br/>March 31,</b> |             |
|---|---|-------------|
|   | <b>2013</b>                             | <b>2012</b> |
| Net revenues                                      | \$ 471,608                              | \$ 384,389  |
| Cost of goods sold                                | 255,057                                 | 209,185     |
| Gross profit                                      | 216,551                                 | 175,204     |
| Selling, general and administrative expenses      | 203,059                                 | 150,801     |
| Income from operations                            | 13,492                                  | 24,403      |
| Interest expense, net                             | (725)                                   | (1,355)     |
| Other income, net                                 | 240                                     | 82          |
| Income before income taxes                        | 13,007                                  | 23,130      |
| Provision for income taxes                        | 5,193                                   | 8,469       |
| Net income  | \$ 7,814                                | \$ 14,661   |
| <b>Net income available per common share</b>      |   |             |
| Basic   | \$ 0.07                                 | \$ 0.14     |
| Diluted   | \$ 0.07                                 | \$ 0.14     |
| <b>Weighted average common shares outstanding</b> |   |             |
| Basic   | 104,898                                 | 103,847     |
| Diluted   | 107,096                                 | 105,705     |

See accompanying notes.

**Under Armour, Inc. and Subsidiaries**  
**Unaudited Consolidated Statements of Comprehensive Income**  
**(In thousands)**

|   | Three Months Ended<br>March 31, |                  |
|---|---------------------------------|------------------|
|   | 2013                            | 2012             |
| Net income  | \$ 7,814                        | \$ 14,661        |
| Other comprehensive income:                         |                                 |                  |
| Foreign currency translation adjustment             | (2,440)                         | 134              |
| Unrealized gain on cash flow hedge, net of tax \$68 | 96                              | —                |
| Total other comprehensive income (loss)             | (2,344)                         | 134              |
| Comprehensive income                                | <u>\$ 5,470</u>                 | <u>\$ 14,795</u> |

See accompanying notes.

**Under Armour, Inc. and Subsidiaries**  
**Unaudited Consolidated Statements of Cash Flows**  
(In thousands)

|  | Three Months Ended<br>March 31, |                   |
|--|---------------------------------|-------------------|
|  | 2013                            | 2012              |
| <b>Cash flows from operating activities</b>                                  |                                 |                   |
| Net income   | \$ 7,814                        | \$ 14,661         |
| Adjustments to reconcile net income to net cash used in operating activities |                                 |                   |
| Depreciation and amortization  | 11,842                          | 10,591            |
| Unrealized foreign currency exchange rate (gains) losses                     | 606                             | (1,686)           |
| Stock-based compensation   | 11,908                          | 6,418             |
| Loss on disposal of property and equipment                                   | 56                              | 390               |
| Deferred income taxes  | (5,668)                         | (1,837)           |
| Changes in reserves and allowances   | 3,617                           | (1,917)           |
| Changes in operating assets and liabilities:                                 |                                 |                   |
| Accounts receivable  | (76,018)                        | (60,391)          |
| Inventories  | (4,323)                         | 1,552             |
| Prepaid expenses and other assets  | 9,559                           | 4,538             |
| Accounts payable   | (10,558)                        | (6,052)           |
| Accrued expenses and other liabilities                                       | (11,780)                        | (26,041)          |
| Income taxes payable and receivable  | (11,591)                        | (13,274)          |
| Net cash used in operating activities  | <u>(74,536)</u>                 | <u>(73,048)</u>   |
| <b>Cash flows from investing activities</b>                                  |                                 |                   |
| Purchases of property and equipment  | (18,329)                        | (8,839)           |
| Change in restricted cash  | —                               | (198)             |
| Net cash used in investing activities  | <u>(18,329)</u>                 | <u>(9,037)</u>    |
| <b>Cash flows from financing activities</b>                                  |                                 |                   |
| Payments on long term debt   | (1,443)                         | (1,943)           |
| Excess tax benefits from stock-based compensation arrangements               | 4,222                           | 9,500             |
| Proceeds from exercise of stock options and other stock issuances            | 4,670                           | 6,868             |
| Net cash provided by financing activities                                    | 7,449                           | 14,425            |
| Effect of exchange rate changes on cash and cash equivalents                 | (703)                           | (672)             |
| Net decrease in cash and cash equivalents                                    | <u>(86,119)</u>                 | <u>(68,332)</u>   |
| <b>Cash and cash equivalents</b>   |                                 |                   |
| Beginning of period  | 341,841                         | 175,384           |
| End of period  | <u>\$ 255,722</u>               | <u>\$ 107,052</u> |
| <b>Non-cash investing and financing activities</b>                           |                                 |                   |
| Increase (decrease) in accrual for property and equipment                    | \$ (7,380)                      | \$ 436            |

See accompanying notes.

**Under Armour, Inc. and Subsidiaries****Notes to the Unaudited Consolidated Financial Statements****1. Description of the Business**

Under Armour, Inc. is a developer, marketer and distributor of branded performance apparel, footwear and accessories. These products are sold worldwide and worn by athletes at all levels, from youth to professional on playing fields around the globe, as well as by consumers with active lifestyles.

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

The accompanying consolidated financial statements include the accounts of Under Armour, Inc. and its wholly owned subsidiaries (the "Company"). Certain information in footnote disclosures normally included in annual financial statements was condensed or omitted for the interim periods presented in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC") and accounting principles generally accepted in the United States of America for interim consolidated financial statements. In the opinion of management, all adjustments consisting of normal, recurring adjustments considered necessary for a fair statement of the financial position and results of operations were included. All intercompany balances and transactions were eliminated. The consolidated balance sheet as of December 31, 2012 is derived from the audited financial statements included in the Company's Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2012 (the "2012 Form 10-K"), which should be read in conjunction with these consolidated financial statements. The results for the three months ended March 31, 2013 are not necessarily indicative of the results to be expected for the year ending December 31, 2013 or any other portions thereof.

On June 11, 2012 the Board of Directors declared a two-for-one stock split of the Company's Class A and Class B common stock, which was effected in the form of a 100% common stock dividend distributed on July 9, 2012. Stockholders' equity and all references to share and per share amounts in the accompanying consolidated financial statements have been retroactively adjusted to reflect the two-for-one stock split for all periods presented.

*Concentration of Credit Risk*

Financial instruments that subject the Company to a significant concentration of credit risk consist primarily of accounts receivable. The majority of the Company's accounts receivable are due from large sporting goods retailers. Credit is extended based on an evaluation of the customer's financial condition, and generally, collateral is not required. The most significant customers that accounted for a large portion of net revenues and accounts receivable were as follows:

|                                   | Customer<br>A | Customer<br>B | Customer<br>C |
|-----------------------------------|---------------|---------------|---------------|
| Net revenues                      |               |               |               |
| Three months ended March 31, 2013 | 17.6%         | 5.8%          | 5.4%          |
| Three months ended March 31, 2012 | 18.6%         | 7.3%          | 7.2%          |
| Accounts receivable               |               |               |               |
| As of March 31, 2013              | 27.4%         | 8.5%          | 7.5%          |
| As of December 31, 2012           | 26.4%         | 8.8%          | 7.0%          |
| As of March 31, 2012              | 28.5%         | 12.4%         | 7.3%          |

*Allowance for Doubtful Accounts*

As of March 31, 2013, December 31, 2012 and March 31, 2012, the allowance for doubtful accounts was \$3.3 million, \$3.3 million and \$3.8 million, respectively.

*Shipping and Handling Costs*

The Company charges certain customers shipping and handling fees. These fees are recorded in net revenues. The Company includes the majority of outbound handling costs as a component of selling, general and administrative expenses. Outbound handling costs include costs associated with preparing goods to ship to customers and certain costs to operate the Company's distribution facilities. These costs, included within selling, general and administrative expenses, were \$9.0 million

and \$7.4 million for the three months ended March 31, 2013 and 2012, respectively. The Company includes outbound freight costs associated with shipping goods to customers as a component of cost of goods sold.

#### *Management Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates, including estimates relating to assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

#### *Recently Adopted Accounting Standards*

In February 2013, the Financial Accounting Standards Board (“FASB”) issued an Accounting Standards Update which requires companies to present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items affected by the reclassification. This guidance is effective for annual and interim reporting periods beginning after December 15, 2012. The adoption of this pronouncement did not have a material impact on the Company’s consolidated financial statements.

In July 2012, the Financial Accounting Standards Board (“FASB”) issued an Accounting Standards Update which allows companies to assess qualitative factors to determine the likelihood of indefinite-lived intangible asset impairment and whether it is necessary to perform the quantitative impairment test currently required. This guidance is effective for interim and annual periods beginning after September 15, 2012, with early adoption permitted. The adoption of this pronouncement did not have an impact on the Company’s consolidated financial statements.

### **3. Credit Facility and Long Term Debt**

#### *Credit Facility*

The Company has a credit facility with certain lending institutions. The credit facility has a term of four years through March 2015 and provides for a committed revolving credit line of up to \$300.0 million. The commitment amount under the revolving credit facility may be increased by an additional \$50.0 million, subject to certain conditions and approvals as set forth in the credit agreement. No balances were outstanding under the revolving credit facility during the three months ended March 31, 2013 or 2012.

The credit facility may be used for working capital and general corporate purposes and is collateralized by substantially all of the assets of the Company and certain of its domestic subsidiaries (other than trademarks and the land, buildings and other assets comprising the Company’s corporate headquarters) and by a pledge of 65% of the equity interests of certain of the Company’s foreign subsidiaries. Up to \$5.0 million of the facility may be used to support letters of credit, of which none were outstanding as of March 31, 2013 and 2012. The Company is required to maintain a certain leverage ratio and interest coverage ratio as set forth in the credit agreement. As of March 31, 2013, the Company was in compliance with these ratios. The credit agreement also provides the lenders with the ability to reduce the borrowing base, even if the Company is in compliance with all conditions of the credit agreement, upon a material adverse change to the business, properties, assets, financial condition or results of operations of the Company. The credit agreement contains a number of restrictions that limit the Company’s ability, among other things, and subject to certain limited exceptions, to incur additional indebtedness, pledge its assets as security, guaranty obligations of third parties, make investments, undergo a merger or consolidation, dispose of assets, or materially change its line of business. In addition, the credit agreement includes a cross default provision whereby an event of default under other debt obligations, as defined in the credit agreement, will be considered an event of default under the credit agreement.

Borrowings under the credit facility bear interest based on the daily balance outstanding at LIBOR (with no rate floor) plus an applicable margin (varying from 1.25% to 1.75%) or, in certain cases a base rate (based on a certain lending institution’s Prime Rate or as otherwise specified in the credit agreement, with no rate floor) plus an applicable margin (varying from 0.25% to 0.75%). The credit facility also carries a commitment fee equal to the unused borrowings multiplied by an applicable margin (varying from 0.25% to 0.35%). The applicable margins are calculated quarterly and vary based on the Company’s leverage ratio as set forth in the credit agreement.

The credit facility included a \$25.0 million term loan facility. In May 2011, the Company borrowed \$25.0 million under the term loan facility to finance a portion of the acquisition of the Company’s headquarters and repaid it in December 2012. The interest rate on the term loan was 1.7% during the three months ended March 31, 2012.

### *Long Term Debt*

The Company has long term debt agreements with various lenders to finance the acquisition or lease of qualifying capital investments. Loans under these agreements are collateralized by a first lien on the related assets acquired. As these agreements are not committed facilities, each advance is subject to approval by the lenders. Additionally, these agreements include a cross default provision whereby an event of default under other debt obligations, including the Company's credit facility, will be considered an event of default under these agreements. These agreements require a prepayment fee if the Company pays outstanding amounts ahead of the scheduled terms. The terms of the credit facility limit the total amount of additional financing under these agreements to \$40.0 million, of which \$18.0 million was available for additional financing as of March 31, 2013. As of March 31, 2013, December 31, 2012 and March 31, 2012, the outstanding principal balance under these agreements was \$10.9 million, \$11.9 million and \$12.8 million, respectively. Currently, advances under these agreements bear interest rates which are fixed at the time of each advance. The weighted average interest rates on outstanding borrowings were 2.3% and 3.9% for the three months ended March 31, 2013 and 2012, respectively.

In July 2011, in connection with the Company's acquisition of its corporate headquarters, the Company assumed a \$38.6 million nonrecourse loan secured by a mortgage on the acquired property. The assumed loan had an original term of approximately 10 years with a scheduled maturity date of March 2013. The loan had an interest rate of 6.73%. As of March 31, 2012, the outstanding balance on the loan was \$38.0 million. In addition, in connection with this loan, the Company was required to set aside amounts in reserve and cash collateral accounts. As of March 31, 2012, the restricted cash balance was \$5.2 million. The Company had no restricted cash requirements as of March 31, 2013.

In December 2012, the Company repaid the remaining balance of the assumed loan of \$37.7 million and entered into a \$50.0 million loan collateralized by the land, buildings and tenant improvements comprising the Company's corporate headquarters. The new loan has a 7 year term and maturity date of December 2019. The loan bears interest at one month LIBOR plus a margin of 1.50%, and allows for prepayment without penalty. As of March 31, 2013, the outstanding balance on the loan was \$49.5 million. The weighted average interest rate on the loan was 1.7% for the three months ended March 31, 2013.

Interest expense was \$0.7 million and \$1.4 million for the three months ended March 31, 2013 and 2012, respectively. Interest expense includes the amortization of deferred financing costs and interest expense under the credit and long term debt facilities discussed above, as well as interest incurred in connection with the Company's interest rate swap contract.

The Company monitors the financial health and stability of its lenders under the revolving credit and long term debt facilities, however during any period of significant instability in the credit markets lenders could be negatively impacted in their ability to perform under these facilities.

#### **4. Commitments and Contingencies**

There were no significant changes to the contractual obligations reported in the 2012 Form 10-K other than those which occur in the normal course of business.

The Company is, from time to time, involved in routine legal, trade, and other regulatory matters incidental to its business. The Company believes that the ultimate resolution of any such current proceedings and claims will not have a material adverse effect on its consolidated financial position, results of operations or cash flows.

#### **5. Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The fair value accounting guidance outlines a valuation framework, creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures, and prioritizes the inputs used in measuring fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and

Level 3: Unobservable inputs for which there is little or no market data, which require the reporting entity to develop its own assumptions.

Financial assets and (liabilities) measured at fair value are set forth in the table below:

| <i>(In thousands)</i>                                      | March 31, 2013 |         |         | March 31, 2012 |          |         |
|--|----------------|---------|---------|----------------|----------|---------|
|  | Level 1        | Level 2 | Level 3 | Level 1        | Level 2  | Level 3 |
| Derivative foreign currency forward contracts (see Note 7) | \$ —           | \$ (16) | \$ —    | \$ —           | \$ (110) | \$ —    |
| Interest rate swap contract (see Note 7)                   | —              | 23      | —       | —              | —        | —       |
| TOLI policies held by the Rabbi Trust                      | —              | 4,375   | —       | —              | 4,227    | —       |
| Deferred Compensation Plan obligations                     | —              | (3,013) | —       | —              | (3,696)  | —       |

Fair values of the financial assets and liabilities listed above are determined using inputs that use as their basis readily observable market data that are actively quoted and are validated through external sources, including third-party pricing services and brokers. The foreign currency forward contracts represent gains and losses on derivative contracts, which is the net difference between the U.S. dollar value to be received or paid at the contracts' settlement date and the U.S. dollar value of the foreign currency to be sold or purchased at the current forward exchange rate. The interest rate swap contract represents gains and losses on the derivative contract, which is the net difference between the fixed interest to be paid and variable interest to be received over the term of the contract based on current market rates. The fair value of the trust owned life insurance ("TOLI") policies held by the Rabbi Trust is based on the cash-surrender value of the life insurance policies, which are invested primarily in mutual funds and a separately managed fixed income fund. These investments are in the same funds and initially purchased in substantially the same amounts as the selected investments of participants in the Under Armour, Inc. Deferred Compensation Plan (the "Deferred Compensation Plan"), which represent the underlying liabilities to participants in the Deferred Compensation Plan. Liabilities under the Deferred Compensation Plan are recorded at amounts due to participants, based on the fair value of participants' selected investments.

The carrying value of the Company's long term debt approximated its fair value as of March 31, 2013 and 2012. The fair value of the Company's long term debt was estimated based upon quoted prices for similar instruments (Level 2 input).

## 6. Stock-Based Compensation

In February 2013, 0.6 million performance-based restricted stock units were awarded to certain officers and key employees under the Company's Amended and Restated 2005 Omnibus Long-Term Incentive Plan. The performance-based restricted stock units have vesting conditions tied to the achievement of certain combined annual operating income targets for 2013 and 2014. Upon the achievement of the combined operating income targets, one third of the restricted stock units will vest in February 2015, one third will vest in February 2016 and the remaining one third will vest in February 2017. If certain lower levels of combined operating income for 2013 and 2014 are achieved, fewer or no restricted stock units will vest and the remaining restricted stock units will be forfeited. The Company deemed the achievement of certain operating income targets for 2013 and 2014 probable and recorded \$0.4 million of stock-based compensation expense for these performance-based restricted stock units during the three months ended March 31, 2013. The Company will assess the probability of the achievement of the remaining operating income targets at the end of each reporting period. If it becomes probable that the performance targets related to these performance-based restricted stock units will be achieved, a cumulative adjustment will be recorded as if ratable stock-based compensation expense had been recorded since the grant date. Additional stock based compensation of up to \$0.7 million would have been recorded during the three months ended March 31, 2013 for these performance-based restricted stock units had the achievement of the remaining operating income targets been deemed probable.

During 2012, the Company granted performance-based restricted stock units with vesting conditions tied to the achievement of certain combined annual operating income targets for 2013 and 2014. As of March 31, 2013, the Company deemed the achievement of certain operating income targets for 2013 and 2014 probable and recorded a cumulative adjustment of \$4.4 million for a portion of these awards during the three months ended March 31, 2013. Additional stock based compensation of up to \$6.6 million would have been recorded from the grant date through March 31, 2013 for these performance-based restricted stock units had the full achievement of these operating income targets been deemed probable.

During 2011, the Company granted performance-based restricted stock units with vesting conditions tied to the achievement of certain combined annual operating income targets for 2012 and 2013. As of March 31, 2012, the Company deemed the achievement of certain operating income targets for 2012 and 2013 probable and recorded a cumulative adjustment of \$2.4 million during the three months ended March 31, 2012. As of March 31, 2013, the Company deemed the achievement of certain operating income targets for 2012 and 2013 probable and recorded a cumulative adjustment of \$4.6 million for a portion of these awards during the three months ended March 31, 2013. Additional stock based compensation of up to \$4.6 million would have been recorded from the grant date through March 31, 2013 for these performance-based restricted stock units had the full achievement of these operating income targets been deemed probable.

## 7. Risk Management and Derivatives

### Foreign Currency Risk Management

The Company is exposed to gains and losses resulting from fluctuations in foreign currency exchange rates relating to transactions generated by its international subsidiaries in currencies other than their local currencies. These gains and losses are primarily driven by intercompany transactions. From time to time, the Company may elect to enter into foreign currency forward contracts to reduce the risk associated with foreign currency exchange rate fluctuations on intercompany transactions and projected inventory purchases for its various international subsidiaries.

As of March 31, 2013, the aggregate notional value of the Company's outstanding foreign currency forward contracts was \$32.9 million, which primarily was comprised of Canadian Dollar/U.S. Dollar, Euro/U.S. Dollar, and Pound Sterling/Euro currency pairs with contract maturities of 1 month. The fair values of the Company's foreign currency forward contracts were liabilities of \$16.3 thousand and \$0.1 million as of March 31, 2013 and 2012, respectively, and were included in accrued expenses on the consolidated balance sheets. The fair values of the Company's foreign currency forward contracts were assets of \$4.8 thousand as of December 31, 2012, and were included in prepaid expenses and other current assets on the consolidated balance sheet. Refer to Note 5 for a discussion of the fair value measurements. Included in other income, net were the following amounts related to changes in foreign currency exchange rates and derivative foreign currency forward contracts:

| <i>(In thousands)</i>                                    | Three Months Ended<br>March 31, |          |
|--|---------------------------------|----------|
|  | 2013                            | 2012     |
| Unrealized foreign currency exchange rate gains (losses) | \$ (606)                        | \$ 1,686 |
| Realized foreign currency exchange rate gains (losses)   | (594)                           | 782      |
| Unrealized derivative gains (losses)                     | (21)                            | 554      |
| Realized derivative gains (losses)                       | 1,461                           | (2,940)  |

### Interest Rate Risk Management

In order to maintain liquidity and fund business operations, the Company enters into long term debt arrangements with various lenders which bear a range of fixed and variable rates of interest. The nature and amount of the Company's long-term debt can be expected to vary as a result of future business requirements, market conditions and other factors. The Company may elect to enter into interest rate swap contracts to reduce the impact associated with interest rate fluctuations. In December 2012, the Company began utilizing an interest rate swap contract to convert a portion of variable rate debt under the \$50.0 million loan to fixed rate debt. The contract pays fixed and receives variable rates of interest based on one-month LIBOR and has a maturity date of December 2019. The interest rate swap contract is accounted for as a cash flow hedge and accordingly, the effective portion of the changes in fair value are recorded in other comprehensive income and reclassified into interest expense over the life of the underlying debt obligation. Refer to Note 3 for a discussion of long term debt.

As of March 31, 2013, the notional value of the Company's outstanding interest rate swap contract was \$25.0 million. During the three months ended March 31, 2013, the Company recorded a \$66.4 thousand increase in interest expense, representing the effective portion of the contract, reclassified from accumulated other comprehensive income. The fair value of the interest rate swap contract was an asset of \$22.6 thousand as of March 31, 2013, and was included in other long term assets on the consolidated balance sheet.

The Company enters into derivative contracts with major financial institutions with investment grade credit ratings and is exposed to credit losses in the event of non-performance by these financial institutions. This credit risk is generally limited to the unrealized gains in the foreign currency forward contracts. However, the Company monitors the credit quality of these financial institutions and considers the risk of counterparty default to be minimal.

## 8. Provision for Income Taxes

The effective rates for income taxes were 39.9% and 36.6% for the three months ended March 31, 2013 and 2012, respectively. The effective tax rate for the three months ended March 31, 2013 was higher than the effective tax rate for the three months ended March 31, 2012 primarily due to state tax credits and favorable one-time discrete items included in the 2012 effective tax rate. The Company's annual 2013 effective tax rate is expected to be approximately 39.0% to 39.5%.

## 9. Earnings per Share

The following represents a reconciliation from basic earnings per share to diluted earnings per share:

|   | Three Months Ended<br>March 31, |                  |
|---|---------------------------------|------------------|
|   | 2013                            | 2012             |
| <i>(In thousands, except per share amounts)</i>                               |                                 |                  |
| <b>Numerator</b>  |                                 |                  |
| Net income  | \$ 7,814                        | \$ 14,661        |
| Net income attributable to participating securities                           | (8)                             | (59)             |
| Net income available to common shareholders (1)                               | <u>\$ 7,806</u>                 | <u>\$ 14,602</u> |
| <b>Denominator</b>  |                                 |                  |
| Weighted average common shares outstanding                                    | 104,751                         | 103,414          |
| Effect of dilutive securities   | 2,198                           | 1,859            |
| Weighted average common shares and dilutive securities outstanding            | <u>106,949</u>                  | <u>105,273</u>   |
| Earnings per share - basic  | \$ 0.07                         | \$ 0.14          |
| Earnings per share - diluted  | \$ 0.07                         | \$ 0.14          |
| (1) Basic weighted average common shares outstanding                          | 104,751                         | 103,414          |
| Basic weighted average common shares outstanding and participating securities | 104,898                         | 103,847          |
| Percentage allocated to common stockholders                                   | 99.9%                           | 99.6%            |

Effects of potentially dilutive securities are presented only in periods in which they are dilutive. Stock options and restricted stock units representing 0.1 million and 0.2 million shares of common stock outstanding for the three months ended March 31, 2013 and 2012, respectively, were excluded from the computation of diluted earnings per share because their effect would have been anti-dilutive.

## 10. Segment Data and Related Information

The Company's operating segments are based on how the Chief Operating Decision Maker ("CODM") makes decisions about allocating resources and assessing performance. As such, the CODM receives discrete financial information by geographic region based on the Company's strategy to become a global brand. These geographic regions include North America; Latin America; Europe, the Middle East and Africa ("EMEA"); and Asia. The Company's operating segments are based on these geographic regions. Each geographic segment operates exclusively in one industry: the development, marketing and distribution of branded performance apparel, footwear and accessories. Due to the insignificance of the EMEA, Latin America and Asia operating segments, they have been combined into other foreign countries for disclosure purposes.

The geographic distribution of the Company's net revenues and operating income are summarized in the following tables based on the location of its customers and operations. Net revenues represent sales to external customers for each segment. In addition to net revenues, operating income is a primary financial measure used by the Company to evaluate performance of each segment. Intercompany balances were eliminated for separate disclosure and corporate expenses from North America have not been allocated to other foreign countries.

|                         | Three Months Ended<br>March 31, |                   |
|-------------------------|---------------------------------|-------------------|
|                         | 2013                            | 2012              |
| <i>(In thousands)</i>   |                                 |                   |
| <b>Net revenues</b>     |                                 |                   |
| North America           | \$ 440,868                      | \$ 362,521        |
| Other foreign countries | 30,740                          | 21,868            |
| Total net revenues      | <u>\$ 471,608</u>               | <u>\$ 384,389</u> |

| <i>(In thousands)</i>      | Three Months Ended<br>March 31, |           |
|----------------------------|---------------------------------|-----------|
|                            | 2013                            | 2012      |
| <b>Operating income</b>    |                                 |           |
| North America              | \$ 13,127                       | \$ 22,361 |
| Other foreign countries    | 365                             | 2,042     |
| Total operating income     | 13,492                          | 24,403    |
| Interest expense, net      | (725)                           | (1,355)   |
| Other expense, net         | 240                             | 82        |
| Income before income taxes | \$ 13,007                       | \$ 23,130 |

Net revenues by product category are as follows:

| <i>(In thousands)</i> | Three Months Ended<br>March 31, |            |
|-----------------------|---------------------------------|------------|
|                       | 2013                            | 2012       |
| Apparel               | \$ 345,526                      | \$ 283,331 |
| Footwear              | 80,783                          | 63,663     |
| Accessories           | 36,082                          | 29,635     |
| Total net sales       | 462,391                         | 376,629    |
| License revenues      | 9,217                           | 7,760      |
| Total net revenues    | \$ 471,608                      | \$ 384,389 |

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Forward-Looking Statements

Some of the statements contained in this Form 10-Q and the documents incorporated herein by reference (if any) constitute forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts, such as statements regarding our future financial condition or results of operations, our prospects and strategies for future growth, the development and introduction of new products, and the implementation of our marketing and branding strategies. In many cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "outlook," "potential," the negative of these terms or other comparable terminology.

The forward-looking statements contained in this Form 10-Q and the documents incorporated herein by reference (if any) reflect our current views about future events and are subject to risks, uncertainties, assumptions and changes in circumstances that may cause events or our actual activities or results to differ significantly from those expressed in any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future events, results, actions, levels of activity, performance or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements. A number of important factors could cause actual results to differ materially from those indicated by these forward-looking statements, including, but not limited to, those factors described in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission ("SEC") (our "2012 Form 10-K") or in this Form 10-Q under "Risk Factors", if included herein, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A"). These factors include without limitation:

- changes in general economic or market conditions that could affect consumer spending and the financial health of our retail customers;
- our ability to effectively manage our growth and a more complex, global business;
- our ability to effectively develop and launch new, innovative and updated products;
- our ability to accurately forecast consumer demand for our products and manage our inventory in response to changing demands;
- increased competition causing us to reduce the prices of our products or to increase significantly our marketing efforts in order to avoid losing market share;
- fluctuations in the costs of our products;
- loss of key suppliers or manufacturers or failure of our suppliers or manufacturers to produce or deliver our products in a timely or cost-effective manner;
- our ability to further expand our business globally and to drive brand awareness and consumer acceptance of our products in other countries;
- our ability to accurately anticipate and respond to seasonal or quarterly fluctuations in our operating results;
- our ability to effectively market and maintain a positive brand image;
- our ability to comply with trade and other regulations;
- the availability, integration and effective operation of management information systems and other technology; and
- our ability to attract and retain the services of our senior management and key employees.

The forward-looking statements contained in this Form 10-Q reflect our views and assumptions only as of the date of this Form 10-Q. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events.

### Overview

We are a leading developer, marketer and distributor of branded performance apparel, footwear and accessories. The brand's moisture-wicking fabrications are engineered in many different designs and styles for wear in nearly every climate to provide a performance alternative to traditional products. Our products are sold worldwide and worn by athletes at all levels, from youth to professional, on playing fields around the globe, as well as by consumers with active lifestyles.

We are a growth company as evidenced by the increase in net revenues to \$1,834.9 million in 2012 from \$725.2 million in 2008. We reported net revenues of \$471.6 million for the first three months of 2013, which represented a 22.7% increase from the first three months of 2012. We believe that our growth in net revenues has been driven by a growing interest in performance products and the strength of the Under Armour brand in the marketplace. We plan to continue to increase our net

revenues over the long term by increased sales of our apparel, footwear and accessories, expansion of our wholesale distribution sales channel, growth in our direct to consumer sales channel and expansion in international markets. Our direct to consumer sales channel includes our factory house and specialty stores, website and catalog. New offerings for 2013 include UA HEATGEAR® Sonic apparel, UA Spine Venom running footwear and ARMOUR39™ fitness monitoring and tracking system.

Our operating segments are geographic and include North America; Latin America; Europe, the Middle East and Africa (“EMEA”); and Asia. Due to the insignificance of the EMEA, Latin America and Asia operating segments, they have been combined into other foreign countries for disclosure purposes.

Segment operating income consists of the revenues generated by that segment, less the cost of goods sold and selling, general and administrative costs that are incurred directly by that segment, as well as an allocation of certain centrally managed costs, such as our distribution facility costs. Corporate costs, which are included in our North America operating segment, include costs related to company-wide administrative costs and debt service costs. These administrative costs include corporate office support, costs relating to accounting, human resources, legal, information technology, as well as costs related to overall corporate management.

## **General**

Net revenues comprise both net sales and license revenues. Net sales comprise sales from our primary product categories, which are apparel, footwear and accessories. Our license revenues consist of fees paid to us by our licensees in exchange for the use of our trademarks on products such as socks, team uniforms, baby and kids’ apparel, eyewear and inflatable footballs and basketballs, as well as the distribution of our products in Japan.

Cost of goods sold consists primarily of product costs, inbound freight and duty costs, outbound freight costs, handling costs to make products floor-ready to customer specifications, royalty payments to endorsers based on a predetermined percentage of sales of selected products and write downs for inventory obsolescence. The fabrics in many of our products are made primarily of petroleum-based synthetic materials. Therefore our product costs, as well as our inbound and outbound freight costs, could be affected by long term pricing trends of oil. In general, as a percentage of net revenues, we expect cost of goods sold associated with our apparel and accessories to be lower than that of our footwear. No cost of goods sold is associated with license revenues.

We include outbound freight costs associated with shipping goods to customers as cost of goods sold; however, we include the majority of outbound handling costs as a component of selling, general and administrative expenses. As a result, our gross profit may not be comparable to that of other companies that include outbound handling costs in their cost of goods sold. Outbound handling costs include costs associated with preparing goods to ship to customers and certain costs to operate our distribution facilities. These costs, included within selling, general and administrative expenses, were \$9.0 million and \$7.4 million for the three months ended March 31, 2013 and 2012, respectively.

Our selling, general and administrative expenses consist of costs related to marketing, selling, product innovation and supply chain and corporate services. Personnel costs are included in these categories based on the employees’ function. Personnel costs include salaries, benefits, incentives and stock-based compensation related to the employee. Our marketing costs are an important driver of our growth. Marketing costs consist primarily of commercials, print ads, league, team, player and event sponsorships and depreciation expense specific to our in-store fixture program. In addition, marketing costs include costs associated with our Special Make-Up Shop located at one of our distribution facilities where we manufacture a limited number of products primarily for our league, team, player and event sponsorships. Selling costs consist primarily of costs relating to sales through our wholesale channel, commissions paid to third parties and the majority of our direct to consumer sales channel costs, including the cost of factory house and specialty store leases. Product innovation and supply chain costs include our apparel, footwear and accessories product innovation, sourcing and development costs, distribution facility operating costs, and costs relating to our Hong Kong and Guangzhou, China offices which help support product development, manufacturing, quality assurance and sourcing efforts. Corporate services primarily consist of corporate facility operating costs and company-wide administrative expenses.

Other income, net consists of unrealized and realized gains and losses on our foreign currency derivative financial instruments and unrealized and realized gains and losses on adjustments that arise from fluctuations in foreign currency exchange rates relating to transactions generated by our international subsidiaries.

## Results of Operations

The following table sets forth key components of our results of operations for the periods indicated, both in dollars and as a percentage of net revenues:

|  | Three Months Ended<br>March 31, |            |
|--|---------------------------------|------------|
|  | 2013                            | 2012       |
| <i>(In thousands)</i>                        |                                 |            |
| Net revenues                                 | \$ 471,608                      | \$ 384,389 |
| Cost of goods sold                           | 255,057                         | 209,185    |
| Gross profit                                 | 216,551                         | 175,204    |
| Selling, general and administrative expenses | 203,059                         | 150,801    |
| Income from operations                       | 13,492                          | 24,403     |
| Interest expense, net                        | (725)                           | (1,355)    |
| Other expense, net                           | 240                             | 82         |
| Income before income taxes                   | 13,007                          | 23,130     |
| Provision for income taxes                   | 5,193                           | 8,469      |
| Net income                                   | \$ 7,814                        | \$ 14,661  |

|  | Three Months Ended<br>March 31, |         |
|--|---------------------------------|---------|
|  | 2013                            | 2012    |
| <i>(As a percentage of net revenues)</i>     |                                 |         |
| Net revenues                                 | 100.0 %                         | 100.0 % |
| Cost of goods sold                           | 54.1 %                          | 54.4 %  |
| Gross profit                                 | 45.9 %                          | 45.6 %  |
| Selling, general and administrative expenses | 43.1 %                          | 39.2 %  |
| Income from operations                       | 2.9 %                           | 6.3 %   |
| Interest expense, net                        | (0.2)%                          | (0.3)%  |
| Other expense, net                           | 0.1 %                           | — %     |
| Income before income taxes                   | 2.8 %                           | 6.0 %   |
| Provision for income taxes                   | 1.1 %                           | 2.2 %   |
| Net income                                   | 1.7 %                           | 3.8 %   |

## Consolidated Results of Operations

### Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012

Net revenues increased \$87.2 million, or 22.7%, to \$471.6 million for the three months ended March 31, 2013 from \$384.4 million for the same period in 2012. Net revenues by product category are summarized below:

|                       | Three Months Ended March 31, |            |           |          |
|-----------------------|------------------------------|------------|-----------|----------|
|                       | 2013                         | 2012       | \$ Change | % Change |
| <i>(In thousands)</i> |                              |            |           |          |
| Apparel               | \$ 345,526                   | \$ 283,331 | \$ 62,195 | 22.0%    |
| Footwear              | 80,783                       | 63,663     | 17,120    | 26.9%    |
| Accessories           | 36,082                       | 29,635     | 6,447     | 21.8%    |
| Total net sales       | 462,391                      | 376,629    | 85,762    | 22.8%    |
| License revenues      | 9,217                        | 7,760      | 1,457     | 18.8%    |
| Total net revenues    | \$ 471,608                   | \$ 384,389 | \$ 87,219 | 22.7%    |

Net sales increased \$85.8 million, or 22.8%, to \$462.4 million for the three months ended March 31, 2013 from \$376.6 million during the same period in 2012. The increase in net sales primarily reflects:

- \$29.3 million, or 30.9%, increase in direct to consumer sales, led by growth in our Ecommerce business, along with 20 additional stores globally, or a 22.2% increase, since March 2012; and
- unit growth driven by increased distribution and new offerings in multiple product categories, most significantly in our baselayer and training apparel, including new UA HEATGEAR® Sonic apparel and ArmourBra, running footwear, including UA Spine Venom, and headwear accessories.

*License revenues* increased \$1.4 million, or 18.8%, to \$9.2 million for the three months ended March 31, 2013 from \$7.8 million during the same period in 2012. This increase in license revenues was a result of increased distribution and continued unit volume growth by our licensees.

*Gross profit* increased \$41.4 million to \$216.6 million for the three months ended March 31, 2013 from \$175.2 million for the same period in 2012. Gross profit as a percentage of net revenues, or gross margin, increased 30 basis points to 45.9% for the three months ended March 31, 2013 compared to 45.6% during the same period in 2012. The increase in gross margin percentage was primarily driven by the following:

- approximate 100 basis point increase driven primarily by lower North American apparel product input costs. We expect North American product input cost favorability will continue through the first half of 2013.

The above increase was partially offset by the below decreases:

- approximate 35 basis point decrease driven by sales mix. The sales mix impact was primarily driven by increased sales of excess inventory through our factory house outlet stores at lower prices, along with increased lower margin sales to our distributors in Latin America. We expect the sales mix impact will become favorable as we move through the remainder of 2013.
- approximate 35 basis point decrease driven by higher inbound freight, partially due to supply chain challenges, required to meet customer demand. We expect this year over year negative impact will continue through the first half of 2013.

*Selling, general and administrative expenses* increased \$52.3 million to \$203.1 million for the three months ended March 31, 2013 from \$150.8 million for the same period in 2012. As a percentage of net revenues, selling, general and administrative expenses increased to 43.1% for the three months ended March 31, 2013 compared to 39.2% for the same period in 2012. These changes were primarily attributable to the following:

- Marketing costs increased \$18.6 million to \$62.8 million for the three months ended March 31, 2013 from \$44.2 million for the same period in 2012 primarily due to key marketing campaigns, including the I WILL<sup>®</sup> innovation campaign, as well as increased sponsorship of collegiate and professional teams and athletes, including Tottenham Hotspur Football Club. As a percentage of net revenues, marketing costs increased to 13.3% for the three months ended March 31, 2013 from 11.5% for the same period in 2012 primarily due to the items noted above.
- Selling costs increased \$12.8 million to \$50.6 million for the three months ended March 31, 2013 from \$37.8 million for the same period in 2012. This increase was primarily due to higher personnel and other costs incurred for the continued expansion of our direct to consumer distribution channel. As a percentage of net revenues, selling costs increased to 10.7% for the three months ended March 31, 2013 from 9.8% for the same period in 2012 primarily due to the items noted above.
- Product innovation and supply chain costs increased \$11.6 million to \$49.3 million for the three months ended March 31, 2013 from \$37.7 million for the same period in 2012 primarily due to higher costs incurred for the design and sourcing of our expanding apparel, footwear and accessory lines along with higher incentive compensation costs. As a percentage of net revenues, product innovation and supply chain costs increased to 10.5% for the three months ended March 31, 2013 compared to 9.8% for the same period in 2012 primarily due to increased incentive compensation costs.
- Corporate services costs increased \$9.3 million to \$40.4 million for the three months ended March 31, 2013 from \$31.1 million for the same period in 2012. This increase was primarily attributable to higher incentive compensation and administrative costs. As a percentage of net revenues, corporate services costs increased slightly to 8.6% for the three months ended March 31, 2013 compared to 8.1% for the same period in 2012.

*Income from operations* decreased \$10.9 million, or 44.7%, to \$13.5 million for the three months ended March 31, 2013 from \$24.4 million for the same period in 2012. Income from operations as a percentage of net revenues decreased to 2.9% for the three months ended March 31, 2013 from 6.3% for the same period in 2012. This decrease was primarily driven by the timing of marketing expenses and increased incentive compensation, partially offset by the higher gross profit percentage noted above.

*Interest expense, net* decreased \$0.7 million to \$0.7 million for the three months ended March 31, 2013 from \$1.4 million for the same period in 2012. This decrease was primarily due to higher interest in 2012 on debt assumed in connection with the acquisition of our corporate headquarters.

*Other expense, net* increased \$0.1 million to \$0.2 million for the three months ended March 31, 2013 from \$0.1 million for the same period in 2012. This increase was due to higher net gains on the combined foreign currency exchange rate changes on transactions denominated in foreign currencies and our derivative financial instruments as compared to the prior period.

Provision for income taxes decreased \$3.3 million to \$5.2 million during the three months ended March 31, 2013 from \$8.5 million during the same period in 2012. For the three months ended March 31, 2013, our effective tax rate was 39.9% compared to 36.6% for the same period in 2012. The effective rate for the three months ended March 31, 2013 was higher than the effective rate for the three months ended March 31, 2012 primarily due to state tax credits and favorable one-time discrete items included in the 2012 effective tax rate. Our 2013 annual effective tax rate is expected to be approximately 39.0 to 39.5%.

## Segment Results of Operations

### Three Months Ended March 31, 2013 Compared to Three Months Ended March 31, 2012

Net revenues by geographic region are summarized below:

| (In thousands)          | Three Months Ended March 31, |            |           |          |
|-------------------------|------------------------------|------------|-----------|----------|
|                         | 2013                         | 2012       | \$ Change | % Change |
| North America           | \$ 440,868                   | \$ 362,521 | \$ 78,347 | 21.6%    |
| Other foreign countries | 30,740                       | 21,868     | \$ 8,872  | 40.6%    |
| Total net revenues      | \$ 471,608                   | \$ 384,389 | \$ 87,219 | 22.7%    |

Net revenues in our North America operating segment increased \$78.4 million to \$440.9 million for the three months ended March 31, 2013 from \$362.5 million for the same period in 2012 primarily due to the items discussed above in the Consolidated Results of Operations. Net revenues in other foreign countries increased \$8.8 million to \$30.7 million for the three months ended March 31, 2013 from \$21.9 million for the same period in 2012 primarily due to unit sales growth to distributors in our Latin American operating segment and growth in our EMEA operating segment.

Operating income by geographic region is summarized below:

| (In thousands)          | Three Months Ended March 31, |           |             |          |
|-------------------------|------------------------------|-----------|-------------|----------|
|                         | 2013                         | 2012      | \$ Change   | % Change |
| North America           | \$ 13,127                    | \$ 22,361 | \$ (9,234)  | (41.3)%  |
| Other foreign countries | 365                          | 2,042     | (1,677)     | (82.1)%  |
| Total operating income  | \$ 13,492                    | \$ 24,403 | \$ (10,911) | (44.7)%  |

Operating income in our North America operating segment decreased \$9.3 million to \$13.1 million for the three months ended March 31, 2013 from \$22.4 million for the same period in 2012 primarily due to the items discussed above in the Consolidated Results of Operations. Operating income in other foreign countries decreased \$1.6 million to \$0.4 million for the three months ended March 31, 2013 from \$2.0 million for the same period in 2012 primarily due to the costs associated with our continued investment to support our international expansion in our EMEA and Asia operating segments.

## Seasonality

Historically, we have recognized a majority of our net revenues and a significant portion of our income from operations in the last two quarters of the year, driven primarily by increased sales volume of our products during the fall selling season, including our higher priced cold weather products, along with a larger proportion of higher margin direct to consumer sales. The level of our working capital generally reflects the seasonality and growth in our business.

## Financial Position, Capital Resources and Liquidity

Our cash requirements have principally been for working capital and capital expenditures. We fund our working capital, primarily inventory, and capital investments from cash flows from operating activities, cash and cash equivalents on hand and borrowings available under our credit and long term debt facilities. Our working capital requirements generally reflect the seasonality and growth in our business as we recognize the majority of our net revenues in the back half of the year. Our capital investments have included expanding our in-store fixture and branded concept shop program, improvements and expansion of our distribution and corporate facilities to support our growth, leasehold improvements to our new factory house and specialty stores, and investment and improvements in information technology systems.

Our inventory strategy is focused on continuing to meet consumer demand while improving our inventory efficiency over the long term by putting systems and processes in place to improve our inventory management. These systems and processes are designed to improve our forecasting and supply planning capabilities. In addition to systems and processes, key areas of focus that we believe will enhance inventory performance are SKU rationalization, added discipline around the purchasing of product, production lead time reduction, and better planning and execution in selling of excess inventory through our factory house stores and other liquidation channels.

We believe our cash and cash equivalents on hand, cash from operations and borrowings available to us under our credit and long term debt facilities will be adequate to meet our liquidity needs and capital expenditure requirements for at least the next twelve months. We may require additional capital to meet our longer term liquidity and future growth needs. Although we believe we have adequate sources of liquidity over the long term, a prolonged economic recession or a slow recovery could adversely affect our business and liquidity. In addition, instability in or tightening of the capital markets could adversely affect our ability to obtain additional capital to grow our business and will affect the cost and terms of such capital.

## Cash Flows

The following table presents the major components of net cash flows provided by and used in operating, investing and financing activities for the periods presented:

| <i>(In thousands)</i>  | Three Months Ended<br>March 31, |                    |
|--|---------------------------------|--------------------|
|  | 2013                            | 2012               |
| Net cash provided by (used in):                              |                                 |                    |
| Operating activities   | \$ (74,536)                     | \$ (73,048)        |
| Investing activities   | (18,329)                        | (9,037)            |
| Financing activities   | 7,449                           | 14,425             |
| Effect of exchange rate changes on cash and cash equivalents | (703)                           | (672)              |
| Net decrease in cash and cash equivalents                    | <u>\$ (86,119)</u>              | <u>\$ (68,332)</u> |

### Operating Activities

Operating activities consist primarily of net income adjusted for certain non-cash items. Adjustments to net income for non-cash items include depreciation and amortization, unrealized foreign currency exchange rate gains and losses, losses on disposals of property and equipment, stock-based compensation, deferred income taxes and changes in reserves and allowances. In addition, operating cash flows include the effect of changes in operating assets and liabilities, principally inventories, accounts receivable, income taxes payable and receivable, prepaid expenses and other assets, accounts payable and accrued expenses.

Cash used in operating activities increased \$1.5 million to \$74.5 million for the three months ended March 31, 2013 from \$73.0 million during the same period in 2012. The increase in cash used in operating activities was due to an increase in net cash outflows from operating assets and liabilities of \$5.0 million and decrease in net income of \$6.9 million, partially offset by an increase in adjustments to net income for non-cash items of \$10.4 million. The increase in cash outflows related to changes in operating assets and liabilities period over period was primarily driven by the following:

- a larger increase in accounts receivable of \$15.6 million in the current period as compared to the prior period primarily due to the 22.8% increase in net sales during the first quarter of 2013, coupled with an increased mix of sales to customers with payment terms at the higher end of our standard terms, and
- a larger increase in inventory investments of \$5.9 million in the current period as compared to the prior period primarily to support key 2013 launches, partially offset by
- a smaller increase in accrued expenses and other liabilities of \$14.3 million in the current period as compared to the prior period, primarily due to the timing of payments for our marketing investments.

Adjustments to net income for non-cash items increased in the three months ended March 31, 2013 as compared to the same period in 2012 primarily due to increased stock-based compensation expense in the current period as compared to the prior period and an increase in reserves and allowances in the current period as compared to a decrease in the prior period.

### Investing Activities

Cash used in investing activities increased \$9.3 million to \$18.3 million for the three months ended March 31, 2013 from \$9.0 million for the same period in 2012. This increase in cash used in investing activities primarily represents costs to improve and expand our distribution and corporate facilities, along with factory house and specialty store openings in the current year period as compared to the prior period. Capital expenditures for the full year 2013 are anticipated to be \$80.0 million to \$85.0 million.

### *Financing Activities*

Cash provided by financing activities decreased \$7.0 million to \$7.4 million for the three months ended March 31, 2013 from \$14.4 million for the same period in 2012. This decrease is primarily due to lower excess tax benefits from stock-based compensation arrangements and proceeds from the exercise of stock options in the current period as compared to the prior period.

### **Credit Facility**

We have a credit facility with certain lending institutions. The credit facility has a term of four years through March 2015 and provides for a committed revolving credit line of up to \$300.0 million. The commitment amount under the revolving credit facility may be increased by an additional \$50.0 million, subject to certain conditions and approvals as set forth in the credit agreement. No balances were outstanding under the revolving credit facility during the three months ended March 31, 2013 and 2012.

The credit facility may be used for working capital and general corporate purposes and is collateralized by substantially all of our assets and certain of our domestic subsidiaries (other than trademarks and the land, buildings and other assets comprising our corporate headquarters) and by a pledge of 65% of the equity interests of certain of our foreign subsidiaries. Up to \$5.0 million of the facility may be used to support letters of credit, of which none were outstanding as of March 31, 2013 and 2012. We are required to maintain a certain leverage ratio and interest coverage ratio as set forth in the credit agreement. As of March 31, 2013, we were in compliance with these ratios. The credit agreement also provides the lenders with the ability to reduce the borrowing base, even if we are in compliance with all conditions of the credit agreement, upon a material adverse change to the business, properties, assets, financial condition or results of operations. The credit agreement contains a number of restrictions that limit our ability, among other things, and subject to certain limited exceptions, to incur additional indebtedness, pledge our assets as security, guaranty obligations of third parties, make investments, undergo a merger or consolidation, dispose of assets, or materially change our line of business. In addition, the credit agreement includes a cross default provision whereby an event of default under other debt obligations, as defined in the credit agreement, will be considered an event of default under the credit agreement.

Borrowings under the credit facility bear interest based on the daily balance outstanding at LIBOR (with no rate floor) plus an applicable margin (varying from 1.25% to 1.75%) or, in certain cases a base rate (based on a certain lending institution's Prime Rate or as otherwise specified in the credit agreement, with no rate floor) plus an applicable margin (varying from 0.25% to 0.75%). The credit facility also carries a commitment fee equal to the unused borrowings multiplied by an applicable margin (varying from 0.25% to 0.35%). The applicable margins are calculated quarterly and vary based on our leverage ratio as set forth in the credit agreement.

The credit facility included a \$25.0 million term loan facility. In May 2011, we borrowed \$25.0 million under the term loan facility to finance a portion of the acquisition of our headquarters and repaid it in December 2012. The interest rate on the term loan was 1.7% during the three months ended March 31, 2012.

### **Long Term Debt**

We have long term debt agreements with various lenders to finance the acquisition or lease of qualifying capital investments. Loans under these agreements are collateralized by a first lien on the related assets acquired. As these agreements are not committed facilities, each advance is subject to approval by the lenders. Additionally, these agreements include a cross default provision whereby an event of default under other debt obligations, including our credit facility, will be considered an event of default under these agreements. These agreements require a prepayment fee if we pay outstanding amounts ahead of the scheduled terms. The terms of the credit facility limit the total amount of additional financing under these agreements to \$40.0 million, of which \$18.0 million was available for additional financing as of March 31, 2013. As of March 31, 2013, December 31, 2012 and March 31, 2012, the outstanding principal balance under these agreements was \$10.9 million, \$11.9 million and \$12.8 million, respectively. Currently, advances under these agreements bear interest rates which are fixed at the time of each advance. The weighted average interest rates on outstanding borrowings were 2.3% and 3.9% for the three months ended March 31, 2013 and 2012, respectively.

In July 2011, in connection with the acquisition of our corporate headquarters, we assumed a \$38.6 million nonrecourse loan secured by a mortgage on the acquired property. The assumed loan had an original term of approximately 10 years with a scheduled maturity date of March 2013. The loan had an interest rate of 6.73%. As of March 31, 2012, the outstanding balance on the loan was \$38.0 million. In addition, in connection with this loan, we were required to set aside amounts in reserve and cash collateral accounts. As of March 31, 2012, the restricted cash balance was \$5.2 million. The Company had no restricted cash requirements as of March 31, 2013.

In December 2012, we repaid the remaining balance of the assumed loan of \$37.7 million and entered into a \$50.0 million loan collateralized by the land, buildings and tenant improvements comprising our corporate headquarters. The new loan has a 7 year term and maturity date of December 2019. The loan bears interest at one month LIBOR plus a margin of 1.50%, and allows for prepayment without penalty. As of March 31, 2013, the outstanding balance on the loan was \$49.5 million.

We monitor the financial health and stability of our lenders under the revolving credit and long term debt facilities, however during any period of significant instability in the credit markets lenders could be negatively impacted in their ability to perform under these facilities.

### **Contractual Commitments and Contingencies**

There were no significant changes to the contractual obligations reported in our 2012 Form 10-K other than those which occur in the normal course of business.

### **Critical Accounting Policies and Estimates**

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. To prepare these financial statements, we must make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, as well as the disclosures of contingent assets and liabilities. Actual results could be significantly different from these estimates. We believe the following addresses the critical accounting policies that are necessary to understand and evaluate our reported financial results.

Our significant accounting policies are described in Note 2 of the audited consolidated financial statements included in our 2012 Form 10-K. The SEC suggests companies provide additional disclosure on those accounting policies considered most critical. The SEC considers an accounting policy to be critical if it is important to our financial condition and results of operations and requires significant judgments and estimates on the part of management in its application. Our estimates are often based on complex judgments, probabilities and assumptions that management believes to be reasonable, but that are inherently uncertain and unpredictable. It is also possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts. For a complete discussion of our critical accounting policies, see the "Critical Accounting Policies" section of the MD&A in our 2012 Form 10-K. There were no significant changes to our critical accounting policies during the three months ended March 31, 2013.

### **Recently Adopted Accounting Standards**

In February 2013, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update which requires companies to present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items affected by the reclassification. This guidance is effective for annual and interim reporting periods beginning after December 15, 2012. The adoption of this pronouncement did not have a material impact on our consolidated financial statements.

In July 2012, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update which allows companies to assess qualitative factors to determine the likelihood of indefinite-lived intangible asset impairment and whether it is necessary to perform the quantitative impairment test currently required. This guidance is effective for interim and annual periods beginning after September 15, 2012, with early adoption permitted. The adoption of this pronouncement did not have an impact on our consolidated financial statements.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

### *Foreign Currency Risk*

We currently generate a majority of our consolidated net revenues in the U.S., and the reporting currency for our consolidated financial statements is the U.S. dollar. As our net revenues generated outside of the United States increase, our results of operations could be adversely impacted by changes in foreign currency exchange rates. For example, if we recognize foreign revenues in local foreign currencies (as we currently do in Canada and Europe) and if the U.S. dollar strengthens, it could have a negative impact on our foreign revenues upon translation of those results into the U.S. dollar upon consolidation of our financial statements. In addition, we are exposed to gains and losses resulting from fluctuations in foreign currency exchange rates on transactions generated by our foreign subsidiaries in currencies other than their local currencies. These gains and losses are primarily driven by intercompany transactions. These exposures are included in other income, net on the consolidated statements of income.

From time to time, we may elect to use foreign currency forward contracts to reduce the risk from exchange rate fluctuations on intercompany transactions and projected inventory purchases for our international subsidiaries. We do not enter into derivative financial instruments for speculative or trading purposes.

As of March 31, 2013, the aggregate notional value of our outstanding foreign currency forward contracts was \$32.9 million, which primarily was comprised of Canadian Dollar/U.S. Dollar, Euro/U.S. Dollar, and Pound Sterling/Euro currency pairs with contract maturities of 1 month. The foreign currency forward contracts outstanding as of March 31, 2013 have weighted average contractual forward foreign currency exchange rates of 1.01 CAD per \$1.00, €0.78 per \$1.00 and £0.84 per €1.00. The foreign currency forward contracts are not designated as cash flow hedges, and accordingly, changes in their fair value are recorded in earnings. The fair values of our foreign currency forward contracts were liabilities of \$16.3 thousand and \$0.1 million as of March 31, 2013 and 2012, respectively, and were included in accrued expenses on the consolidated balance sheets. The fair values of the Company's foreign currency forward contracts were assets of \$4.8 thousand as of December 31, 2012, and were included in prepaid expenses and other current assets on the consolidated balance sheet. Refer to Note 5 to the Consolidated Financial Statements for a discussion of the fair value measurements. Included in other income, net were the following amounts related to changes in foreign currency exchange rates and derivative foreign currency forward contracts:

|  | Three Months Ended<br>March 31, |          |
|--|---------------------------------|----------|
|  | 2013                            | 2012     |
| <i>(In thousands)</i>                                    |                                 |          |
| Unrealized foreign currency exchange rate gains (losses) | \$ (606)                        | \$ 1,686 |
| Realized foreign currency exchange rate gains (losses)   | (594)                           | 782      |
| Unrealized derivative gains (losses)                     | (21)                            | 554      |
| Realized derivative gains (losses)                       | 1,461                           | (2,940)  |

Although we have entered into foreign currency forward contracts to minimize some of the impact of foreign currency exchange rate fluctuations on future cash flows, we cannot be assured that foreign currency exchange rate fluctuations will not have a material adverse impact on our financial condition and results of operations.

#### *Interest Rate Risk*

In order to maintain liquidity and fund business operations, we enter into long term debt arrangements with various lenders which bear a range of fixed and variable rates of interest. The nature and amount of our long-term debt can be expected to vary as a result of future business requirements, market conditions and other factors. We may elect to enter into interest rate swap contracts to reduce the impact associated with interest rate fluctuations. In December 2012, we began utilizing an interest rate swap contract to convert a portion of variable rate debt under the \$50.0 million loan to fixed rate debt. The contract pays fixed and receives variable rates of interest based on one-month LIBOR and has a maturity date of December 2019. The interest rate swap contract is accounted for as a cash flow hedge and accordingly, the effective portion of the changes in fair value are recorded in other comprehensive income and reclassified into interest expense over the life of the underlying debt obligation.

As of March 31, 2013, the notional value of our outstanding interest rate swap contract was \$25.0 million. During the three months ended March 31, 2013, we recorded a \$66.4 thousand increase in interest expense, representing the effective portion of the contract, reclassified from accumulated other comprehensive income. The fair value of the interest rate swap contract was an asset of \$22.6 thousand as of March 31, 2013, and was included in other long term assets on the consolidated balance sheet.

#### *Credit Risk*

We are exposed to credit risk primarily on our accounts receivable. We provide credit to customers in the ordinary course of business and perform ongoing credit evaluations. We believe that our exposure to concentrations of credit risk with respect to trade receivables is largely mitigated by our customer base. We believe that our allowance for doubtful accounts is sufficient to cover customer credit risks as of March 31, 2013.

#### *Inflation*

Inflationary factors such as increases in the cost of our product and overhead costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, a high rate of inflation in the future may have an adverse effect on our ability to maintain current levels of gross margin and selling, general and administrative expenses as a percentage of net revenues if the selling prices of our products do not increase with these increased costs.

#### **ITEM 4. CONTROLS AND PROCEDURES**

Our management has evaluated, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (the “Exchange Act”). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective in ensuring that information required to be disclosed in our Exchange Act reports is (1) recorded, processed, summarized and reported in a timely manner and (2) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting during the most recent fiscal quarter that has materially affected, or that is reasonably likely to materially affect our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1A. RISK FACTORS**

The Risk Factors included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2012 have not materially changed.

**ITEM 6. EXHIBITS**

| <u>Exhibit<br/>No.</u> |   |
|------------------------|---|
| 10.01                  | Under Armour, Inc. 2013 Non-Employee Director Compensation Plan |
| 31.01                  | Section 302 Chief Executive Officer Certification.              |
| 31.02                  | Section 302 Chief Financial Officer Certification.              |
| 32.01                  | Section 906 Chief Executive Officer Certification.              |
| 32.02                  | Section 906 Chief Financial Officer Certification.              |
| 101.INS                | XBRL Instance Document  |
| 101.SCH                | XBRL Taxonomy Extension Schema Document                         |
| 101.CAL                | XBRL Taxonomy Extension Calculation Linkbase Document           |
| 101.DEF                | XBRL Taxonomy Extension Definition Linkbase Document            |
| 101.LAB                | XBRL Taxonomy Extension Label Linkbase Document                 |
| 101.PRE                | XBRL Taxonomy Extension Presentation Linkbase Document          |

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNDER ARMOUR, INC.

By: /s/ BRAD DICKERSON

Brad Dickerson

*Chief Financial Officer*

Date: April 30, 2013

**UNDER ARMOUR, INC.****2013 NON-EMPLOYEE DIRECTOR COMPENSATION PLAN**

**WHEREAS**, Under Armour, Inc. (the “Company”) has utilized various arrangements pursuant to which Non-Employee Directors of the Company have been compensated for their services as a director of the Company;

**WHEREAS**, the Board of Directors of the Company (the “Board”) wishes to align director compensation more directly with the shareholder's interest;

**WHEREAS**, the Board has now determined the terms and conditions of the Under Armour, Inc. 2013 Non-Employee Director Compensation Plan (the “Plan”) and wishes to formally establish the Plan;

**NOW, THEREFORE**, the Company through this instrument establishes the Under Armour, Inc. 2013 Non-Employee Director Compensation Plan, in accordance with the terms as set forth herein, which plan is an amendment and restatement of the 2010 Non-Employee Director Compensation Plan.

**Section 1     Interpretation****1.1     Purposes**

The purposes of the Plan are:

- (a) to develop a mechanism to compensate Non-Employee Directors for their services to the Company; and
- (b) to provide a financial incentive that will help the Company to attract and retain highly qualified individuals to serve as Non-Employee Directors of the Company.

**1.2     Definitions**

Wherever used in the Plan, unless otherwise defined, the following terms shall have the meanings set forth below:

- (a) **“Affiliate”** means a subsidiary, division or affiliate of the Company, as determined in accordance with Section 414(b), (c) or (m) of the Code.
- (b) **“Award Agreement”** means an award agreement by and between a Non-Employee Director and the Company, entered into pursuant to the terms of the Omnibus Incentive Plan.
- (c) **“Audit Committee”** means the Audit Committee of the Board of Directors.

- (d) **“Board”** or **“Board of Directors”** means those individuals who serve from time to time as the Board of Directors of the Company.
- (e) **“Change in Control”** has the meaning given to it in the Omnibus Incentive Plan.
- (f) **“Code”** means the United States Internal Revenue Code of 1986, as amended.
- (g) **“Committee”** means the committee of the Board of Directors to which the Board of Directors has delegated power to act under or pursuant to the provisions of the Plan, initially the Compensation Committee.
- (h) **“Committee Chair”** means the individual who chairs a committee or a sub-committee of the Board to which the Board has delegated authority with respect to certain functions, including the Audit Committee, the Compensation Committee, the Nominating and Governance Committee and any other committee or sub-committee established by the Board.
- (i) **“Compensation Committee”** means the Compensation Committee of the Board of Directors.
- (j) **“Company”** means Under Armour, Inc., a Maryland corporation, and any successor to all or substantially all of its assets or business.
- (k) **“Disability”** has the meaning given to it in the Omnibus Incentive Plan.
- (l) **“Deferred Stock Unit”** means an interest credited under the DSU Plan. Each DSU represents the Company's obligation to issue one share of common stock in accordance with the terms of the DSU Plan.
- (m) **“DSU Plan”** means the Under Armour, Inc. 2006 Non-Employee Directors Deferred Stock Unit Plan, as amended and restated from time to time.
- (n) **“Effective Date”** of the Plan is January 1, 2013.
- (o) **“Grant Date”** means the date of an annual shareholder meeting; provided however, that with respect to an Initial Restricted Stock Unit Grant made to a Non-Employee Director in accordance with Section 4.1 below, “Grant Date” means the first day of the month coincident with or next following the date the Non-Employee Director commences Board service.
- (p) **“Initial Restricted Stock Unit Grant”** means an equity grant made under Section 4.1 of this Plan.
- (q) **“Lead Director”** Independent Director appointed by the Board to act as liaison between Directors, CEO and other members of Management.
- (r) **“Nominating and Governance Committee”** means the Corporate Governance Committee of the Board of Directors.

- (s) **“Non-Employee Director”** means a member of the Board of Directors who is not an employee of the Company or any Affiliate of the Company.
- (t) **“Omnibus Incentive Plan”** means the Under Armour, Inc. 2005 Omnibus Long-Term Incentive Plan, as amended and restated from time to time.
- (u) **“Plan”** means this Under Armour, Inc. 2013 Non-Employee Director Compensation Plan, as amended and restated from time to time.
- (v) **“Plan Year”** means the twelve month period beginning on January 1 and ending on December 31 of each year.
- (w) **“RSU”** means a restricted stock unit granted under the Omnibus Incentive Plan.
- (x) **“Quarter”** means each Company fiscal calendar quarter, which begins on January 1, April 1, July 1, and October 1 of each year.
- (y) **“Separation from Service” or “Separate from Service”** means a Non-Employee Director ceasing to be a member of the Board for any reason, determined in accordance with Code Section 409A and the guidance issued thereunder, including Proposed Treas. Reg. Section 1.409A-1(h) (or any successor rule or regulation thereto).

## **Section 2**     **Eligibility**

Each Non-Employee Director shall be eligible to participate in the Plan on the date he or she is first appointed or nominated to the Board, in accordance with its terms.

## **Section 3**     **Compensation**

### **3.1**             **Annual Retainer**

- (a) Subject to the other provisions of this Plan, each Non-Employee Director shall receive an annual retainer of Fifty Five Thousand Dollars (\$55,000) in installments of Thirteen Thousand Seven Hundred Fifty Dollars (\$13,750) each Quarter, paid in arrears.
- (b) Non-Employee Directors appointed or elected to the Board during a Quarter and those who Separate from Service during a Quarter shall receive a *pro-rata* payment for that Quarter based on the number of days of service as a Board member in the Quarter.
- (c) A Non-Employee Director may elect to defer all of the value of the Annual Retainer as DSUs under the DSU Plan, in accordance with its terms.

### **3.2**             **Annual Retainer for Lead Director**

- (a) The Lead Directors shall receive an annual retainer of Twenty Five Thousand Dollars (\$25,000) in installments of Six Thousand Two Hundred Fifty Dollars (\$6,250) each Quarter, paid in arrears.
- (b) Lead Director may elect to defer all of the value of the Annual Retainer for Lead Director as DSUs under the DSU Plan, in accordance with its terms.

**3.3 Expenses**

Each Non-Employee Director shall be reimbursed for his or her reasonable expenses incurred for attending meetings and otherwise acting on the Company's behalf. To the extent that any reimbursement under the Plan provides for a “deferral of compensation” within the meaning of Section 409A of the Code, (i) the amount eligible for reimbursement in one calendar year may not affect the amount eligible for reimbursement in any other calendar year, (ii) the right to reimbursement is not subject to liquidation or exchange for another benefit, and (iii) any such reimbursement of an expense must be made on or before the last day of the calendar year following the calendar year in which the expense was incurred.

**3.4 Committee Chairs**

- (a) In addition to fees otherwise paid hereunder, each Committee Chair shall be paid a Committee Chair annual retainer, as follows:

| <u>Committee Chair</u>                     | <u>Annual Retainer</u> |
|--|------------------------|
| <b>Audit Committee</b>                     | \$15,000               |
| <b>Compensation Committee</b>              | \$12,500               |
| <b>Nominating and Governance Committee</b> | \$10,000               |

- (b) Whether the Committee Chair of an additional committee or sub-committee established by the Board is entitled to a Committee Chair annual retainer, and the amount of such retainer, if any, shall be determined by the Board, solely in its discretion.
- (c) Committee Chair annual retainer fees shall be paid in equal Quarterly payments, in arrears, and subject to the rules set forth at Section 3.1 (b) above.
- (d) A Non-Employee Director may elect to defer all of the value of the Committee Chair annual retainer as DSUs under the DSU Plan, in accordance with its terms.

**Section 4 Equity Grants**

#### **4.1 Initial Restricted Stock Unit Grant**

- (a) On the Grant Date applicable to Initial Restricted Stock Unit Grants, each new Non-Employee Director shall be granted an RSU with an equivalent value as of the Grant Date of One Hundred Thousand Dollars (\$100,000).
- (b) RSUs will be granted under and pursuant to the terms of the Omnibus Incentive Plan and subject to the terms of an Award Agreement by and between each Non-Employee Director and the Company. Each RSU shall vest 1/3<sup>rd</sup> annually while the Non-Employee Director continues to serve as a Board member, starting with the first anniversary of the Grant Date. Upon vesting, each RSU shall be settled in the form of a DSU, and shall be deferred in accordance with the terms of the DSU Plan. DSU interests shall be settled in the form of Company stock on the date that is six (6) months from the date the Board member incurs a Separation from Service and otherwise in accordance with Section 4 of the DSU Plan.
- (c) Non-Employee Directors who are Board Members on the Effective Date are not eligible for this RSU grant.

#### **4.2 Annual Restricted Stock Unit Grant**

Each Non-Employee Director who serves as a Board Member at the close of each annual shareholder meeting of the Company shall be awarded the number of RSUs equivalent in value as of the Grant Date to Seventy-Five Thousand Dollars (\$75,000). Annual RSUs shall 100% vest on the date of the next shareholder meeting following the Grant Date, if the Non-Employee Director is a Board member at that time. Upon vesting, each RSU shall be immediately settled in the form of a DSU, and shall be deferred in accordance with the terms of the DSU Plan. DSU interests shall be settled in the form of Company stock on the date that is six (6) months from the date the Board member incurs a Separation from Service, and otherwise in accordance with Section 4 of the DSU Plan.

#### **4.3 Rules Applicable to Equity Grants**

- (a) The Board, in its discretion, shall determine whether and to what extent a grant under this Section 4.2 to a Non-Employee Director who begins service as a Board member other than at an annual shareholders meeting shall be prorated for the first year of Board service.
- (b) Notwithstanding anything contained herein to the contrary, all grants under this Section 4 shall 100% vest upon the death or Disability of a Non-Employee Director, or upon a Change in Control. Upon vesting pursuant to this Section 4.3(b), RSUs shall be settled in the form of shares of Company common stock (with fractional shares settled in cash), issued directly to the Non-Employee Director or his beneficiary, and shall not be settled as DSUs in the DSU Plan.

## **Section 5     General**

### **5.1            Successors and Assigns**

The Plan shall be binding on the Company and its successors and assigns and each Non-Employee Director and his or her heirs and legal representatives and on any receiver or trustee in bankruptcy or representative of creditors of the Company or Non-Employee Director, as the case may be.

### **5.2            Amendment or Termination of the Plan**

The Board shall have the right and power at any time and from time to time to amend the Plan in whole or in part and at any time to terminate the Plan; provided, however, that an amendment to the Plan may be conditioned on the approval of the shareholders of the Company if and to the extent the Board determines that such approval is necessary or appropriate. No termination, amendment, or modification of the Plan shall adversely affect in any material way any award previously granted under the Plan, without the written consent of the affected Non-Employee Director.

### **5.3            Limitations on Rights of Non-Employee Directors**

- (a) Any and all of the rights of the Non-Employee Directors respecting payments under the Plan shall not be transferable or assignable other than by will or the laws of descent and distribution, nor shall they be pledged, encumbered or charged, and any attempt to do so shall be void.
- (b) Any liability of the Company to any Non-Employee Director with respect to receipt of payment under this Plan shall be based solely upon contractual obligations created by the Plan. Neither the Committee nor the Board shall be liable for any actions taken in accordance with the terms of the Plan.

### **5.4            Compliance with Law**

The obligations of the Company with respect to payments hereunder are subject to compliance with all applicable laws and regulations. In connection with the Plan, each Non-Employee Director shall comply with all applicable laws and regulations and shall furnish the Company with any and all information and undertakings as may be required to ensure compliance therewith.

### **5.5            Governing Law**

The Plan shall be governed by and construed in accordance with the laws of Maryland. The Plan is also intended to comply with the requirements of section 409A of the Code, to the extent such section applies, and to the extent applicable, this Plan shall be interpreted in a manner consistent with that intent.

### **5.6            Administration**

The Committee shall have complete discretionary authority and power to (i) construe, interpret and administer the Plan and any agreement or instrument entered into under the Plan,

(ii) establish, amend and rescind any rules and regulations relating to the Plan, (iii) make any other determinations that the Committee deems necessary or desirable for the administration of the Plan, including without limitation decisions regarding eligibility to participate and the amount and value of any payment, and (iv) delegate to other persons any duties and responsibilities relating to the administration of the Plan. The Committee may correct any defect or supply any omission or reconcile any inconsistency or ambiguity in the Plan in the manner and to the extent the Committee deems, in its sole and absolute discretion, necessary or desirable. No member of the Committee shall be liable for any action or determination made in good faith. Any decision of the Committee with respect to the administration and interpretation of the Plan shall be binding and conclusive for all purposes and on all persons, including the Company, all Non-Employee Directors and any other person claiming an entitlement or benefit through any Non-Employee Director. All expenses of administration of the Plan shall be borne by the Company.

**Certification of Chief Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Kevin A. Plank, certify that:

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

Date: April 30, 2013

/s/ KEVIN A. PLANK

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Kevin A. Plank

*Chairman of the Board of Directors,  
Chief Executive Officer and President*

**Certification of Chief Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Brad Dickerson, certify that:

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

Date: April 30, 2013

/s/ BRAD DICKERSON

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Brad Dickerson

*Chief Financial Officer*

## Certification of Chief Executive Officer

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Under Armour, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

- (i) the quarterly report on Form 10-Q of the Company for the period ended March 31, 2013 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 30, 2013

/s/ KEVIN A. PLANK

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Kevin A. Plank

*Chairman of the Board of Directors,  
Chief Executive Officer and President*

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Under Armour, Inc. and will be retained by Under Armour, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

## Certification of Chief Financial Officer

Pursuant to 18 U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Under Armour, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

- (i) the quarterly report on Form 10-Q of the Company for the period ended March 31, 2013 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 30, 2013

/s/ BRAD DICKERSON

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Brad Dickerson

*Chief Financial Officer*

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Under Armour, Inc. and will be retained by Under Armour, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.