

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

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### FILER

#### **GYMBOREE CORP**

CIK: **786110** | IRS No.: **942615258** | State of Incorporation: **DE** | Fiscal Year End: **0128**  
Type: **8-K** | Act: **34** | File No.: **000-21250** | Film No.: **06999998**  
SIC: **2300** Apparel & other finished products of fabrics & similar materials

Mailing Address  
500 HOWARD STREET  
SAN FRANCISCO CA 94105

Business Address  
500 HOWARD STREET  
SAN FRANCISCO CA 94105  
415-278-7000

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

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FORM 8-K

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

JULY 29, 2006

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Date of Report (Date of earliest event reported)

THE GYMBOREE CORPORATION

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(Exact Name of Registrant as Specified in Charter)

Delaware

000-21250

94-2615258

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(State or Other Jurisdiction  
of Incorporation)

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(Commission File No.)

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(IRS Employer  
Identification No.)

500 Howard Street, San Francisco, CA

94105

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(Address of principal executive offices)

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(Zip Code)

(415) 278-7000

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(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On August 3, 2006, The Gymboree Corporation issued a press release announcing certain financial information for the four-week period and quarter-ended July 29, 2006. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
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99.1	Press release of The Gymboree Corporation issued August 3, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE GYMBOREE CORPORATION

Dated: August 3, 2006

By: /s/ BLAIR W. LAMBERT  
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Name: Blair W. Lambert  
Title: Chief Operating Officer and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Press release of The Gymboree Corporation issued August 3, 2006.

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#### THE GYMBOREE CORPORATION REPORTS JULY AND SECOND QUARTER SALES

San Francisco, Calif., August 3, 2006 - The Gymboree Corporation (NASDAQ: GYMB) reported net sales from retail operations for the four-week period ended July 29, 2006 of \$49.5 million, an increase of 13% compared to net sales from retail operations of \$43.9 million for the same four-week period last year. Comparable store sales for the four-week period increased 6% compared to a 10% increase in comparable store sales for the same period last year.

Net sales from retail operations for the second fiscal quarter of 2006 were \$153.0 million, an increase of 18% compared to net sales from retail operations of \$129.3 million for the second fiscal quarter of last year. Comparable store sales for the second fiscal quarter increased 12% compared to a 9% increase in comparable store sales for the same period in fiscal 2005.

"July proved to be a very successful month," said Matthew McCauley, Chairman and Chief Executive Officer. "The product assortment was well received and our month-end Gymbucks promotion exceeded expectations. As a result, we are increasing our financial outlook for the fiscal quarter."

The Company now anticipates a loss for the second fiscal quarter of 2006 to be in the range of \$0.04 to \$0.02 per diluted share, including a charge of \$0.07 per diluted share relating to the previously announced retirement of the Company's former Chairman and Chief Creative Officer. For the full fiscal year, the Company is now expecting earnings in the range of \$1.42 to \$1.45 per diluted share. The Company will provide details on third and fourth quarter financial expectations in conjunction with its second quarter earnings conference call on August 16, 2006.

#### MANAGEMENT PRESENTATIONS

For more information about July sales, please listen to The Gymboree Corporation's monthly sales recording by calling the Company's Investor Relations Hotline at 415-278-7933. The recording will be available Thursday, August 3 at 7:55 a.m. ET through Wednesday, August 9 at 11:59 p.m. PT.

The live broadcast of the discussion of the second quarter 2006 financial results will be available to interested parties at 1:30 p.m. PT (4:30 p.m. ET) on Wednesday, August 16, 2006. To listen to the live broadcast over the Internet, please log on to [www.gymboree.com](http://www.gymboree.com), click on "Our Company" at the bottom of the page, go to "Investor and Media Relations" and then "Conference Calls, Webcasts & Presentations." A replay of the call will be available two hours after the broadcast through midnight ET, Wednesday, August 23, 2006, at 800-642-1687, passcode 4081957, as well as archived on our Web site at the same location as the live Web cast.

#### ABOUT THE GYMBOREE CORPORATION

The Gymboree Corporation's specialty retail brands offer unique, high-quality products delivered with personalized customer service. As of July 29, 2006, the Company operated a total of 684 stores: 570 Gymboree(R) retail stores (542 in the United States and 28 in Canada), 27 Gymboree Outlet retail stores, 70 Janie and Jack(R) retail shops and 17 Janeville(R) stores in the United States. The Company also operates online stores at [www.gymboree.com](http://www.gymboree.com) and [www.janieandjack.com](http://www.janieandjack.com), and offers directed parent-child developmental play programs at 528 franchised and company-operated centers in the United States and 27 other countries.

#### FORWARD-LOOKING STATEMENTS

The foregoing sales figures for the four-week period and second fiscal quarter-ended July 29, 2006 are un-audited and subject to quarter-end and year-end adjustment, and could differ materially from the financial information indicated. The foregoing paragraphs contain forward-looking statements relating to anticipated sales growth and cash flows and future financial performance. These are forward-looking statements for purposes of the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results could differ materially as a result of a number of factors, including customer reactions to new merchandise, service levels and new concepts, success in meeting our delivery targets, the level of our promotional activity, our gross margin achievement, our ability to appropriately manage inventory, general economic conditions, effects of future embargos from countries used to source product, and competitive market conditions. Other factors that may cause actual results to differ materially include those set forth in the reports that we file from time to time with the Securities and Exchange Commission, including our annual report on Form 10-K for the year-ended January 28, 2006. These forward-looking statements reflect The Gymboree Corporation's expectations as of July 29, 2006. The Gymboree Corporation undertakes no obligation to update the information provided herein.

Gymboree, Janie and Jack, and Janeville are registered trademarks of The Gymboree Corporation.