

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 13, 2025

Dillard's, Inc.

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction of incorporation)

1-6140

(Commission File Number)

71-0388071

(IRS Employer
Identification No.)

**1600 Cantrell Road
Little Rock, Arkansas**

(Address of principal executive offices)

72201

(Zip Code)

(501) 376-5200

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- Written communications 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 Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	DDS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On November 13, 2025, the registrant issued a press release announcing results for the 13 and 39 weeks ended November 1, 2025. A copy of the press release is furnished as Exhibit 99.1 to this current report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 13, 2025, announcing results for the 13 and 39 weeks ended November 1, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

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.

DILLARD'S, INC.

Date: November 13, 2025

By: /s/ Phillip R. Watts

Name: Phillip R. Watts

Title: Senior Vice President, Co-Principal Financial Officer and
Principal Accounting Officer

By: /s/ Chris B. Johnson

Name: Chris B. Johnson

Title: Senior Vice President and Co-Principal Financial Officer

Dillard's, Inc. Reports Third Quarter and Year-to-Date Results

LITTLE ROCK, Ark. (GLOBE NEWSWIRE) – November 13, 2025 - Dillard's, Inc. (NYSE: DDS) (the "Company" or "Dillard's") announced operating results for the 13 and 39 weeks ended November 1, 2025. This release contains certain forward-looking statements. Please refer to the Company's cautionary statements included below under "Forward-Looking Information."

Dillard's Chief Executive Officer William T. Dillard, II commented on the quarter, "We were happy to see sales strength continue through the third quarter, ending up 3%. We look forward to seeing and serving our customers this holiday season."

Highlights of the Third Quarter (compared to the prior year third quarter):

- **Total retail sales increased 3%**
- **Comparable store sales increased 3%**
- **Net income of \$129.8 million compared to \$124.6 million**
- **Earnings per share of \$8.31 compared to \$7.73**
- **Retail gross margin of 45.3% of sales compared to 44.5% of sales**
- **Operating expenses were \$440.4 million (30.0% of sales) compared to \$418.9 million (29.4% of sales)**
- **Ending inventory increased 2%**

Third Quarter Results

Dillard's reported net income for the 13 weeks ended November 1, 2025 of \$129.8 million, or \$8.31 per share, compared to \$124.6 million, or \$7.73 per share, for the 13 weeks ended November 2, 2024.

Sales – Third Quarter

Net sales for the 13 weeks ended November 1, 2025 and November 2, 2024 were \$1.469 billion and \$1.427 billion, respectively. Net sales includes the operations of the Company's construction business, CDI Contractors, LLC ("CDI").

Total retail sales (which excludes CDI) for the 13 weeks ended November 1, 2025 and November 2, 2024 were \$1.401 billion and \$1.356 billion, respectively. Total retail sales increased 3% for the 13-week period ended November 1, 2025 compared to the 13-week period ended November 2, 2024. Sales in comparable stores for the same period increased 3%.

Sales in ladies' accessories and lingerie, juniors' and children's apparel and ladies' apparel increased significantly compared to the prior year third quarter. Sales increased moderately in shoes and increased slightly in home and furniture, men's apparel and accessories and cosmetics.

Gross Margin – Third Quarter

Consolidated gross margin for the 13 weeks ended November 1, 2025 was 43.4% of sales compared to 42.6% of sales for the 13 weeks ended November 2, 2024.

Retail gross margin for the 13 weeks ended November 1, 2025 was 45.3% of sales compared to 44.5% of sales for the 13 weeks ended November 2, 2024. Compared to the prior year third quarter, retail gross margin increased moderately in ladies' accessories and lingerie and shoes; increased slightly in home and furniture and men's apparel and accessories; and was unchanged as a percentage in junior's and children's apparel, cosmetics and ladies' apparel.

Inventory increased 2% at November 1, 2025 compared to November 2, 2024.

Selling, General & Administrative Expenses – Third Quarter

Consolidated selling, general and administrative expenses (“operating expenses”) for the 13 weeks ended November 1, 2025 were \$440.4 million (30.0% of sales) and \$418.9 million (29.4% of sales) for the 13 weeks ended November 2, 2024. The increase is notably due to payroll and payroll-related expenses.

Highlights of the 39 Weeks (compared to the prior year 39 weeks):

- **Total retail sales increased 1%**
- **Comparable store sales increased 1%**
- **Net income of \$366.5 million compared to \$379.1 million**
- **Earnings per share of \$23.39 compared to \$23.42**
- **Retail gross margin of 42.9% of sales compared to 43.3% of sales**
- **Operating expenses were \$1.296 billion (28.7% of sales) compared to \$1.279 billion (28.6% of sales)**

39-Week Results

Dillard's reported net income for the 39 weeks ended November 1, 2025 of \$366.5 million, or \$23.39 per share, compared to \$379.1 million, or \$23.42 per share, for the 39 weeks ended November 2, 2024. Included in net income for the 39 weeks ended November 1, 2025 is a pretax gain of \$5.5 million (\$4.2 million after tax or \$0.27 per share) primarily related to the sale of four properties.

Sales – 39 Weeks

Net sales for the 39 weeks ended November 1, 2025 and November 2, 2024 were \$4.511 billion and \$4.466 billion, respectively.

Total retail sales for the 39 weeks ended November 1, 2025 and November 2, 2024 were \$4.315 billion and \$4.275 billion, respectively. Total retail sales increased 1% for the 39-week period ended November 1, 2025 compared to the 39-week period ended November 2, 2024. Sales in comparable stores increased 1% for the same period.

Gross Margin – 39 Weeks

Consolidated gross margin for the 39 weeks ended November 1, 2025 was 41.3% of sales compared to 41.6% of sales for the 39 weeks ended November 2, 2024.

Retail gross margin (which excludes CDI) for the 39 weeks ended November 1, 2025 was 42.9% of sales compared to 43.3% of sales for the 39 weeks ended November 2, 2024.

Selling, General & Administrative Expenses – 39 Weeks

Operating expenses for the 39 weeks ended November 1, 2025 were \$1.296 billion (28.7% of sales) compared to \$1.279 billion (28.6% of sales) for the 39 weeks ended November 2, 2024.

Share Repurchase

During the 39 weeks ended November 1, 2025, the Company purchased \$107.8 million (approximately 300,000 shares) of Class A Common Stock at an average price of \$359.16 per share.

As of November 1, 2025, authorization of \$165.2 million remained under the May 2023 program.

Total shares outstanding (Class A and Class B Common Stock) at November 1, 2025 and November 2, 2024 were 15.6 million and 15.9 million, respectively.

Store Information

Dillard's has announced the upcoming closure of its store at The Shops at Willow Bend in Plano, Texas (240,000 square feet). The store is expected to close in January 2026.

The Company operates 272 Dillard's stores, including 28 clearance centers, spanning 30 states (totaling 46.2 million square feet) and an Internet store at [dillards.com](https://www.dillards.com).

Dillard's, Inc. and Subsidiaries
Condensed Consolidated Statements of Income (Unaudited)
(In Millions, Except Per Share Data)

	13 Weeks Ended		13 Weeks Ended		39 Weeks Ended		39 Weeks Ended	
	November 1, 2025		November 2, 2024		November 1, 2025		November 2, 2024	
	Amount	% of Net Sales	Amount	% of Net Sales	Amount	% of Net Sales	Amount	% of Net Sales
Net sales	\$ 1,468.8	100.0 %	\$ 1,427.0	100.0 %	\$ 4,511.5	100.0 %	\$ 4,466.0	100.0 %
Service charges and other income	22.2	1.5	24.2	1.7	62.5	1.4	72.6	1.6
	1,491.0	101.5	1,451.2	101.7	4,574.0	101.4	4,538.6	101.6
Cost of sales	831.6	56.6	819.3	57.4	2,648.6	58.7	2,607.5	58.4
Selling, general and administrative expenses	440.4	30.0	418.9	29.4	1,296.3	28.7	1,279.2	28.6
Depreciation and amortization	44.5	3.0	44.1	3.1	133.5	3.0	136.5	3.1
Rentals	4.4	0.3	4.9	0.3	13.5	0.3	14.9	0.3
Interest and debt (income) expense, net	(3.1)	(0.2)	(4.5)	(0.3)	(5.3)	(0.1)	(11.9)	(0.3)
Other expense	5.0	0.3	6.2	0.4	15.8	0.3	18.5	0.4
Gain on disposal of assets	0.6	0.0	0.2	0.0	5.5	0.1	0.5	0.0
Income before income taxes	168.8	11.5	162.5	11.4	477.1	10.6	494.4	11.1
Income taxes	39.0		37.9		110.6		115.3	
Net income	\$ 129.8	8.8 %	\$ 124.6	8.7 %	\$ 366.5	8.1 %	\$ 379.1	8.5 %
Basic and diluted earnings per share	\$ 8.31		\$ 7.73		\$ 23.39		\$ 23.42	
Basic and diluted weighted average shares outstanding	15.6		16.1		15.7		16.2	

Dillard's, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (Unaudited)
(In Millions)

	November 1, 2025	November 2, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 1,149.2	\$ 980.4
Accounts receivable	44.9	61.7
Short-term investments	185.2	128.9
Merchandise inventories	1,718.1	1,682.2
Other current assets	71.6	89.1
Total current assets	<u>3,169.0</u>	<u>2,942.3</u>
Property and equipment, net	943.7	1,030.7
Operating lease assets	27.3	35.9
Deferred income taxes	65.6	64.8
Other assets	92.5	59.4
Total assets	<u>\$ 4,298.1</u>	<u>\$ 4,133.1</u>
Liabilities and stockholders' equity		
Current liabilities:		
Trade accounts payable and accrued expenses	\$ 1,214.0	\$ 1,215.0
Current portion of long-term debt	96.0	—
Current portion of operating lease liabilities	10.0	11.7
Federal and state income taxes	125.4	10.0
Total current liabilities	<u>1,445.4</u>	<u>1,236.7</u>
Long-term debt	225.7	321.6
Operating lease liabilities	16.9	24.3
Other liabilities	365.0	387.1
Subordinated debentures	200.0	200.0
Stockholders' equity	<u>2,045.1</u>	<u>1,963.4</u>
Total liabilities and stockholders' equity	<u>\$ 4,298.1</u>	<u>\$ 4,133.1</u>

Dillard's, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In Millions)

	39 Weeks Ended November 1, 2025	39 Weeks Ended November 2, 2024
Operating activities:		
Net income	\$ 366.5	\$ 379.1
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and other deferred costs	134.6	137.8
Gain on disposal of assets	(5.5)	(0.5)
Accrued interest on short-term investments	(7.0)	(9.2)
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable	10.8	(1.2)
Increase in merchandise inventories	(546.0)	(588.2)
Decrease in other current assets	22.5	9.8
Decrease (increase) in other assets	2.0	(1.0)
Increase in trade accounts payable and accrued expenses and other liabilities	426.1	447.6
Increase (decrease) in income taxes payable	101.8	(24.8)
Net cash provided by operating activities	<u>505.8</u>	<u>349.4</u>
Investing activities:		
Purchase of property and equipment and capitalized software	(73.8)	(89.1)
Proceeds from disposal of assets	7.6	0.6
Proceeds from insurance	1.5	—
Investments related to joint ventures	(34.3)	—
Purchase of short-term investments	(396.3)	(422.4)
Proceeds from maturities of short-term investments	543.7	450.8
Net cash provided by (used in) investing activities	<u>48.4</u>	<u>(60.1)</u>
Financing activities:		
Cash dividends paid	(11.8)	(12.2)
Purchase of treasury stock	(107.8)	(105.0)
Issuance cost of line of credit	(3.3)	—
Net cash used in financing activities	<u>(122.9)</u>	<u>(117.2)</u>
Increase in cash and cash equivalents	431.3	172.1
Cash and cash equivalents, beginning of period	717.9	808.3
Cash and cash equivalents, end of period	<u>\$ 1,149.2</u>	<u>\$ 980.4</u>
Non-cash transactions:		
Accrued capital expenditures	\$ 9.8	\$ 9.9
Accrued purchase of treasury stock and excise taxes	1.1	3.1
Stock awards	1.3	1.6
Lease assets obtained in exchange for new operating lease liabilities	2.5	2.2

Estimates for 2025

The Company is providing the following estimates for certain financial statement items for the 52-week period ending January 31, 2026 based upon current conditions. Actual results may differ significantly from these estimates as conditions and factors change - See "Forward-Looking Information."

	In Millions	
	2025 Estimated	2024 Actual
Depreciation and amortization	\$ 180	\$ 178
Rentals	20	21
Interest and debt (income) expense, net	(7)	(14)
Capital expenditures	100	105

Forward-Looking Information

This report contains certain forward-looking statements. The following are or may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995: (a) statements including words such as "may," "will," "could," "should," "believe," "expect," "future," "potential," "anticipate," "intend," "plan," "estimate," "continue," or the negative or other variations thereof; (b) statements regarding matters that are not historical facts; and (c) statements about the Company's future occurrences, plans and objectives, including those statements under the heading "Estimates for 2025" regarding certain financial statement items for the 52-week period ended January 31, 2026. The Company cautions that forward-looking statements contained in this report are based on estimates, projections, beliefs and assumptions of management and information available to management at the time of such statements and are not guarantees of future performance. The Company disclaims any obligation to update or revise any forward-looking statements based on the occurrence of future events, the receipt of new information or otherwise. Forward-looking statements of the Company involve risks and uncertainties and are subject to change based on various important factors. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements made by the Company and its management as a result of a number of risks, uncertainties and assumptions. Representative examples of those factors include (without limitation) general retail industry conditions and macro-economic conditions including inflation, economic recession and changes in traffic at malls and shopping centers; economic and weather conditions for regions in which the Company's stores are located and the effect of these factors on the buying patterns of the Company's customers, including the effect of changes in prices and availability of oil and natural gas; the availability of and interest rates on consumer credit; the impact of competitive pressures in the department store industry and other retail channels including specialty, off-price, discount and Internet retailers; changes in the Company's ability to meet labor needs amid nationwide labor shortages and an intense competition for talent; changes in consumer spending patterns, debt levels and their ability to meet credit obligations; high levels of unemployment; changes in tax legislation; trade disputes and changes in trade policies including the imposition (or threat) of new or increased duties, taxes, tariffs and other charges impacting our products or supply chain; changes in legislation and governmental regulations; adequate and stable availability and pricing of materials, production facilities and labor from which the Company sources its merchandise; changes in operating expenses, including employee wages, commission structures and related benefits; system failures or data security breaches; possible future acquisitions of store properties from other department store operators; the continued availability of financing in amounts and at the terms necessary to support the Company's future business; fluctuations in SOFR and other base borrowing rates; potential disruption from terrorist activity and the effect on ongoing consumer confidence; epidemic, pandemic or public health issues and their effects on public health, our supply chain, the health and well-being of our employees and customers and the retail industry in general; potential disruption of international trade and supply chain efficiencies; global conflicts (including the ongoing conflicts in the Middle East and Ukraine) and the possible impact on consumer

spending patterns and other economic and demographic changes of similar or dissimilar nature, and other risks and uncertainties, including those detailed from time to time in our periodic reports filed with the Securities and Exchange Commission, particularly those set forth under the caption “Item 1A, Risk Factors” in the Company’s Annual Report on Form 10-K for the fiscal year ended February 1, 2025.

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