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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

**FORM 8-K**

**[X] CURRENT REPORT PURSUANT TO THE INDENTURE, DATED AS OF  
OCTOBER 4, 2005 AMONG BROOKSTONE, INC., A DELAWARE  
CORPORATION, BROOKSTONE COMPANY, INC., THE GUARANTORS (AS  
DEFINED THEREIN) AND WELLS FARGO BANK, N.A., AS TRUSTEE**

Date of report (Date of earliest event reported): February 20, 2008

**BROOKSTONE, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation)

06-1182895  
(IRS Employer  
Identification No.)

ONE INNOVATION WAY, MERRIMACK, NH  
(Address of principal executive offices)

03054  
(Zip Code)

Telephone number, including area code 603-880-9500.

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 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))
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**Item 2.02 Results of Operations and Financial Condition.**

On February 20, 2008, Brookstone, Inc. issued a press release reporting its earnings results for its fourth fiscal quarter ended December 29, 2007. A copy of the press release is set forth as Exhibit 99.1 and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 December 29, 2007 Earnings Release

**SIGNATURE**

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

February 20, 2008

***By: /s/ Philip W. Roizin***

Philip W. Roizin  
Executive Vice President, Finance  
and Administration,  
Treasurer and Secretary  
(Principal Financial Officer and duly  
authorized to sign on behalf of registrant)

## Exhibit 99.1

### Brookstone Announces Fourth Quarter and Fiscal Year 2007 Financial Results

MERRIMACK, N.H., February 20, 2008 -- Innovative product development company and specialty lifestyle retailer Brookstone, Inc. today announced financial results for the fourth quarter and full Fiscal Year ended December 29, 2007.

For the 13-week period ended December 29, 2007, Brookstone reported total net sales of \$288.5 million, a 12.6 % increase from the comparable 13-week period of 2006. Same-store sales increased 5.2 % as compared to the comparable 13-week period last year.

For the 13-week period ended December 29, 2007, Brookstone reported income from continuing operations of \$64.6 million, compared to income from continuing operations of \$60.8 million for the comparable 13-week period last year.

For the 52-week period ended December 29, 2007, Brookstone reported total net sales of \$562.8 million, a 9.9 % increase from the comparable 52-week period of 2006. Same-store sales increased 5.0 % as compared to the comparable 52-week period last year.

For the 52-week period ended December 29, 2007, Brookstone reported income from continuing operations of \$39.9 million, compared to income from continuing operations of \$30.6 million for the comparable 52-week period last year.

Lou Mancini, Brookstone Chief Executive Officer, said: "We are pleased with our fourth quarter and full year results, which were driven by the efforts and accomplishments of our associates. We believe we offered an appealing and affordable product mix, improved our selling culture particularly at the stores, enacted several successful Direct Marketing initiatives, and introduced many successful new products, including exclusive OSIM healthy lifestyle products."

Brookstone, Inc. is an innovative product development and specialty lifestyle retail company that operates 314 Brookstone Brand stores nationwide and in Puerto Rico. Typically located in high-traffic regional shopping malls and airports, the stores feature unique and innovative consumer products. The Company also operates a Direct Marketing business that includes an e-commerce website at <http://www.brookstone.com>.

Statements in this release which are not historical facts, including statements about the Company's confidence or expectations, earnings, anticipated operations of its e-commerce sites and those of third-party service providers, and other statements about the Company's operational outlook are forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 ("Reform Act") and are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in such forward-looking statements. Such risks and uncertainties include, without limitation, risks of changing market conditions in the overall economy and the retail industry, consumer demand, the effectiveness of e-commerce technology and marketing efforts, availability of products, availability of adequate transportation of such products, and other factors detailed from time to time in the Company's annual and other reports posted to the Company's website. Words such as "estimate", "project", "plan", "believe", "feel", "anticipate", "assume", "may", "will", "should" and similar words and phrases may identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date thereof. The Company undertakes no obligations to publicly release any revisions to these forward-looking statements or reflect events or circumstances after the date hereof.

**BROOKSTONE, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands)

	December 29, 2007 (Unaudited)	December 30, 2006
<u>Assets</u>		
Current assets:		
Cash and cash equivalents	\$ 70,857	\$ 71,738
Receivables, net	12,816	12,472
Merchandise inventories	106,400	95,253
Deferred income taxes, net	4,166	3,841
Prepaid expenses	2,232	7,478
Total current assets	196,471	190,782
Property, plant and equipment, net	71,918	72,638
Intangible assets, net	129,500	131,354
Goodwill	189,524	189,524
Other assets	13,622	16,080
Total assets	\$ 601,035	\$ 600,378
<u>Liabilities and Shareholder's Equity</u>		
Current liabilities:		
Accounts payable	\$ 33,599	\$ 23,410
Other current liabilities	61,214	56,240
Total current liabilities	94,813	79,650
Other long-term liabilities	21,137	20,954
Long-term debt	174,777	190,253
Deferred income taxes	42,999	44,512
Other party interests in consolidated entities	1,250	1,114
Total shareholder's equity	266,059	263,895
Total liabilities and shareholder's equity	\$ 601,035	\$ 600,378

**BROOKSTONE, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(In thousands)  
(Unaudited)

	Thirteen Weeks Ended	
	December 29, 2007	December 30, 2006
Net sales	\$ 288,461	\$ 256,110
Cost of sales	<u>157,349</u>	<u>140,112</u>
Gross profit	131,112	115,998
Selling, general and administrative expenses	<u>66,517</u>	<u>55,180</u>
Income from continuing operations	64,595	60,818
Loss on early extinguishment of debt	383	-
Interest expense, net	6,970	7,019
Income before taxes, other party interests in consolidated entities and discontinued operations	<u>57,242</u>	<u>53,799</u>
Other party interests in consolidated entities	<u>303</u>	<u>183</u>
Income before taxes and discontinued operations	56,939	53,616
Income tax	22,563	19,371
Loss on discontinued operations, net of income tax benefit	<u>(130)</u>	<u>(99)</u>
Net income	<u>\$ 34,246</u>	<u>\$ 34,146</u>

**BROOKSTONE, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(In thousands)

	Fiscal Year Ended	
	December 29, 2007 (Unaudited)	December 30, 2006
Net sales	\$ 562,835	\$ 511,914
Cost of sales	<u>360,793</u>	<u>333,979</u>
Gross profit	202,042	177,935
Selling, general and administrative expenses	<u>162,138</u>	<u>147,368</u>
Income from continuing operations	39,904	30,567
Loss on early extinguishment of debt	506	-
Interest expense, net	25,711	25,389
Income before taxes, other party interests in consolidated entities and discontinued operations	<u>13,687</u>	<u>5,178</u>
Other party interests in consolidated entities	<u>1,320</u>	<u>1,133</u>
Income before taxes and discontinued operations	12,367	4,045
Income tax	5,610	1,934
Loss on discontinued operations, net of income tax benefit	<u>(337)</u>	<u>(479)</u>
Net income	<u>\$ 6,420</u>	<u>\$ 1,632</u>

Contact:

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