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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): April 23, 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 April 23, 2008, Brookstone, Inc. issued a press release reporting its financial results for its first fiscal quarter ended March 29, 2008. 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 Press Release dated April 23, 2008 announcing financial results for Brookstone, Inc.’s first quarter ended March 29, 2008.

**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.

April 23, 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)

## **Brookstone Announces First Quarter 2008 Financial Results**

MERRIMACK, N.H., April 23, 2008 -- Innovative product development company and specialty lifestyle retailer Brookstone, Inc. today announced financial results for the first quarter ended March 29, 2008.

For the 13-week period ended March 29, 2008, Brookstone reported total net sales of \$89.8 million, an 8.0% increase from the comparable 13-week period last year. Same-store sales increased 1.1 percent as compared to the comparable 13-week period last year.

For the 13-week period ending March 29, 2008 Brookstone reported a loss from continuing operations of \$13.0 million, compared to a loss from continuing operations of \$11.7 million for the comparable 13-week period of 2007.

Brookstone ended the first quarter with approximately \$17.0 million in cash and no cash borrowings under our asset-backed lending agreement.

Lou Mancini, Brookstone Chief Executive Officer, said: "We are pleased with our first quarter 2008 results and our continuing trend of same-store sales increases, particularly given the current economic environment. In the second quarter, we will continue to launch new merchandise, including exclusive OSIM healthy lifestyle products, which we believe will continue to contribute positively to our performance."

Brookstone, Inc. is an innovative product development and specialty lifestyle retail company that operates 312 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 the Brookstone catalog and 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.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share data)

	<u>March 29, 2008</u> (Unaudited)	<u>December 29, 2007</u>	<u>March 31, 2007</u> (Unaudited)
<b><u>Assets</u></b>			
Current assets:			
Cash and cash equivalents	\$ 16,958	\$ 70,857	\$ 30,794
Receivables, net	9,130	12,816	8,416
Merchandise inventories	93,815	106,400	99,238
Deferred income taxes, net	11,388	4,166	11,432
Prepaid expenses	9,667	4,020	8,844
Total current assets	140,958	198,259	158,724
Property, plant and equipment, net	69,381	71,918	70,790
Intangible assets, net	129,333	129,500	131,125
Goodwill	189,524	189,524	189,524
Other assets	11,045	11,834	14,586
Total assets	<u>\$ 540,241</u>	<u>\$ 601,035</u>	<u>\$ 564,749</u>
<b><u>Liabilities and Shareholder's Equity</u></b>			
Current liabilities:			
Accounts payable	\$ 11,501	\$ 33,599	\$ 14,822
Other current liabilities	34,827	61,214	40,001
Total current liabilities	46,328	94,813	54,823
Other long-term liabilities	20,497	21,137	21,439
Long-term debt	174,622	174,777	190,037
Deferred income taxes	43,001	42,999	44,530
Commitments and contingencies	---	---	---
Other party interests in consolidated entities	1,317	1,250	1,256
Shareholder's equity:			
Common stock – \$0.01 par value 1,000 shares authorized, one share issued and outstanding	---	---	---
Additional paid-in capital	240,588	240,380	245,021
Accumulated other comprehensive income	533	593	150
Retained earnings	13,355	25,086	7,493
Total shareholder's equity	254,476	266,059	252,664
Total liabilities and shareholder's equity	<u>\$ 540,241</u>	<u>\$ 601,035</u>	<u>\$ 564,749</u>

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

	<b>Thirteen weeks ended</b>	
	<u><b>March 29, 2008</b></u>	<u><b>March 31, 2007</b></u>
Net sales	\$ 89,801	\$ 83,140
Cost of sales	<u>68,016</u>	<u>64,140</u>
Gross profit	21,785	19,000
Selling, general and administrative expenses	<u>34,735</u>	<u>30,671</u>
Loss from continuing operations	(12,950)	(11,671)
Interest expense, net	<u>5,622</u>	<u>5,931</u>
Loss before taxes, other party interests in consolidated entities and discontinued operations	(18,572)	(17,602)
Other party interests in consolidated entities	<u>266</u>	<u>308</u>
Loss before taxes and discontinued operations	(18,838)	(17,910)
Income tax benefit	(7,107)	(6,808)
Loss on discontinued operations, net of tax benefit	<u>-</u>	<u>(71)</u>
Net loss	<u><u>\$ (11,731)</u></u>	<u><u>\$ (11,173)</u></u>

Contact:

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