

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>GILT GROUPE HOLDINGS, INC 401(K) PLAN</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2009</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>001</u>	1c Effective date of plan <u>01/01/2009</u>	
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1c Effective date of plan <u>01/01/2009</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GILT GROUPE HOLDINGS, INC</u> <u>2 PARK AVENUE</u> <u>5TH FLOOR</u> <u>NEW YORK, NY 10016</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN) <u>38-3853492</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>646-929-6860</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>451110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>38-3853492</u>	2c Sponsor's telephone number <u>646-929-6860</u>	2d Business code (see instructions) <u>451110</u>	
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Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/10/2013</u>	<u>MICHAEL PANTO</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number 																											
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name GILT GROUPE, INC		4b EIN 20-8734635 4c PN 001																											
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="text-align: right;">970</td> </tr> </table>	5	970																									
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="text-align: right;">702</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">188</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">890</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">890</td> </tr> <tr> <td style="text-align: center;">6g</td> <td style="text-align: right;">768</td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">0</td> </tr> </table>			6a	702	6b	0	6c	188	6d	890	6e	0	6f	890	6g	768	6h	0									
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td></td> </tr> </table>	7																										
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D																													
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:																													
9a Plan funding arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td>Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>		(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor	9b Plan benefit arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td>Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>	(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor			
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																													
a Pension Schedules <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☒</td> <td>R (Retirement Plan Information)</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary</td> </tr> <tr> <td>(3)</td> <td>☐</td> <td>SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary</td> </tr> </table>		(1)	☒	R (Retirement Plan Information)	(2)	☐	MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(3)	☐	SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☒</td> <td>H (Financial Information)</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>I (Financial Information – Small Plan)</td> </tr> <tr> <td>(3)</td> <td>☐</td> <td>A (Insurance Information)</td> </tr> <tr> <td>(4)</td> <td>☒</td> <td>C (Service Provider Information)</td> </tr> <tr> <td>(5)</td> <td>☒</td> <td>D (DFE/Participating Plan Information)</td> </tr> <tr> <td>(6)</td> <td>☐</td> <td>G (Financial Transaction Schedules)</td> </tr> </table>	(1)	☒	H (Financial Information)	(2)	☐	I (Financial Information – Small Plan)	(3)	☐	A (Insurance Information)	(4)	☒	C (Service Provider Information)	(5)	☒	D (DFE/Participating Plan Information)	(6)	☐	G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>GILT GROUPE HOLDINGS, INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GILT GROUPE HOLDINGS, INC</u>	D Employer Identification Number (EIN) <u>38-3853492</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
MERRILL LYNCH,PIERCE,FENNER & SMITH

13-5674085

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
ALLIANCEBERNSTEIN L.P

13-4064930

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ALLIANZ GLOBAL INVESTORS DISRIBUTOR 1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DAVIS DISTRIBUTORS, INC.

85-0360310

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DWS INVESTMENTS DISTRIBUTOR, INC

36-3976708

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY DISTRIBUTORS CORP

500 SALEM STREET
MAIL ZONE O3N
SMITHFIELD, RI 02917

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

INVESCO DISTRIBUTORS, INC.

74-1894784

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JANUS DISTRIBUTORS, INC.

151 DETROIT STREET
DENVER, CO 80206

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MFS FUND DISTRIBUTORS, INC.

04-2747644

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

MUNDER

38-3212521

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NYLIFE DISTRIBUTORS, INC.

169 LACKAWANNA AVENUE
PARSIPPANY, NJ 07054

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

OPPENHEIMER FUNDS, INC.

13-2527171

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PHOENIX-VIRTUS

56 PROSPECT STREET
PO BOX 150480
HARTFORD, CT 06115

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

STATE STREET CORPORATION

04-1867445

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

THORNBURG SECURITIES CORPRATION

230 NORTH RIDGETOP RD
SANTA FE, NM 87506

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

TOCQUEVILLE

615 EAST MICHIGAN STREET
3RD FLOOR
MILWAUKEE, WI 53202

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ASCENSUS

11-3665754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 99 15 60 50	RECORDKEEPER	14430	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

ADP

22-1467904

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 64 49 50	RECORD KEEPER	950	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ADP BROKER DEALER

22-3319984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
63 60 59 49 99	RECORD KEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ASCENSUS	15 60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MERRILL LYNCH,PIERCE,FENNER & SMITH 13-5674085		SEE THE ATTACHED FORMULA DESCRIPTION REPORT LISTING THE FORMULAS FOR SUB-TA REVENUE BY FUND.
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANCEBERNSTEIN L.P. 13-4064930		ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICA NEW YORK, NY 10105		ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DAVIS DISTRIBUTORS, LLC 85-0360310	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DWS INVESTMENT DISTRIBUTOR, INC. 36-3976708	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FIDELITY DISTRIBUTORS CORP 500 SALEM STREET MAIL ZONE 03N SMITHFIELD, RI 02917	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59 99	0
(d) Enter name and EIN (address) of source of indirect compensation INVESCO DISTRIBUTORS, INC. 74-1894784 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00780 OF AVERAGE DAILY ASSETS		
(a) Enter service provider name as it appears on line 2 ADP BROKER-DEALER (b) Service Codes (see instructions) 63 60 59 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation JANUS DISTRIBUTORS, INC 151 DETROIT STREET DENVER, CO 80206 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS		
(a) Enter service provider name as it appears on line 2 ADP BROKER-DEALER (b) Service Codes (see instructions) 63 60 59 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation MFS FUND DISTRIBUTORS, INC 04-2747644 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS		

Part I Service Provider Information (continued)

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(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation MUNDER 38-3212521 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS		
(a) Enter service provider name as it appears on line 2 ADP BROKER-DEALER (b) Service Codes (see instructions) 63 60 59 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation NYLIFE DISTRIBUTORS, LLC 169 LACKAWANNA AVENUE PARSIPPANY, NJ 07054 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS		
(a) Enter service provider name as it appears on line 2 ADP BROKER-DEALER (b) Service Codes (see instructions) 63 60 59 (c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation OPPENHEIMER FUNDS INC 13-2527171 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		
PHOENIX-VIRTUS 56 PROSPECT STREET PO BOX 150480 HARTFORD, CT 06115	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2		
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		
STATE STREET CORPORATION 04-1867445	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00670 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00620 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2		
ADP BROKER-DEALER	63 60 59	0
(d) Enter name and EIN (address) of source of indirect compensation		
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD SANTA FE, NM 87506	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TOCQUEVILLE 615 EAST MICHIGAN STREET 3RD FLOOR MILWAUKEE, WI 53202	ANNUAL RATE 0.00500 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name: GRANT THORNTON LLP	b EIN: 36-6055558
c Position: PLAN AUDITOR	
d Address: 60 BROAD STREET 24TH FLOOR NEW YORK, NY 10004	e Telephone: 212-599-0100

Explanation: COST ISSUE

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>GILT GROUPE HOLDINGS, INC 401(K) PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GILT GROUPE HOLDINGS, INC</u>	D Employer Identification Number (EIN) <u>38-3853492</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN <u>04-0025081-065</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P MIDCAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

c EIN-PN <u>04-0025081-089</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STABLE ASSET ADP85

b Name of sponsor of entity listed in (a): INVESCO NATIONAL TRUST COMPANY

c EIN-PN <u>27-3884161-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>GILT GROUPE HOLDINGS, INC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GILT GROUPE HOLDINGS, INC</u>	D Employer Identification Number (EIN) <u>38-3853492</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		37142
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		5974
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	17700	63547
(9) Value of interest in common/collective trusts.....	1c(9)	449113	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3452381	7106396
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3919194	7213059

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	2181	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2181	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3917013	7213059
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	13869	
(B) Participants	2a(1)(B)	2769688	
(C) Others (including rollovers)	2a(1)(C)	255103	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3038660
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2013	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2013
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	121391	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		121391
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		23910
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		562451
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3748425

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	935566	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		935566
f Corrective distributions (see instructions)	2f		7090
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	15380	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	50	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		15430
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		958086

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2790339
l Transfers of assets:			
(1) To this plan.....	2l(1)		505707
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MARKS PANETH & SHRON LLP

(2) EIN: 11-3518842

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		226000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>GILT GROUPE HOLDINGS, INC 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GILT GROUPE HOLDINGS, INC</u>	D Employer Identification Number (EIN) <u>38-3853492</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>45-0404698</u> <u>57-1198022</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

GILT GROUPE HOLDINGS, INC.

401(K) PLAN

Financial Statements
Year Ended December 31, 2012
(Together with Independent Auditors' Report)



GILT GROUPE HOLDINGS, INC. 401(K) PLAN

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INDEPENDENT AUDITORS' REPORT

Trustees of
Gilt Groupe Holdings, Inc. 401(k) Plan

We were engaged to audit the accompanying financial statements of Gilt Groupe Holdings, Inc., 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by State Street Bank and Trust Company, the Trustee, and Ascensus as agent for Frontier Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Frontier Trust Company held the Plan's investment assets and executed investment transactions from March 1, 2012 to December 31, 2012, and that State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2012 (assets transferred February 29, 2012) and 2011. The Plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the Trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule H Line 4(i) – Schedule of Assets (Held at end of year) for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Markus Paneth & Shon LLP

New York, NY
October 10, 2013

GILT GROUPE HOLDINGS, INC 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
ASSETS		
Investments at fair value	\$ 7,112,370	\$ 3,901,494
Receivables		
Participant contribution	37,142	-
Notes receivable from participants	63,547	17,700
Total receivables	100,689	17,700
Total Assets	7,213,059	3,919,194
LIABILITIES		
Excess contribution payable	-	2,181
NET ASSETS AVAILABLE FOR BENEFITS	\$ 7,213,059	\$ 3,917,013

See accompanying notes to the financial statements.

GILT GROUPE HOLDINGS, INC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income	
Net appreciation in fair value of investments	\$ 586,361
Interest and dividends	121,391
Total investment income	<u>707,752</u>
Interest income on notes receivable from participants	2,012
Contributions:	
Participant	2,769,688
Employer	13,869
Rollovers	255,103
Total contributions	<u>3,038,660</u>
Transfer from other plans	<u>505,707</u>
Total additions	<u>4,254,131</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Rollovers	839,685
Benefits paid to participants	95,880
Corrective distributions	7,090
Administrative expenses	15,430
Total deductions	<u>958,085</u>
NET INCREASE	3,296,046

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>3,917,013</u>
End of year	<u>\$ 7,213,059</u>

See accompanying notes to the financial statements.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1: PLAN DESCRIPTION

The following description of the Gilt Groupe Holdings, Inc., 401(k) Plan (the "Plan") provides general information about the Plan's provisions. Gilt Groupe Holdings, Inc. (the "Company") is the Plan sponsor. Participants should refer to the Plan document and summary Plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the Plan sponsor.

General

The Plan, a defined contribution plan, was established in 2009 as the Gilt Groupe, Inc. 401(k) Plan. The sponsor of the Plan was Gilt Groupe, Inc. Effective February 15, 2012, the sponsor of the Plan was changed from Gilt Groupe, Inc. to Gilt Groupe Holdings, Inc. and the name of the Plan was changed to Gilt Groupe Holdings, Inc. 401(k) Plan.

Also effective February 15, 2012, the plans of Gilt City, Inc., Park & Bond, Inc. and Gilt Shared Services, Inc. were merged into the Gilt Groupe Holdings, Inc 401(k) Plan. As of February 29, 2012, all accounts of participants under these plans were transferred to the Plan.

Substantially all full-time employees of Gilt Groupe, Inc., Gilt City, Inc., Park & Bond, Inc., and Gilt Shared Services, Inc., who are twenty-one years of age or older are covered under the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute up to 85% of eligible earnings, as defined by the Plan. Contributions are subject to a maximum amount permitted by the Internal Revenue Code (the "Code"), which is \$17,000 and \$16,500 for the taxable years ended December 31, 2012 and 2011, respectively. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions subject to a maximum amount permitted by the Code is \$5,500 for the taxable years ended December 31, 2012 and 2011. Participants may elect to increase or reduce their rate of contribution at any time. A participant may make a rollover contribution to the Plan of amounts which he or she received from other qualified plans. Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis.

The Company may decide to make additional contributions to the Plan, in the form of a discretionary matching contribution, although the Company is not required to do so. Participants must make elective deferrals in order to receive this matching contribution. The percentage of elective deferrals to be matched, if any, will be determined by the Company and allocated to the participants' accounts at the end of the Plan year. Participants must be employed by the Company on the last day of the Plan year to receive this allocation. No such matching contributions were made during the year ended December 31, 2012.

The Plan includes a Roth 401(k) contribution option which allows participants to contribute after-tax dollars into a Roth 401(k) account within the Plan, and allows for tax-free earnings on those contributions if subsequent distributions are qualified under the Code.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1: PLAN DESCRIPTION (Continued)

Forfeited Accounts

At December 31, 2012 and 2011, there were no forfeited non-vested accounts. There were no forfeitures used during the year ended December 31, 2012.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contribution and Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Upon enrollment in the Plan, a participant may direct employee contributions to any of the investment options offered under the Plan. Participants may change their investment options at their discretion.

Vesting

Participants are immediately vested in their deferred contributions and rollover amounts plus actual earnings thereon. The Company's matching contributions will vest 25% after one year of credited service and 25% each year thereafter, with full vesting after four years of employment.

A participant's years of service for vesting are counted from the date of hire. If a participant terminates employment and is rehired within the next 12 months, the period of absence will be included in determining service for vesting purpose.

Notes Receivable from Participants

Participants may borrow against their vested interest up to 50 percent of their balance up to a maximum of \$50,000, subject to the provisions set forth for the Plan. The loans are secured by the balance in the participant's account and bear interest at a rates of 5.25 percent, which is commensurate with local prevailing rates as determined quarterly by the Plan administrator, and are generally payable in installments over periods ranging from one to five years (unless the loan is used for the purchase of a primary residence, in which case the repayment period may be up to thirty years). Principal and interest is paid ratably through monthly payroll deductions. A loan that is considered in default is reported as a deemed distribution which is a taxable event for the participant.

Payment of Benefits

On termination of service due to death, total permanent disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount, or in installment payments over a period not to exceed the life expectancy of the participant of the joint and last survivor.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1: PLAN DESCRIPTION (Continued)

Payment of Benefits (Continued)

In-service withdrawals of all or a portion of a participant's deferral contributions amount may be made by participants who have reached 59 1/2. Hardship withdrawals are permitted in cases of immediate and heavy financial need as defined in the Plan document. However, subsequent to a hardship withdrawal, participants' contributions are suspended for a period of six months. Minimum required distributions for participants who have reached 70 1/2 also apply in accordance with Internal Revenue Service ("IRS") regulations.

Note 2: SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recognized on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain amounts and disclosures. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2: SUMMARY OF ACCOUNTING POLICIES (Continued)

Investment and Administrative Expenses

Certain expenses of maintaining the plan are paid directly by the Company and excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses.

Subsequent Events

The plan has evaluated subsequent events through October 10, 2013, the date the financial statements were available to be issued.

Recent Accounting Pronouncements

In May 2011, the FASB issued *Amendments to Achieve Common Fair Value Measures and Disclosure Requirements in U.S. GAAP and IFRSs* to amend ASC 820 to converge the fair value measurement guidance in accounting principles generally accepted in the United States of America ("GAAP") and International Financial Reporting Standards ("IFRSs"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. The amendments also require additional fair value disclosures. The amendments are to be applied prospectively for nonpublic entities for annual periods beginning after December 15, 2011. The adoption did not have an impact on the Plan's financial statements.

Note 3: INVESTMENTS – INFORMATION PREPARED AND CERTIFIED BY TRUSTEES AS COMPLETE AND ACCURATE

Investments held by the Plan as of December 31, 2012 were certified by Ascensus, as agent for Frontier Trust Company ("Frontier"), Trustee. Investments held by the Plan as of December 31, 2011 were certified by State Street Bank and Trust Company ("State Street"), Trustee.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3: INVESTMENTS – INFORMATION PREPARED AND CERTIFIED BY TRUSTEES AS COMPLETE AND ACCURATE (Continued)

The following information presents investments that represents 5 percent or more of the plan's assets:

	2012 (Frontier)	2011 (State Street)
GM Fidelity Advisor New Insights Fund T	\$ 899,400	\$ -
GM Franklin Rising Dividends Fund A	904,337	-
GM PIMCO Total Return Fund A	1,767,867	-
Fidelity Adv Freedom 2030 T	-	339,254
Fidelity Adv Freedom 2040 T	-	1,156,209
Fidelity Adv Freedom 2050 T	-	711,614
Less than 5 percent assets	3,540,766	1,694,417
Total investments	<u>\$ 7,112,370</u>	<u>\$ 3,901,494</u>

During 2012, the Plan's investments (including mutual fund dividends, gains and losses on investments bought and sold, as well as investments held during the year) appreciated in value by \$586,361. Mutual funds are valued at the fair value of the net assets of the underlying investments.

The following information appears on the statement of changes in net assets available for benefits:

Net appreciation in fair value of investments	<u>\$ 586,361</u>
Interest and dividends	<u>\$ 121,391</u>

Notes Receivable from participants of \$63,547 and \$17,700 as of December 31, 2012 and 2011, and interest income on notes receivable from participants of \$2,012 in 2012 have also been certified by trustee.

Note 4: FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4: FAIR VALUE MEASUREMENTS (Continued)

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the assets or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurements. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common Collective Trust

Collective trust funds are valued at the net asset value (NAV) of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4: FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012.

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Cap U.S. Stock	\$ 2,066,403	\$ -	\$ -	\$ 2,066,403
Mid Cap U.S. Stock	784,554	-	-	784,554
Small Cap U.S. Stock	344,852	-	-	344,852
Specialty U.S. Stock	247,898	-	-	247,898
Target Date	181,787	-	-	181,787
International Stock	1,029,197	-	-	1,029,197
Government Bond	2,735	-	-	2,735
Diversified Bond	2,448,970	-	-	2,448,970
Cash	5,974	-	-	5,974
Total Assets at Fair Value	<u>\$ 7,112,370</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 7,112,370</u>

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
U.S. Equity	\$ 629,536	\$ -	\$ -	\$ 629,536
Fixed Income	374,668	-	-	374,668
International	141,589	-	-	141,589
Target Date	2,306,587	-	-	2,306,587
Total Mutual Funds	3,452,380	-	-	3,452,380
Common Collective Trusts:				
Stable Value (1)	-	185,733	-	185,733
U.S. Equity (2)	-	263,381	-	263,381
	<u>\$ 3,452,380</u>	<u>\$ 449,114</u>	<u>\$ -</u>	<u>\$ 3,901,494</u>

(1) Stable Value is a common/collective trust that has an underlying stable value fund to seek capital preservation.

(2) U. S. Equity is a collection of common/collective trusts that have underlying U. S. equity mutual funds. . The objective of the funds is to replicate the total return of the S&P500 Index and S&P MidCap 400 index over the long term.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4: FAIR VALUE MEASUREMENTS (Continued)

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no transfers in or out of levels 1, 2 or 3.

Note 5: PLAN TERMINATION

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a Plan termination, all participants will become 100 percent vested in their accounts.

Note 6: TAX STATUS

On March 31, 2008, the IRS stated that the prototype adopted by the plan, as then designed, qualifies under Internal Revenue Code ("IRC") Section 401(a). The plan has not received a determination letter specified to the plan itself; however, the plan administrators (and the plan's tax counsel) believe that the plan was designed and was being operated in compliance with the applicable requirements of the IRC, and therefore believes that the plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 7: RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments represent shares in mutual funds or other investments administered by Frontier and State Street. Frontier and State Street are the Trustees, as defined by the Plan, and therefore qualify as party-in-interest transactions. Fees paid by the Plan for administrative expenses amounted to \$14,480 to Frontier and \$950 to State Street for the year ended December 31, 2012.

NOTE 8: EXCESS CONTRIBUTIONS

For the year ended December 31, 2012, certain participant contributions were deemed to be excess contributions under the IRC. Such contributions and related investment earnings thereon were refunded to plan participants in 2012. The excess contributions of \$7,090 were recorded in the Plan's financial statements at December 31, 2012.

Note 9: RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

GILT GROUPE HOLDINGS, INC 401(k) PLAN
 EIN # 38-3853492
 Plan No.: 001
 SUPPLEMENTAL INFORMATION
 FORM 5500 SCHEDULE H LINE 4(i)
 SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost**	Current Value
(a)	(b)	(c)	(d)
		(d)	(e)
Cash	Cash		\$ 5,974
American Funds EuroPacific GrowthR3	Mutual Fund		30,852
BlackRock Long-Horizon Equity Fund A	Mutual Fund		9,143
BlackRock S&P 500 Index Instl	Mutual Fund		175,097
Columbia Mid Cap Index Fund A	Mutual Fund		82,211
Fidelity Advisor New Insights Fund T	Mutual Fund		34,586
Franklin Rising Dividends Fund A	Mutual Fund		49,590
GM American Funds EuroPacific GrowthR3	Mutual Fund		328,139
GM Fidelity Advisor New Insights Fund T	Mutual Fund		899,400
GM Franklin Rising Dividends Fund A	Mutual Fund		904,337
GM Ivy Science and Technology Y	Mutual Fund		3,119
GM Janus Triton A	Mutual Fund		313,094
GM Neuberger Berman Genesis Adv	Mutual Fund		305,864
GM Oppenheimer Developing Markets Fund A	Mutual Fund		325,420
GM Perkins Mid Cap Value Fund A	Mutual Fund		307,297
GM PIMCO Real Return Fund A	Mutual Fund		289,875
GM PIMCO Total Return Fund A	Mutual Fund		1,767,867
GM Prudential Global Real Estate A	Mutual Fund		194,741
GM Templeton Global Bond Fund A	Mutual Fund		314,979
GM Van Eck Global Hard Assets Fund A	Mutual Fund		125,108
Goldman Sachs Short Duration GovtA	Mutual Fund		2,735
Ivy Science and Technology Y	Mutual Fund		115,107
Janus Triton A	Mutual Fund		31,758
JPMorgan SmartRetirement 2015 Fund A	Mutual Fund		104
JPMorgan SmartRetirement 2020 Fund A	Mutual Fund		105
JPMorgan SmartRetirement 2025 Fund A	Mutual Fund		105
JPMorgan SmartRetirement 2030 Fund A	Mutual Fund		105
JPMorgan SmartRetirement 2035 Fund A	Mutual Fund		7,949
JPMorgan SmartRetirement 2040 Fund A	Mutual Fund		159,861
JPMorgan SmartRetirement 2045 Fund A	Mutual Fund		13,558
Invesco Growth and Income Fund A	Mutual Fund		3,483
Neuberger Berman Genesis Adv	Mutual Fund		71,600
Oppenheimer Developing Markets Fund A	Mutual Fund		89,634
Perkins Mid Cap Value Fund A	Mutual Fund		17,582
PIMCO Real Return Fund A	Mutual Fund		15,938
PIMCO Total Return Fund A	Mutual Fund		19,585
Prudential Global Real Estate A	Mutual Fund		51,268
Templeton Global Bond Fund A	Mutual Fund		40,726
Van Eck Global Hard Assets Fund A	Mutual Fund		4,564
Total			<u>\$ 7,112,370</u>
* Notes Receivable from Participants	5.25% with maturity dates ranging from 7/2013 - 8/2027	-	<u>\$ 63,547</u>

*Indicates Party-in-Interest to the Plan

**Cost information omitted, as all investments are participant directed

See independent auditors' report

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: GILT GROUPE HOLDINGS, INC. 401(K) PLAN

Plan Number: 214471

Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
JSMAX	JPMorgan SmartRetirement 2030 Fund A	12 dollars per fund position
TPINX	Templeton Global Bond Fund A	12 dollars per fund position
SRJAX	JPMorgan SmartRetirement 2035 Fund A	12 dollars per fund position
SMTAX	JPMorgan SmartRetirement 2040 Fund A	12 dollars per fund position
PTTAX	PIMCO Total Return Fund A	12 dollars per fund position
PRTNX	PIMCO Real Return Fund A	12 dollars per fund position
ODMAX	Oppenheimer Developing Markets Fund A	12 dollars per fund position
NTIAX	Columbia Mid Cap Index Fund A	12 dollars per fund position
NBGAX	Neuberger Berman Genesis Adv	12 dollars per fund position
ACGIX	Invesco Growth and Income Fund A	12 dollars per fund position
JTTAX	JPMorgan SmartRetirement 2020 Fund A	12 dollars per fund position
FNITX	Fidelity Advisor New Insights Fund T	12 dollars per fund position
JSFAX	JPMorgan SmartRetirement 2015 Fund A	12 dollars per fund position
JSAXX	JPMorgan SmartRetirement 2045 Fund A	12 dollars per fund position
JNSAX	JPMorgan SmartRetirement 2025 Fund A	12 dollars per fund position
JGMAX	Janus Triton A	12 dollars per fund position
JDPAX	Perkins Mid Cap Value Fund A	12 dollars per fund position
GSSDX	Goldman Sachs Short Duration GovtA	12 dollars per fund position
GHAAX	Van Eck Global Hard Assets Fund A	12 dollars per fund position
FRDPX	Franklin Rising Dividends Fund A	12 dollars per fund position
MDEGX	BlackRock Long-Horizon Equity Fund A	12 dollars per fund position
GMPRTNX	GM PIMCO Real Return Fund A	12 dollars per fund position
MASRX	BlackRock S&P 500 Index Instl	N/A

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description

Plan Name: GILT GROUPE HOLDINGS, INC. 401(K) PLAN

Plan Number: 214471

Broker Dealer: Merrill Lynch

Ticker Symbol	Investment Name	Formula used to determine Sub-TA Compensation paid to Ascensus
GMMRAXX	GM BlackRock Ready Assets Prime Money	N/A
GMLAGWX	GM Lord Abbett Developing Growth Fu	N/A
GMACGIX	GM Invesco Growth and Income Fund A	N/A
MRAXX	Ready Assets(7dayYield:0.00%)	6 dollars per fund position
GMWSTYX	GM Ivy Science and Technology Y	12 dollars per fund position
GMTPINX	GM Templeton Global Bond Fund A	12 dollars per fund position
GMRERCX	GM American Funds EuroPacific GrowthR3	12 dollars per fund position
WSTYX	Ivy Science and Technology Y	12 dollars per fund position
GMPTTAX	GM PIMCO Total Return Fund A	12 dollars per fund position
PURAX	Prudential Global Real Estate A	12 dollars per fund position
GMODMAX	GM Oppenheimer Developing Markets Fund A	12 dollars per fund position
GMNBGAX	GM Neuberger Berman Genesis Adv	12 dollars per fund position
GMJGMAX	GM Janus Triton A	12 dollars per fund position
GMJDPAX	GM Perkins Mid Cap Value Fund A	12 dollars per fund position
GMGHAAX	GM Van Eck Global Hard Assets Fund A	12 dollars per fund position
GMFRDPX	GM Franklin Rising Dividends Fund A	12 dollars per fund position
GMFNITX	GM Fidelity Advisor New Insights Fund T	12 dollars per fund position
RERCX	American Funds EuroPacific GrowthR3	12 dollars per fund position
PRI MONEY	Prior Money - MENS FULL PRICE. plan	N/A
GMPURAX	GM Prudential Global Real Estate A	12 dollars per fund position

Schedule C, Part I, line 2(h) Formula Description and Schedule C, Part I, line 3(e)

Formula Description - Additional Fee Notes

Plan Name: GILT GROUPE HOLDINGS, INC. 401(K) PLAN

Plan Number: 214471

Broker Dealer: Merrill Lynch

Merrill Lynch

Effective January, 1, 2012, for the funds for which Ascensus receives a per-position dollar amount from Merrill Lynch, Ascensus will receive an additional payment from Merrill Lynch in the amount of 0.035% of average plan assets in the investment.

GILT GROUPE HOLDINGS, INC.

401(K) PLAN

Financial Statements
Year Ended December 31, 2012
(Together with Independent Auditors' Report)



GILT GROUPE HOLDINGS, INC. 401(K) PLAN

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INDEPENDENT AUDITORS' REPORT

Trustees of
Gilt Groupe Holdings, Inc. 401(k) Plan

We were engaged to audit the accompanying financial statements of Gilt Groupe Holdings, Inc., 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by State Street Bank and Trust Company, the Trustee, and Ascensus as agent for Frontier Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that Frontier Trust Company held the Plan's investment assets and executed investment transactions from March 1, 2012 to December 31, 2012, and that State Street Bank and Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2012 (assets transferred February 29, 2012) and 2011. The Plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan administrator by the Trustees is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule H Line 4(i) – Schedule of Assets (Held at end of year) for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Markus Paneth & Shon LLP

New York, NY
October 10, 2013

GILT GROUPE HOLDINGS, INC 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
ASSETS		
Investments at fair value	\$ 7,112,370	\$ 3,901,494
Receivables		
Participant contribution	37,142	-
Notes receivable from participants	63,547	17,700
Total receivables	100,689	17,700
Total Assets	7,213,059	3,919,194
LIABILITIES		
Excess contribution payable	-	2,181
NET ASSETS AVAILABLE FOR BENEFITS	\$ 7,213,059	\$ 3,917,013

See accompanying notes to the financial statements.

GILT GROUPE HOLDINGS, INC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income	
Net appreciation in fair value of investments	\$ 586,361
Interest and dividends	<u>121,391</u>
Total investment income	<u>707,752</u>
Interest income on notes receivable from participants	2,012
Contributions:	
Participant	2,769,688
Employer	13,869
Rollovers	<u>255,103</u>
Total contributions	<u>3,038,660</u>
Transfer from other plans	<u>505,707</u>
Total additions	<u>4,254,131</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Rollovers	839,685
Benefits paid to participants	95,880
Corrective distributions	7,090
Administrative expenses	<u>15,430</u>
Total deductions	<u>958,085</u>
NET INCREASE	3,296,046

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>3,917,013</u>
End of year	<u>\$ 7,213,059</u>

See accompanying notes to the financial statements.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1: PLAN DESCRIPTION

The following description of the Gilt Groupe Holdings, Inc., 401(k) Plan (the "Plan") provides general information about the Plan's provisions. Gilt Groupe Holdings, Inc. (the "Company") is the Plan sponsor. Participants should refer to the Plan document and summary Plan description for a more complete description of the Plan's provisions, copies of which may be obtained from the Plan sponsor.

General

The Plan, a defined contribution plan, was established in 2009 as the Gilt Groupe, Inc. 401(k) Plan. The sponsor of the Plan was Gilt Groupe, Inc. Effective February 15, 2012, the sponsor of the Plan was changed from Gilt Groupe, Inc. to Gilt Groupe Holdings, Inc. and the name of the Plan was changed to Gilt Groupe Holdings, Inc. 401(k) Plan.

Also effective February 15, 2012, the plans of Gilt City, Inc., Park & Bond, Inc. and Gilt Shared Services, Inc. were merged into the Gilt Groupe Holdings, Inc 401(k) Plan. As of February 29, 2012, all accounts of participants under these plans were transferred to the Plan.

Substantially all full-time employees of Gilt Groupe, Inc., Gilt City, Inc., Park & Bond, Inc., and Gilt Shared Services, Inc., who are twenty-one years of age or older are covered under the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute up to 85% of eligible earnings, as defined by the Plan. Contributions are subject to a maximum amount permitted by the Internal Revenue Code (the "Code"), which is \$17,000 and \$16,500 for the taxable years ended December 31, 2012 and 2011, respectively. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions subject to a maximum amount permitted by the Code is \$5,500 for the taxable years ended December 31, 2012 and 2011. Participants may elect to increase or reduce their rate of contribution at any time. A participant may make a rollover contribution to the Plan of amounts which he or she received from other qualified plans. Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis.

The Company may decide to make additional contributions to the Plan, in the form of a discretionary matching contribution, although the Company is not required to do so. Participants must make elective deferrals in order to receive this matching contribution. The percentage of elective deferrals to be matched, if any, will be determined by the Company and allocated to the participants' accounts at the end of the Plan year. Participants must be employed by the Company on the last day of the Plan year to receive this allocation. No such matching contributions were made during the year ended December 31, 2012.

The Plan includes a Roth 401(k) contribution option which allows participants to contribute after-tax dollars into a Roth 401(k) account within the Plan, and allows for tax-free earnings on those contributions if subsequent distributions are qualified under the Code.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1: PLAN DESCRIPTION (Continued)

Forfeited Accounts

At December 31, 2012 and 2011, there were no forfeited non-vested accounts. There were no forfeitures used during the year ended December 31, 2012.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contribution and Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Upon enrollment in the Plan, a participant may direct employee contributions to any of the investment options offered under the Plan. Participants may change their investment options at their discretion.

Vesting

Participants are immediately vested in their deferred contributions and rollover amounts plus actual earnings thereon. The Company's matching contributions will vest 25% after one year of credited service and 25% each year thereafter, with full vesting after four years of employment.

A participant's years of service for vesting are counted from the date of hire. If a participant terminates employment and is rehired within the next 12 months, the period of absence will be included in determining service for vesting purpose.

Notes Receivable from Participants

Participants may borrow against their vested interest up to 50 percent of their balance up to a maximum of \$50,000, subject to the provisions set forth for the Plan. The loans are secured by the balance in the participant's account and bear interest at a rates of 5.25 percent, which is commensurate with local prevailing rates as determined quarterly by the Plan administrator, and are generally payable in installments over periods ranging from one to five years (unless the loan is used for the purchase of a primary residence, in which case the repayment period may be up to thirty years). Principal and interest is paid ratably through monthly payroll deductions. A loan that is considered in default is reported as a deemed distribution which is a taxable event for the participant.

Payment of Benefits

On termination of service due to death, total permanent disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount, or in installment payments over a period not to exceed the life expectancy of the participant of the joint and last survivor.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1: PLAN DESCRIPTION (Continued)

Payment of Benefits (Continued)

In-service withdrawals of all or a portion of a participant's deferral contributions amount may be made by participants who have reached 59 1/2. Hardship withdrawals are permitted in cases of immediate and heavy financial need as defined in the Plan document. However, subsequent to a hardship withdrawal, participants' contributions are suspended for a period of six months. Minimum required distributions for participants who have reached 70 1/2 also apply in accordance with Internal Revenue Service ("IRS") regulations.

Note 2: SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is 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. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recognized on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain amounts and disclosures. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2: SUMMARY OF ACCOUNTING POLICIES (Continued)

Investment and Administrative Expenses

Certain expenses of maintaining the plan are paid directly by the Company and excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses.

Subsequent Events

The plan has evaluated subsequent events through October 10, 2013, the date the financial statements were available to be issued.

Recent Accounting Pronouncements

In May 2011, the FASB issued *Amendments to Achieve Common Fair Value Measures and Disclosure Requirements in U.S. GAAP and IFRSs* to amend ASC 820 to converge the fair value measurement guidance in accounting principles generally accepted in the United States of America ("GAAP") and International Financial Reporting Standards ("IFRSs"). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. The amendments also require additional fair value disclosures. The amendments are to be applied prospectively for nonpublic entities for annual periods beginning after December 15, 2011. The adoption did not have an impact on the Plan's financial statements.

Note 3: INVESTMENTS – INFORMATION PREPARED AND CERTIFIED BY TRUSTEES AS COMPLETE AND ACCURATE

Investments held by the Plan as of December 31, 2012 were certified by Ascensus, as agent for Frontier Trust Company ("Frontier"), Trustee. Investments held by the Plan as of December 31, 2011 were certified by State Street Bank and Trust Company ("State Street"), Trustee.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3: INVESTMENTS – INFORMATION PREPARED AND CERTIFIED BY TRUSTEES AS COMPLETE AND ACCURATE (Continued)

The following information presents investments that represents 5 percent or more of the plan's assets:

	2012 (Frontier)	2011 (State Street)
GM Fidelity Advisor New Insights Fund T	\$ 899,400	\$ -
GM Franklin Rising Dividends Fund A	904,337	-
GM PIMCO Total Return Fund A	1,767,867	-
Fidelity Adv Freedom 2030 T	-	339,254
Fidelity Adv Freedom 2040 T	-	1,156,209
Fidelity Adv Freedom 2050 T	-	711,614
Less than 5 percent assets	3,540,766	1,694,417
Total investments	<u>\$ 7,112,370</u>	<u>\$ 3,901,494</u>

During 2012, the Plan's investments (including mutual fund dividends, gains and losses on investments bought and sold, as well as investments held during the year) appreciated in value by \$586,361. Mutual funds are valued at the fair value of the net assets of the underlying investments.

The following information appears on the statement of changes in net assets available for benefits:

Net appreciation in fair value of investments	<u>\$ 586,361</u>
Interest and dividends	<u>\$ 121,391</u>

Notes Receivable from participants of \$63,547 and \$17,700 as of December 31, 2012 and 2011, and interest income on notes receivable from participants of \$2,012 in 2012 have also been certified by trustee.

Note 4: FAIR VALUE MEASUREMENTS

FASB ASC 820, *Fair Value Measurements* provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4: FAIR VALUE MEASUREMENTS (Continued)

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the assets or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurements. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common Collective Trust

Collective trust funds are valued at the net asset value (NAV) of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4: FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012.

	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Cap U.S. Stock	\$ 2,066,403	\$ -	\$ -	\$ 2,066,403
Mid Cap U.S. Stock	784,554	-	-	784,554
Small Cap U.S. Stock	344,852	-	-	344,852
Specialty U.S. Stock	247,898	-	-	247,898
Target Date	181,787	-	-	181,787
International Stock	1,029,197	-	-	1,029,197
Government Bond	2,735	-	-	2,735
Diversified Bond	2,448,970	-	-	2,448,970
Cash	5,974	-	-	5,974
Total Assets at Fair Value	<u>\$ 7,112,370</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 7,112,370</u>

Assets at Fair Value as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
U.S. Equity	\$ 629,536	\$ -	\$ -	\$ 629,536
Fixed Income	374,668	-	-	374,668
International	141,589	-	-	141,589
Target Date	2,306,587	-	-	2,306,587
Total Mutual Funds	3,452,380	-	-	3,452,380
Common Collective Trusts:				
Stable Value (1)	-	185,733	-	185,733
U.S. Equity (2)	-	263,381	-	263,381
	<u>\$ 3,452,380</u>	<u>\$ 449,114</u>	<u>\$ -</u>	<u>\$ 3,901,494</u>

(1) Stable Value is a common/collective trust that has an underlying stable value fund to seek capital preservation.

(2) U. S. Equity is a collection of common/collective trusts that have underlying U. S. equity mutual funds. . The objective of the funds is to replicate the total return of the S&P500 Index and S&P MidCap 400 index over the long term.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4: FAIR VALUE MEASUREMENTS (Continued)

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no transfers in or out of levels 1, 2 or 3.

Note 5: PLAN TERMINATION

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a Plan termination, all participants will become 100 percent vested in their accounts.

Note 6: TAX STATUS

On March 31, 2008, the IRS stated that the prototype adopted by the plan, as then designed, qualifies under Internal Revenue Code ("IRC") Section 401(a). The plan has not received a determination letter specified to the plan itself; however, the plan administrators (and the plan's tax counsel) believe that the plan was designed and was being operated in compliance with the applicable requirements of the IRC, and therefore believes that the plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 7: RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments represent shares in mutual funds or other investments administered by Frontier and State Street. Frontier and State Street are the Trustees, as defined by the Plan, and therefore qualify as party-in-interest transactions. Fees paid by the Plan for administrative expenses amounted to \$14,480 to Frontier and \$950 to State Street for the year ended December 31, 2012.

NOTE 8: EXCESS CONTRIBUTIONS

For the year ended December 31, 2012, certain participant contributions were deemed to be excess contributions under the IRC. Such contributions and related investment earnings thereon were refunded to plan participants in 2012. The excess contributions of \$7,090 were recorded in the Plan's financial statements at December 31, 2012.

Note 9: RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

GILT GROUPE HOLDINGS, INC 401(k) PLAN
EIN # 38-3853492
Plan No.: 001
SUPPLEMENTAL INFORMATION
FORM 5500 SCHEDULE H LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost**	Current Value
(a)	(b)	(c)	(d)
		(d)	(e)
Cash	Cash		\$ 5,974
American Funds EuroPacific GrowthR3	Mutual Fund		30,852
BlackRock Long-Horizon Equity Fund A	Mutual Fund		9,143
BlackRock S&P 500 Index Instl	Mutual Fund		175,097
Columbia Mid Cap Index Fund A	Mutual Fund		82,211
Fidelity Advisor New Insights Fund T	Mutual Fund		34,586
Franklin Rising Dividends Fund A	Mutual Fund		49,590
GM American Funds EuroPacific GrowthR3	Mutual Fund		328,139
GM Fidelity Advisor New Insights Fund T	Mutual Fund		899,400
GM Franklin Rising Dividends Fund A	Mutual Fund		904,337
GM Ivy Science and Technology Y	Mutual Fund		3,119
GM Janus Triton A	Mutual Fund		313,094
GM Neuberger Berman Genesis Adv	Mutual Fund		305,864
GM Oppenheimer Developing Markets Fund A	Mutual Fund		325,420
GM Perkins Mid Cap Value Fund A	Mutual Fund		307,297
GM PIMCO Real Return Fund A	Mutual Fund		289,875
GM PIMCO Total Return Fund A	Mutual Fund		1,767,867
GM Prudential Global Real Estate A	Mutual Fund		194,741
GM Templeton Global Bond Fund A	Mutual Fund		314,979
GM Van Eck Global Hard Assets Fund A	Mutual Fund		125,108
Goldman Sachs Short Duration GovtA	Mutual Fund		2,735
Ivy Science and Technology Y	Mutual Fund		115,107
Janus Triton A	Mutual Fund		31,758
JPMorgan SmartRetirement 2015 Fund A	Mutual Fund		104
JPMorgan SmartRetirement 2020 Fund A	Mutual Fund		105
JPMorgan SmartRetirement 2025 Fund A	Mutual Fund		105
JPMorgan SmartRetirement 2030 Fund A	Mutual Fund		105
JPMorgan SmartRetirement 2035 Fund A	Mutual Fund		7,949
JPMorgan SmartRetirement 2040 Fund A	Mutual Fund		159,861
JPMorgan SmartRetirement 2045 Fund A	Mutual Fund		13,558
Invesco Growth and Income Fund A	Mutual Fund		3,483
Neuberger Berman Genesis Adv	Mutual Fund		71,600
Oppenheimer Developing Markets Fund A	Mutual Fund		89,634
Perkins Mid Cap Value Fund A	Mutual Fund		17,582
PIMCO Real Return Fund A	Mutual Fund		15,938
PIMCO Total Return Fund A	Mutual Fund		19,585
Prudential Global Real Estate A	Mutual Fund		51,268
Templeton Global Bond Fund A	Mutual Fund		40,726
Van Eck Global Hard Assets Fund A	Mutual Fund		4,564
Total			<u>\$ 7,112,370</u>
* Notes Receivable from Participants	5.25% with maturity dates ranging from 7/2013 - 8/2027	-	<u>\$ 63,547</u>

*Indicates Party-in-Interest to the Plan

**Cost information omitted, as all investments are participant directed

See independent auditors' report

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Gilt Groupe Holdings, Inc 401(K) Plan

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Invesco	Invesco Growth and Income Fund A	0	3,483
	BlackRock	BlackRock S&P 500 Index Instl	0	175,097
	Franklin	Franklin Rising Dividends Fund A	0	49,500
	Perkins	Perkins Mid Cap Value Fund A	0	17,582
	Columbia	Columbia Mid Cap Index Fund A	0	82,211
	Neuberger	Neuberger Berman Genesis Adv	0	71,600
	Merrill Lynch	Ready Assets(7dayYield:0.00%)	0	4,545

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Gilt Groupe Holdings, Inc 401(K) Plan

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Goldman Sachs	Goldman Sachs Short Duration GovtA	0	2,735
	PIMCO	PIMCO Total Return Fund A	0	19,586
	PIMCO	PIMCO Real Return Fund A	0	15,938
	American Funds	American Funds EuroPacific GrowthR3	0	30,852
	Oppenheimer	Oppenheimer Developing Markets Fund A	0	89,634
	Templeton	Templeton Global Bond Fund A	0	40,726
	BlackRock	BlackRock Long-Horizon Equity Fund A	0	9,143

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Gilt Groupe Holdings, Inc 401(K) Plan

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Van Eck	Van Eck Global Hard Assets Fund A	0	4,563
	Prudential	Prudential Global Real Estate A	0	51,268
	Ivy	Ivy Science and Technology Y	0	115,107
	JP Morgan	JPMorgan SmartRetirement 2015 Fund A	0	104
	JP Morgan	JPMorgan SmartRetirement 2020 Fund A	0	105
	JP Morgan	JPMorgan SmartRetirement 2025 Fund A	0	105
	JP Morgan	JPMorgan SmartRetirement 2030 Fund A	0	105

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Gilt Groupe Holdings, Inc 401(K) Plan

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JP Morgan	JPMorgan SmartRetirement 2035 Fund A	0	7,949
	JP Morgan	JPMorgan SmartRetirement 2040 Fund A	0	159,861
	JP Morgan	JPMorgan SmartRetirement 2045 Fund A	0	13,558
	Fidelity	Fidelity Advisor New Insights Fund T	0	34,586
	Franklin	GM Franklin Rising Dividends Fund A	0	904,337
	Fidelity	GM Fidelity Advisor New Insights Fund T	0	899,400
	Perkins	GM Perkins Mid Cap Value Fund A	0	307,297

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Gilt Groupe Holdings, Inc 401(K) Plan

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Ivy	GM Ivy Science and Technology Y	0	3,118
	Neuberger	GM Neuberger Berman Genesis Adv	0	305,864
	American Funds	GM American Funds EuroPacific GrowthR3	0	328,139
	Oppenheimer	GM Oppenheimer Developing Markets Fund A	0	325,420
	PIMCO	GM PIMCO Total Return Fund A	0	1,767,867
	Templeton	GM Templeton Global Bond Fund A	0	314,979
	PIMCO	GM PIMCO Real Return Fund A	0	289,875

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Gilt Groupe Holdings, Inc 401(K) Plan

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Van Eck	GM Van Eck Global Hard Assets Fund A	0	125,108
	Prudential	GM Prudential Global Real Estate A	0	194,741
	Janus	Janus Triton A	0	31,758
	Janus	GM Janus Triton A	0	313,095
	Participants Loan Account	Various Rates and Maturities	0	63,547
	Frontier Trust Company	Contribution Account	0	1,429