

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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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>WEST MARINE ASSOCIATES 401(K) SAVINGS PLAN</u> 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>WEST MARINE PRODUCTS, INC.</u> <u>500 WESTRIDGE DRIVE</u> <u>WATSONVILLE, CA 95076</u>	1b Three-digit plan number (PN) ▶	<u>002</u>	
	1c Effective date of plan	<u>01/01/1987</u>	
	2b Employer Identification Number (EIN)	<u>94-2374523</u>	
	2c Sponsor's telephone number	<u>831-728-2700</u>	
	2d Business code (see instructions)	<u>453990</u>	

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	Filed with authorized/valid electronic signature.	<u>10/14/2013</u>	<u>LINDA KENNEDY</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 WEST MARINE PRODUCTS, INC. 500 WESTRIDGE DRIVE WATSONVILLE, CA 95076		3b Administrator's EIN 94-2374523
		3c Administrator's telephone number 831-728-2700
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		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 3565
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	3225
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	236
d Subtotal. Add lines 6a , 6b , and 6c	6d	3461
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	3461
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1283
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	10
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
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 3F		
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) (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) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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 (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 (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> 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 WEST MARINE ASSOCIATES 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 WEST MARINE PRODUCTS, INC.	D Employer Identification Number (EIN) 94-2374523	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	040652	3461	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	9174117
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b Balance at the end of the previous year	7b	8637647
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c Additions: (1) Contributions deposited during the year	7c(1)	792826	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	255741	
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)	804456	

▶ **LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS IN**

(6) Total additions	7c(6)	1853023
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d Total of balance and additions (add lines 7b and 7c(6))	7d	10490670
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	650338	
(2) Administration charge made by carrier	7e(2)	875	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	665340	

▶ **LOAN INITIATIONS TRANSFERS OUT/MISCELLANEOUS OUT
FORFEITURES DEBITS**

(5) Total deductions	7e(5)	1316553
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	9174117
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 WEST MARINE ASSOCIATES 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 WEST MARINE PRODUCTS, INC.	D Employer Identification Number (EIN) 94-2374523	

Part I	Service Provider Information (see instructions)
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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
PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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)

MOHLER, NIXON & WILLIAMS

77-0106234

(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?
10	NONE	11760	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CBIZ FINANCIAL SOLUTIONS, INC.

52-1396995

(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?
27	NONE	18000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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 50	NONE	12434	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)

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

(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 ☐

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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PRUDENTIAL RETIREMENT INSURANCE AND</p> <p>06-1050034</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>40.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 GUARANTEED INCOME FUND</p> </div> </div>		
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PRUDENTIAL INVESTMENTS, LLC</p> <p>22-3468527</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>27.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2012 TO 12/31/2012 PRU JENN MD CP GRW A</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		

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: MOHLER, NIXON & WILLIAMS	b EIN: 77-0106234
c Position: AUDITOR	
d Address: 635 CAMPBELL TECHNOLOGY PARKWAY CAMPBELL, CA 95008	e Telephone: 408-369-3705

Explanation: MOHLER NIXON & WILLIAMS MERGED WITH MOSS ADAMS LLP

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 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

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan WEST MARINE ASSOCIATES 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 WEST MARINE PRODUCTS, INC.	D Employer Identification Number (EIN) 94-2374523	

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)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)	14991	13846
(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)	1151584	1049720
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	28235133	33724989
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	8637647	9174117
(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	38039355	43962672

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	38039355	43962672
---	-----------	----------	----------

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)	616626	
(B) Participants	2a(1)(B)	2876582	
(C) Others (including rollovers)	2a(1)(C)	274204	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3767412
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)	45050	
(F) Other	2b(1)(F)	255740	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		300790
(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)	558775	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		558775
(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)		
(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)		3665863
c Other income.....	2c		19994
d Total income. Add all income amounts in column (b) and enter total.....	2d		8312834

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2265723	
(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)		2265723
f Corrective distributions (see instructions)	2f		113593
g Certain deemed distributions of participant loans (see instructions).....	2g		7521
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2680	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2680
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2389517

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5923317
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(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: MOSS ADAMS

(2) EIN: 91-0189318

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		40
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		5000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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.			
4n			

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>WEST MARINE ASSOCIATES 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WEST MARINE PRODUCTS, INC.</u>	D Employer Identification Number (EIN) <u>94-2374523</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>22-1211670</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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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.
----------------	---

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2012
v. 120126

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

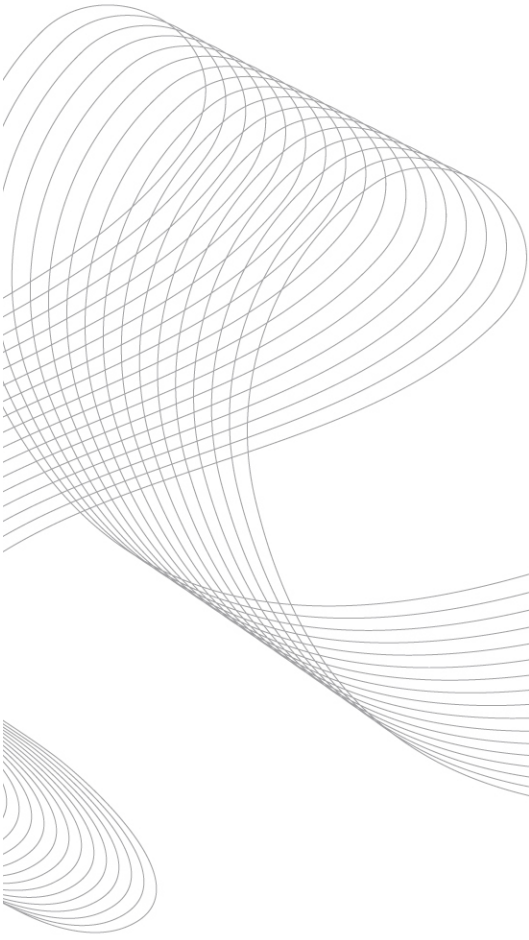
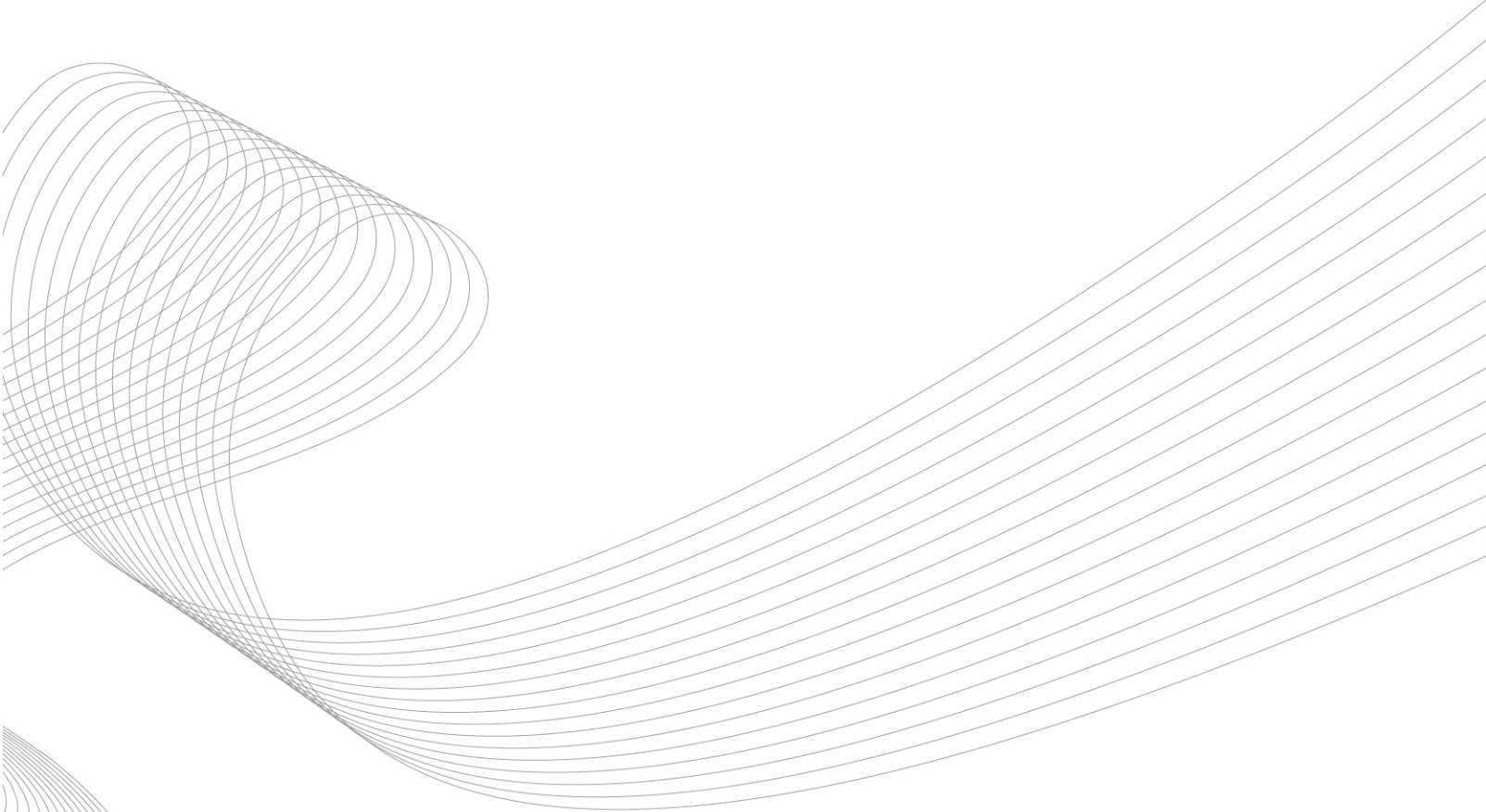
- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding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



Report of Independent Auditors and
Financial Statements with
Supplemental Schedules

**West Marine Associates
401(k) Savings Plan**

December 31, 2012 and 2011

MOSS ADAMS_{LLP}

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

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REPORT OF INDEPENDENT AUDITORS

To the Participants and
Plan Administrator of the
West Marine Associates
401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the West Marine Associates 401(k) Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's 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 matters 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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter – 2011 Financial Statements

The financial statements of the Plan as of and for the year ended December 31, 2011 were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 3, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, was presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplementary Information

The Schedule H, line 4(a) – Schedule of delinquent participant contributions and Schedule H, line 4(i) – Schedule of assets (held at end of year) as of and for the year ended December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are 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 this supplementary information.

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

The form and content of the information included in the 2012 financial statements and supplementary information, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



Campbell, California
October 11, 2013

FINANCIAL STATEMENTS

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 42,912,952	\$ 36,887,771
Receivables:		
Notes receivable from participants	1,049,720	1,151,584
Employer's contribution receivable	21,700	20,827
Participants' contributions receivable	<u>99,278</u>	<u>95,703</u>
Total receivables	<u>1,170,698</u>	<u>1,268,114</u>
Total assets	44,083,650	38,155,885
Liabilities:		
Excess contributions refundable	<u>148,390</u>	<u>113,593</u>
Net assets available for benefits	<u><u>\$ 43,935,260</u></u>	<u><u>\$ 38,042,292</u></u>

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment and other income (loss):		
Dividends and interest	\$ 859,565	\$ 796,361
Net realized and unrealized appreciation		
(depreciation) in fair value of investments	<u>3,685,857</u>	<u>(873,084)</u>
	<u>4,545,422</u>	<u>(76,723)</u>
Contributions:		
Participants'	3,119,564	2,892,055
Employer's	<u>617,499</u>	<u>550,609</u>
	<u>3,737,063</u>	<u>3,442,664</u>
Total additions	<u>8,282,485</u>	<u>3,365,941</u>
Deductions from net assets attributed to:		
Withdrawals and distributions	2,386,837	2,610,811
Administrative expenses	<u>2,680</u>	<u>3,720</u>
Total deductions	<u>2,389,517</u>	<u>2,614,531</u>
Net increase in net assets	5,892,968	751,410
Net assets available for benefits:		
Beginning of year	<u>38,042,292</u>	<u>37,290,882</u>
End of year	<u><u>\$ 43,935,260</u></u>	<u><u>\$ 38,042,292</u></u>

See accompanying notes.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 – THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General – The following description of the West Marine Associates 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan that was established in 1987 by West Marine Products, Inc. (the Company) to provide benefits to eligible employees, as defined in the Plan document. The Plan is currently designed to be qualified under the applicable requirements of the Internal Revenue Code (the Code), as amended, and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration – The Company has appointed the 401(k) Committee (the Committee) to manage the operation and administration of the Plan. The Company has contracted with Prudential Bank & Trust, F.S.B. (Prudential) to act as the trustee and custodian, and an affiliate of Prudential as a third-party administrator to process and maintain the records of participant data. Substantially all expenses incurred for administering the Plan are paid by the Company, except for certain investment advisory and transaction fees.

Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of accounting – The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Forfeited accounts – Forfeited nonvested accounts may be used to pay Plan administrative expenses or reduce future employer contributions.

Investment valuation and income recognition – The Plan's investments are stated 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 2 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 recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought or sold as well as held during the year.

An investment contract valued at contract value as reported by Prudential approximates and is reported in the financial statements at fair value.

Notes receivable from participants – Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

Income taxes – The Plan has adopted a prototype plan that has received an opinion letter from the Internal Revenue Service. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to 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 the Plan is no longer subject to income tax examinations for years prior to 2009.

Risks and uncertainties – The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations, and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates, or other factors in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Recent accounting pronouncements – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU No. 2011-04 requires disclosure of valuation techniques for level 2 and level 3 measurements, and for level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU No. 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between level 1 and level 2 of the fair value hierarchy. The Plan adopted the new disclosure requirements effective January 1, 2012.

Subsequent events – The Plan has evaluated subsequent events through October 11, 2013, which is the date the financial statements were available to be issued.

NOTE 2 – FAIR VALUE MEASUREMENTS

The fair value measurements standard establishes a 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 the standard are described below:

- 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 market prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

- Inputs other than quoted prices that are observable for the asset 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 measurement.

The asset's 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 measurement. 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 significant assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Valued using the market approach at the net asset value of shares held by the Plan at year end.

Common stock: Valued at the closing price reported on the active market on which the individual security is traded.

Guaranteed income fund: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. The fund is a fixed rate fund, which guarantees interest rate for six months at a time and invests in various types of bonds, mortgages, and other high quality investment vehicles. The fund is always fully redeemable.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond funds	\$ 6,514,099	\$ -	\$ -	\$ 6,514,099
Growth funds	12,730,629	-	-	12,730,629
Value funds	10,895,502	-	-	10,895,502
Blend funds	3,584,759	-	-	3,584,759
Total mutual funds	33,724,989	-	-	33,724,989
Guaranteed income fund	-	-	9,174,117	9,174,117
Employer securities	13,846	-	-	13,846
Total assets at fair value	\$ 33,738,835	\$ -	\$ 9,174,117	\$ 42,912,952
2011				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond funds	\$ 5,548,700	\$ -	\$ -	\$ 5,548,700
Growth funds	10,268,353	-	-	10,268,353
Value funds	9,394,784	-	-	9,394,784
Blend funds	3,023,296	-	-	3,023,296
Total mutual funds	28,235,133	-	-	28,235,133
Guaranteed income fund	-	-	8,637,647	8,637,647
Employer securities	14,991	-	-	14,991
Total assets at fair value	\$ 28,250,124	\$ -	\$ 8,637,647	\$ 36,887,771

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

	<u>Guaranteed income fund</u>
Balance, beginning of year	\$ 8,637,647
Realized gains	255,740
Purchases	1,093,157
Sales	<u>(812,427)</u>
	<u>\$ 9,174,117</u>

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011:

	<u>Guaranteed income fund</u>
Balance, beginning of year	\$ 8,136,105
Realized gain	280,415
Purchases	925,068
Sales	<u>(703,941)</u>
	<u>\$ 8,637,647</u>

Quantitative information about significant unobservable inputs used in level 3 fair value measurements:

<u>Name</u>	<u>Fair value</u>	<u>Valuation technique</u>	<u>Unobservable inputs</u>	<u>Range of input values/ (weighted avg.)</u>
Prudential Guaranteed Interest Fund	\$ 9,174,117	Market value adjustment formula in contract	Crediting rate	Greater than or equal to the contractual minimum crediting

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 3 – GUARANTEED INCOME ACCOUNT

The Plan has a fully benefit-responsive interest account with Prudential Insurance. Prudential Insurance maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed interest account issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed interest account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential Insurance, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 3%. Such interest rates are reviewed on a quarterly basis for resetting.

Generally, there are not any events that could limit the ability of the Plan to transact at contract value paid within 90 days or, in rare circumstances, contract value paid over time.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	<u>2012</u>	<u>2011</u>
Average yields:		
Based on actual earnings	3%	3.03%
Based on interest rate credited to participants	3%	3.03%

NOTE 4 – RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by an affiliate of Prudential, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

The Plan held the following shares of Company common stock at December 31, 2012 and 2011:

<u>Date</u>	<u>Number of units</u>	<u>Cost</u>	<u>Fair value</u>
2012	1,301	\$ 11,683	\$ 13,846
2011	1,301	11,683	14,991

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 5 – PARTICIPATION AND BENEFITS

Participant contributions – Participants may elect to have the Company contribute their eligible pre-tax compensation to the Plan up to the amount allowable under the Plan document and current income tax regulations. Participants who have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Contributions withheld are invested in accordance with the participant's direction.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

Employer contributions – The Company is allowed to make contributions to the Plan in the form of matching contributions or profit sharing contributions, as defined in the Plan. In 2012 and 2011, the Company matched 33% of each eligible participant's contribution, not to exceed 5% of a participant's eligible compensation for each pay period. No discretionary profit sharing contributions have been made for the years ended December 31, 2012 and 2011.

Vesting – Participants are immediately vested in their contributions. Participants are fully vested in the employer's matching and profit sharing contributions allocated to their account after two years of credited service.

Participant accounts – Each participant's account is credited with the participant's contribution, Plan earnings or losses, and an allocation of the Company's contribution, if any. Allocation of the Company's contribution is based on participant contributions

Payment of benefits – Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount equal to the value of the participant's vested interest in their account. The Plan allows for the automatic distribution of participant vested account balances that do not exceed \$5,000.

Notes receivable from participants – The Plan allows participants to borrow not less than \$500 and up to the lesser of \$50,000 or 50% of their vested account balance. Participants may only have one note receivable outstanding at a time. The notes receivable are secured by the participant's vested balance. Such notes receivable bear interest at the available market financing rates and must be repaid to the Plan within a five-year period, unless the proceeds are used for the purchase of a principal residence in which case the maximum repayment period may be longer. The specific terms and conditions of such notes receivable are established by the Committee. Outstanding notes receivable at December 31, 2012 carry interest rates ranging from 4.25% to 8.5%.

NOTE 6 – CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held and notes receivable at December 31, 2012 and 2011, and net appreciation or depreciation, interest, and dividends for the years ended December 31, 2012 and 2011, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Prudential in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The following presents the fair values of investment funds that represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Prudential Guaranteed Interest Fund	\$ 9,174,117	\$ 8,637,647
American Funds Growth Fund of America R4	5,434,456	4,412,070
Victory Small Company Opportunity Fund A	2,492,959	2,298,588
American Funds Capital World Growth Fund R4	3,185,244	2,498,932
PIMCO Total Return Fund A	4,744,564	4,085,356
Blackrock Dividend Equity Fund I	5,563,010	4,871,288
Alger Mid Cap Growth Institutional Fund I	*	2,115,323
Vanguard 500 Index Fund	2,764,834	2,305,593
Prudential Jenn Mid Cap Growth fund A	2,572,961	*

* Not an investment option at year end

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows for the years ended December 31 (excludes gains and losses on uncertified common stock):

	<u>2012</u>	<u>2011</u>
Mutual funds	<u>\$ 3,687,002</u>	<u>\$ (874,300)</u>

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 43,935,260	\$ 38,042,292
Participant and employer receivables	(120,978)	(116,530)
Adjustment for contributions refundable	<u>148,390</u>	<u>113,593</u>
Net assets available for benefits per the Form 5500	<u>\$ 43,962,672</u>	<u>\$ 38,039,355</u>

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The following is a reconciliation of the affected components of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

	<u>Amount per the financial statements</u>	<u>Adjustment</u>	<u>Amount per the Form 5500</u>
Participants' and employer's contributions	\$ 3,737,063	\$ 30,349	\$ 3,767,412

NOTE 8 – PLAN TERMINATION OR MODIFICATION

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA. In the event the Plan is terminated in the future, participants would become fully vested in their accounts.

SUPPLEMENTAL SCHEDULES
REQUIRED BY THE DEPARTMENT OF LABOR

WEST MARINE ASSOCIATES**401(k) SAVINGS PLAN****SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS****December 31, 2012**

Plan sponsor: West Marine Associates

Employer identification number: 94-2374523

Plan number: 001

Schedule H, Line 4(a)

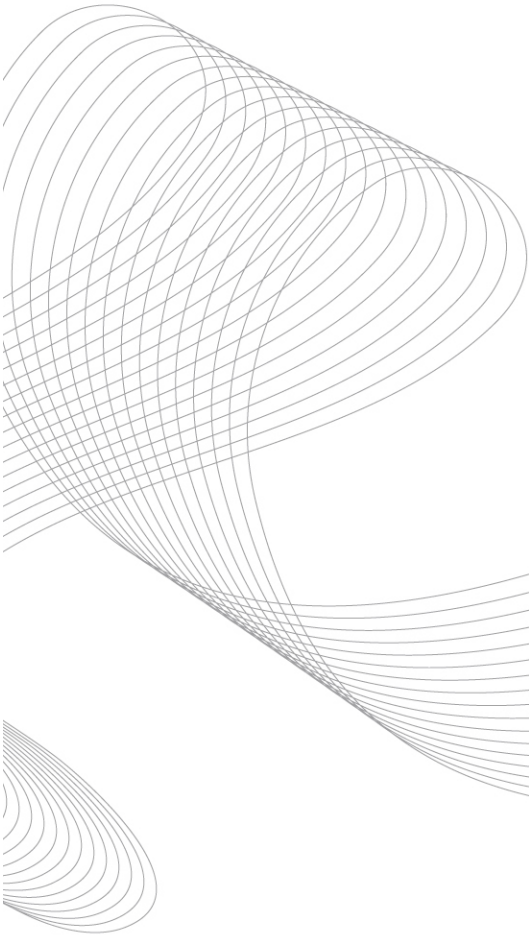
Participant contributions transferred late to Plan	<u>Totals that constitute nonexempt prohibited transactions</u>			Totally fully corrected under VFCP and PTE 2002-51
	<u>Contributions not corrected</u>	<u>Contributions corrected outside VFCP</u>	<u>Contributions pending correction in VFCP</u>	
\$3,230	\$40			\$3,190

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Plan sponsor: West Marine Associates
Employer identification number: 94-2374523
Plan number: 001
Schedule H, Line 4(i)

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current value
*	Prudential Guaranteed Interest Fund Goldman Sachs Mid Cap Value Fund A Oppenheimer Strategic Income Fund A Thornburg International Value Fund R3 American Funds Growth Fund of America R4 Victory Small Company Opportunity Fund A American Funds Capital World Growth Fund R4 PIMCO Total Return Fund A Blackrock Dividend Equity Fund I Lord Abbett Developing Growth Fund A Vanguard 500 Index Fund West Marine, Inc. Dreyfus Core Equity Fund A	Guaranteed income account Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Company stock Mutual fund	\$ 9,174,117 1,178,310 1,769,535 1,661,223 5,434,456 2,492,959 3,185,244 4,744,564 5,563,010 1,537,968 2,764,834 13,846 819,925
*	Prudential Jenn Mid Cap Growth fund A	Mutual fund	2,572,961
*	Participant loans	Interest rates ranging from 4.25% to 8.5%	1,049,720
			Total <u>\$ 43,962,672</u>

* Party-in-interest



Report of Independent Auditors and
Financial Statements with
Supplemental Schedules

**West Marine Associates
401(k) Savings Plan**

December 31, 2012 and 2011

MOSS-ADAMS_{LLP}

Certified Public Accountants | Business Consultants

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REPORT OF INDEPENDENT AUDITORS

To the Participants and
Plan Administrator of the
West Marine Associates
401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the West Marine Associates 401(k) Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's 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 matters 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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter – 2011 Financial Statements

The financial statements of the Plan as of and for the year ended December 31, 2011 were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 3, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, was presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplementary Information

The Schedule H, line 4(a) – Schedule of delinquent participant contributions and Schedule H, line 4(i) – Schedule of assets (held at end of year) as of and for the year ended December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are 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 this supplementary information.

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

The form and content of the information included in the 2012 financial statements and supplementary information, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



Campbell, California
October 11, 2013

FINANCIAL STATEMENTS

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 42,912,952	\$ 36,887,771
Receivables:		
Notes receivable from participants	1,049,720	1,151,584
Employer's contribution receivable	21,700	20,827
Participants' contributions receivable	<u>99,278</u>	<u>95,703</u>
Total receivables	<u>1,170,698</u>	<u>1,268,114</u>
Total assets	44,083,650	38,155,885
Liabilities:		
Excess contributions refundable	<u>148,390</u>	<u>113,593</u>
Net assets available for benefits	<u><u>\$ 43,935,260</u></u>	<u><u>\$ 38,042,292</u></u>

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment and other income (loss):		
Dividends and interest	\$ 859,565	\$ 796,361
Net realized and unrealized appreciation		
(depreciation) in fair value of investments	<u>3,685,857</u>	<u>(873,084)</u>
	<u>4,545,422</u>	<u>(76,723)</u>
Contributions:		
Participants'	3,119,564	2,892,055
Employer's	<u>617,499</u>	<u>550,609</u>
	<u>3,737,063</u>	<u>3,442,664</u>
Total additions	<u>8,282,485</u>	<u>3,365,941</u>
Deductions from net assets attributed to:		
Withdrawals and distributions	2,386,837	2,610,811
Administrative expenses	<u>2,680</u>	<u>3,720</u>
Total deductions	<u>2,389,517</u>	<u>2,614,531</u>
Net increase in net assets	5,892,968	751,410
Net assets available for benefits:		
Beginning of year	<u>38,042,292</u>	<u>37,290,882</u>
End of year	<u><u>\$ 43,935,260</u></u>	<u><u>\$ 38,042,292</u></u>

See accompanying notes.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 – THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General – The following description of the West Marine Associates 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan that was established in 1987 by West Marine Products, Inc. (the Company) to provide benefits to eligible employees, as defined in the Plan document. The Plan is currently designed to be qualified under the applicable requirements of the Internal Revenue Code (the Code), as amended, and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration – The Company has appointed the 401(k) Committee (the Committee) to manage the operation and administration of the Plan. The Company has contracted with Prudential Bank & Trust, F.S.B. (Prudential) to act as the trustee and custodian, and an affiliate of Prudential as a third-party administrator to process and maintain the records of participant data. Substantially all expenses incurred for administering the Plan are paid by the Company, except for certain investment advisory and transaction fees.

Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of accounting – The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Forfeited accounts – Forfeited nonvested accounts may be used to pay Plan administrative expenses or reduce future employer contributions.

Investment valuation and income recognition – The Plan's investments are stated 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 2 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 recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought or sold as well as held during the year.

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WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to 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 the Plan is no longer subject to income tax examinations for years prior to 2009.

Risks and uncertainties – The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations, and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates, or other factors in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Recent accounting pronouncements – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU No. 2011-04 requires disclosure of valuation techniques for level 2 and level 3 measurements, and for level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU No. 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between level 1 and level 2 of the fair value hierarchy. The Plan adopted the new disclosure requirements effective January 1, 2012.

Subsequent events – The Plan has evaluated subsequent events through October 11, 2013, which is the date the financial statements were available to be issued.

NOTE 2 – FAIR VALUE MEASUREMENTS

The fair value measurements standard establishes a 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 the standard are described below:

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- Level 2 – Inputs to the valuation methodology include:
 - Quoted market prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

- Inputs other than quoted prices that are observable for the asset 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 measurement.

The asset's 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 measurement. 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 significant assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Valued using the market approach at the net asset value of shares held by the Plan at year end.

Common stock: Valued at the closing price reported on the active market on which the individual security is traded.

Guaranteed income fund: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. The fund is a fixed rate fund, which guarantees interest rate for six months at a time and invests in various types of bonds, mortgages, and other high quality investment vehicles. The fund is always fully redeemable.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond funds	\$ 6,514,099	\$ -	\$ -	\$ 6,514,099
Growth funds	12,730,629	-	-	12,730,629
Value funds	10,895,502	-	-	10,895,502
Blend funds	3,584,759	-	-	3,584,759
Total mutual funds	33,724,989	-	-	33,724,989
Guaranteed income fund	-	-	9,174,117	9,174,117
Employer securities	13,846	-	-	13,846
Total assets at fair value	\$ 33,738,835	\$ -	\$ 9,174,117	\$ 42,912,952
2011				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond funds	\$ 5,548,700	\$ -	\$ -	\$ 5,548,700
Growth funds	10,268,353	-	-	10,268,353
Value funds	9,394,784	-	-	9,394,784
Blend funds	3,023,296	-	-	3,023,296
Total mutual funds	28,235,133	-	-	28,235,133
Guaranteed income fund	-	-	8,637,647	8,637,647
Employer securities	14,991	-	-	14,991
Total assets at fair value	\$ 28,250,124	\$ -	\$ 8,637,647	\$ 36,887,771

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

	<u>Guaranteed income fund</u>
Balance, beginning of year	\$ 8,637,647
Realized gains	255,740
Purchases	1,093,157
Sales	<u>(812,427)</u>
	<u><u>\$ 9,174,117</u></u>

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011:

	<u>Guaranteed income fund</u>
Balance, beginning of year	\$ 8,136,105
Realized gain	280,415
Purchases	925,068
Sales	<u>(703,941)</u>
	<u><u>\$ 8,637,647</u></u>

Quantitative information about significant unobservable inputs used in level 3 fair value measurements:

<u>Name</u>	<u>Fair value</u>	<u>Valuation technique</u>	<u>Unobservable inputs</u>	<u>Range of input values/ (weighted avg.)</u>
Prudential Guaranteed Interest Fund	\$ 9,174,117	Market value adjustment formula in contract	Crediting rate	Greater than or equal to the contractual minimum crediting

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 3 – GUARANTEED INCOME ACCOUNT

The Plan has a fully benefit-responsive interest account with Prudential Insurance. Prudential Insurance maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed interest account issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed interest account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential Insurance, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 3%. Such interest rates are reviewed on a quarterly basis for resetting.

Generally, there are not any events that could limit the ability of the Plan to transact at contract value paid within 90 days or, in rare circumstances, contract value paid over time.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	<u>2012</u>	<u>2011</u>
Average yields:		
Based on actual earnings	3%	3.03%
Based on interest rate credited to participants	3%	3.03%

NOTE 4 – RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by an affiliate of Prudential, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

The Plan held the following shares of Company common stock at December 31, 2012 and 2011:

<u>Date</u>	<u>Number of units</u>	<u>Cost</u>	<u>Fair value</u>
2012	1,301	\$ 11,683	\$ 13,846
2011	1,301	11,683	14,991

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 5 – PARTICIPATION AND BENEFITS

Participant contributions – Participants may elect to have the Company contribute their eligible pre-tax compensation to the Plan up to the amount allowable under the Plan document and current income tax regulations. Participants who have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Contributions withheld are invested in accordance with the participant's direction.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

Employer contributions – The Company is allowed to make contributions to the Plan in the form of matching contributions or profit sharing contributions, as defined in the Plan. In 2012 and 2011, the Company matched 33% of each eligible participant's contribution, not to exceed 5% of a participant's eligible compensation for each pay period. No discretionary profit sharing contributions have been made for the years ended December 31, 2012 and 2011.

Vesting – Participants are immediately vested in their contributions. Participants are fully vested in the employer's matching and profit sharing contributions allocated to their account after two years of credited service.

Participant accounts – Each participant's account is credited with the participant's contribution, Plan earnings or losses, and an allocation of the Company's contribution, if any. Allocation of the Company's contribution is based on participant contributions

Payment of benefits – Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount equal to the value of the participant's vested interest in their account. The Plan allows for the automatic distribution of participant vested account balances that do not exceed \$5,000.

Notes receivable from participants – The Plan allows participants to borrow not less than \$500 and up to the lesser of \$50,000 or 50% of their vested account balance. Participants may only have one note receivable outstanding at a time. The notes receivable are secured by the participant's vested balance. Such notes receivable bear interest at the available market financing rates and must be repaid to the Plan within a five-year period, unless the proceeds are used for the purchase of a principal residence in which case the maximum repayment period may be longer. The specific terms and conditions of such notes receivable are established by the Committee. Outstanding notes receivable at December 31, 2012 carry interest rates ranging from 4.25% to 8.5%.

NOTE 6 – CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held and notes receivable at December 31, 2012 and 2011, and net appreciation or depreciation, interest, and dividends for the years ended December 31, 2012 and 2011, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Prudential in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The following presents the fair values of investment funds that represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Prudential Guaranteed Interest Fund	\$ 9,174,117	\$ 8,637,647
American Funds Growth Fund of America R4	5,434,456	4,412,070
Victory Small Company Opportunity Fund A	2,492,959	2,298,588
American Funds Capital World Growth Fund R4	3,185,244	2,498,932
PIMCO Total Return Fund A	4,744,564	4,085,356
Blackrock Dividend Equity Fund I	5,563,010	4,871,288
Alger Mid Cap Growth Institutional Fund I	*	2,115,323
Vanguard 500 Index Fund	2,764,834	2,305,593
Prudential Jenn Mid Cap Growth fund A	2,572,961	*

* Not an investment option at year end

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows for the years ended December 31 (excludes gains and losses on uncertified common stock):

	<u>2012</u>	<u>2011</u>
Mutual funds	<u>\$ 3,687,002</u>	<u>\$ (874,300)</u>

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 43,935,260	\$ 38,042,292
Participant and employer receivables	(120,978)	(116,530)
Adjustment for contributions refundable	<u>148,390</u>	<u>113,593</u>
Net assets available for benefits per the Form 5500	<u>\$ 43,962,672</u>	<u>\$ 38,039,355</u>

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The following is a reconciliation of the affected components of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

	<u>Amount per the financial statements</u>	<u>Adjustment</u>	<u>Amount per the Form 5500</u>
Participants' and employer's contributions	\$ 3,737,063	\$ 30,349	\$ 3,767,412

NOTE 8 – PLAN TERMINATION OR MODIFICATION

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA. In the event the Plan is terminated in the future, participants would become fully vested in their accounts.

SUPPLEMENTAL SCHEDULES
REQUIRED BY THE DEPARTMENT OF LABOR

WEST MARINE ASSOCIATES**401(k) SAVINGS PLAN****SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS****December 31, 2012**

Plan sponsor: West Marine Associates

Employer identification number: 94-2374523

Plan number: 001

Schedule H, Line 4(a)

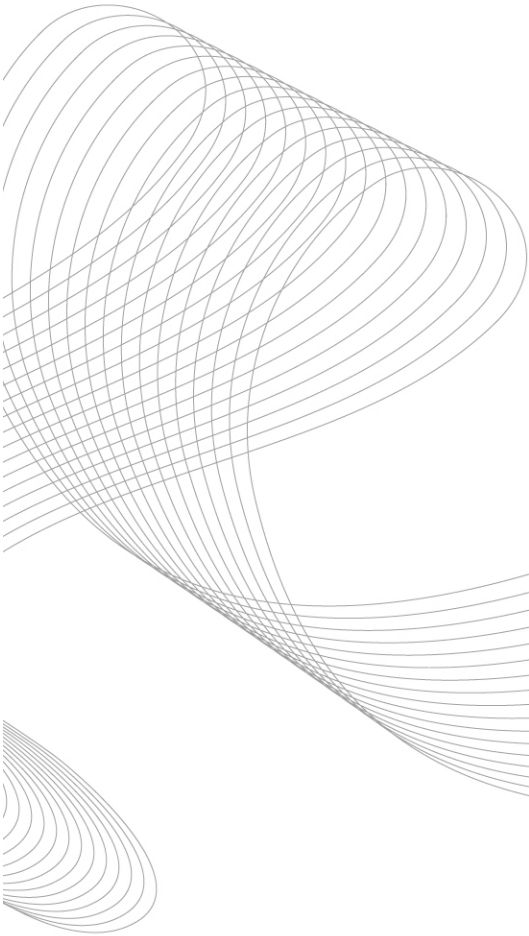
Participant contributions transferred late to Plan	<u>Totals that constitute nonexempt prohibited transactions</u>			Totally fully corrected under VFCP and PTE 2002-51
	<u>Contributions not corrected</u>	<u>Contributions corrected outside VFCP</u>	<u>Contributions pending correction in VFCP</u>	
\$3,230	\$40			\$3,190

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Plan sponsor: West Marine Associates
Employer identification number: 94-2374523
Plan number: 001
Schedule H, Line 4(i)

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current value
*	Prudential Guaranteed Interest Fund Goldman Sachs Mid Cap Value Fund A Oppenheimer Strategic Income Fund A Thornburg International Value Fund R3 American Funds Growth Fund of America R4 Victory Small Company Opportunity Fund A American Funds Capital World Growth Fund R4 PIMCO Total Return Fund A Blackrock Dividend Equity Fund I Lord Abbett Developing Growth Fund A Vanguard 500 Index Fund West Marine, Inc. Dreyfus Core Equity Fund A	Guaranteed income account Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Company stock Mutual fund	\$ 9,174,117 1,178,310 1,769,535 1,661,223 5,434,456 2,492,959 3,185,244 4,744,564 5,563,010 1,537,968 2,764,834 13,846 819,925
*	Prudential Jenn Mid Cap Growth fund A	Mutual fund	2,572,961
*	Participant loans	Interest rates ranging from 4.25% to 8.5%	1,049,720
			Total <u>\$ 43,962,672</u>

* Party-in-interest



Report of Independent Auditors and
Financial Statements with
Supplemental Schedules

**West Marine Associates
401(k) Savings Plan**

December 31, 2012 and 2011

MOSS-ADAMS_{LLP}

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

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REPORT OF INDEPENDENT AUDITORS

To the Participants and
Plan Administrator of the
West Marine Associates
401(k) Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the West Marine Associates 401(k) Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's 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 matters 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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter – 2011 Financial Statements

The financial statements of the Plan as of and for the year ended December 31, 2011 were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 3, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, was presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplementary Information

The Schedule H, line 4(a) – Schedule of delinquent participant contributions and Schedule H, line 4(i) – Schedule of assets (held at end of year) as of and for the year ended December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are 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 this supplementary information.

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

The form and content of the information included in the 2012 financial statements and supplementary information, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



Campbell, California
October 11, 2013

FINANCIAL STATEMENTS

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 42,912,952	\$ 36,887,771
Receivables:		
Notes receivable from participants	1,049,720	1,151,584
Employer's contribution receivable	21,700	20,827
Participants' contributions receivable	<u>99,278</u>	<u>95,703</u>
Total receivables	<u>1,170,698</u>	<u>1,268,114</u>
Total assets	44,083,650	38,155,885
Liabilities:		
Excess contributions refundable	<u>148,390</u>	<u>113,593</u>
Net assets available for benefits	<u><u>\$ 43,935,260</u></u>	<u><u>\$ 38,042,292</u></u>

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment and other income (loss):		
Dividends and interest	\$ 859,565	\$ 796,361
Net realized and unrealized appreciation		
(depreciation) in fair value of investments	<u>3,685,857</u>	<u>(873,084)</u>
	<u>4,545,422</u>	<u>(76,723)</u>
Contributions:		
Participants'	3,119,564	2,892,055
Employer's	<u>617,499</u>	<u>550,609</u>
	<u>3,737,063</u>	<u>3,442,664</u>
Total additions	<u>8,282,485</u>	<u>3,365,941</u>
Deductions from net assets attributed to:		
Withdrawals and distributions	2,386,837	2,610,811
Administrative expenses	<u>2,680</u>	<u>3,720</u>
Total deductions	<u>2,389,517</u>	<u>2,614,531</u>
Net increase in net assets	5,892,968	751,410
Net assets available for benefits:		
Beginning of year	<u>38,042,292</u>	<u>37,290,882</u>
End of year	<u><u>\$ 43,935,260</u></u>	<u><u>\$ 38,042,292</u></u>

See accompanying notes.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 – THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General – The following description of the West Marine Associates 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan that was established in 1987 by West Marine Products, Inc. (the Company) to provide benefits to eligible employees, as defined in the Plan document. The Plan is currently designed to be qualified under the applicable requirements of the Internal Revenue Code (the Code), as amended, and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration – The Company has appointed the 401(k) Committee (the Committee) to manage the operation and administration of the Plan. The Company has contracted with Prudential Bank & Trust, F.S.B. (Prudential) to act as the trustee and custodian, and an affiliate of Prudential as a third-party administrator to process and maintain the records of participant data. Substantially all expenses incurred for administering the Plan are paid by the Company, except for certain investment advisory and transaction fees.

Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of accounting – The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Forfeited accounts – Forfeited nonvested accounts may be used to pay Plan administrative expenses or reduce future employer contributions.

Investment valuation and income recognition – The Plan's investments are stated 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 2 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 recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought or sold as well as held during the year.

An investment contract valued at contract value as reported by Prudential approximates and is reported in the financial statements at fair value.

Notes receivable from participants – Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

Income taxes – The Plan has adopted a prototype plan that has received an opinion letter from the Internal Revenue Service. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to 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 the Plan is no longer subject to income tax examinations for years prior to 2009.

Risks and uncertainties – The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations, and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates, or other factors in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Recent accounting pronouncements – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU No. 2011-04 requires disclosure of valuation techniques for level 2 and level 3 measurements, and for level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU No. 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between level 1 and level 2 of the fair value hierarchy. The Plan adopted the new disclosure requirements effective January 1, 2012.

Subsequent events – The Plan has evaluated subsequent events through October 11, 2013, which is the date the financial statements were available to be issued.

NOTE 2 – FAIR VALUE MEASUREMENTS

The fair value measurements standard establishes a 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 the standard are described below:

- 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 market prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

- Inputs other than quoted prices that are observable for the asset 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.

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The asset's 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 measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Bond funds	\$ 6,514,099	\$ -	\$ -	\$ 6,514,099
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Blend funds	3,584,759	-	-	3,584,759
Total mutual funds	33,724,989	-	-	33,724,989
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Employer securities	13,846	-	-	13,846
Total assets at fair value	\$ 33,738,835	\$ -	\$ 9,174,117	\$ 42,912,952
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	Level 1	Level 2	Level 3	Total
Mutual funds:				
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Value funds	9,394,784	-	-	9,394,784
Blend funds	3,023,296	-	-	3,023,296
Total mutual funds	28,235,133	-	-	28,235,133
Guaranteed income fund	-	-	8,637,647	8,637,647
Employer securities	14,991	-	-	14,991
Total assets at fair value	\$ 28,250,124	\$ -	\$ 8,637,647	\$ 36,887,771

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2012:

	<u>Guaranteed income fund</u>
Balance, beginning of year	\$ 8,637,647
Realized gains	255,740
Purchases	1,093,157
Sales	<u>(812,427)</u>
	<u>\$ 9,174,117</u>

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2011:

	<u>Guaranteed income fund</u>
Balance, beginning of year	\$ 8,136,105
Realized gain	280,415
Purchases	925,068
Sales	<u>(703,941)</u>
	<u>\$ 8,637,647</u>

Quantitative information about significant unobservable inputs used in level 3 fair value measurements:

<u>Name</u>	<u>Fair value</u>	<u>Valuation technique</u>	<u>Unobservable inputs</u>	<u>Range of input values/ (weighted avg.)</u>
Prudential Guaranteed Interest Fund	\$ 9,174,117	Market value adjustment formula in contract	Crediting rate	Greater than or equal to the contractual minimum crediting

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 3 – GUARANTEED INCOME ACCOUNT

The Plan has a fully benefit-responsive interest account with Prudential Insurance. Prudential Insurance maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed interest account issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed interest account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential Insurance, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 3%. Such interest rates are reviewed on a quarterly basis for resetting.

Generally, there are not any events that could limit the ability of the Plan to transact at contract value paid within 90 days or, in rare circumstances, contract value paid over time.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	<u>2012</u>	<u>2011</u>
Average yields:		
Based on actual earnings	3%	3.03%
Based on interest rate credited to participants	3%	3.03%

NOTE 4 – RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by an affiliate of Prudential, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

The Plan held the following shares of Company common stock at December 31, 2012 and 2011:

<u>Date</u>	<u>Number of units</u>	<u>Cost</u>	<u>Fair value</u>
2012	1,301	\$ 11,683	\$ 13,846
2011	1,301	11,683	14,991

WEST MARINE ASSOCIATES
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NOTES TO FINANCIAL STATEMENTS

NOTE 5 – PARTICIPATION AND BENEFITS

Participant contributions – Participants may elect to have the Company contribute their eligible pre-tax compensation to the Plan up to the amount allowable under the Plan document and current income tax regulations. Participants who have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Contributions withheld are invested in accordance with the participant's direction.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

Employer contributions – The Company is allowed to make contributions to the Plan in the form of matching contributions or profit sharing contributions, as defined in the Plan. In 2012 and 2011, the Company matched 33% of each eligible participant's contribution, not to exceed 5% of a participant's eligible compensation for each pay period. No discretionary profit sharing contributions have been made for the years ended December 31, 2012 and 2011.

Vesting – Participants are immediately vested in their contributions. Participants are fully vested in the employer's matching and profit sharing contributions allocated to their account after two years of credited service.

Participant accounts – Each participant's account is credited with the participant's contribution, Plan earnings or losses, and an allocation of the Company's contribution, if any. Allocation of the Company's contribution is based on participant contributions

Payment of benefits – Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount equal to the value of the participant's vested interest in their account. The Plan allows for the automatic distribution of participant vested account balances that do not exceed \$5,000.

Notes receivable from participants – The Plan allows participants to borrow not less than \$500 and up to the lesser of \$50,000 or 50% of their vested account balance. Participants may only have one note receivable outstanding at a time. The notes receivable are secured by the participant's vested balance. Such notes receivable bear interest at the available market financing rates and must be repaid to the Plan within a five-year period, unless the proceeds are used for the purchase of a principal residence in which case the maximum repayment period may be longer. The specific terms and conditions of such notes receivable are established by the Committee. Outstanding notes receivable at December 31, 2012 carry interest rates ranging from 4.25% to 8.5%.

NOTE 6 – CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held and notes receivable at December 31, 2012 and 2011, and net appreciation or depreciation, interest, and dividends for the years ended December 31, 2012 and 2011, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Prudential in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The following presents the fair values of investment funds that represent 5% or more of the Plan's net assets at December 31:

	<u>2012</u>	<u>2011</u>
Prudential Guaranteed Interest Fund	\$ 9,174,117	\$ 8,637,647
American Funds Growth Fund of America R4	5,434,456	4,412,070
Victory Small Company Opportunity Fund A	2,492,959	2,298,588
American Funds Capital World Growth Fund R4	3,185,244	2,498,932
PIMCO Total Return Fund A	4,744,564	4,085,356
Blackrock Dividend Equity Fund I	5,563,010	4,871,288
Alger Mid Cap Growth Institutional Fund I	*	2,115,323
Vanguard 500 Index Fund	2,764,834	2,305,593
Prudential Jenn Mid Cap Growth fund A	2,572,961	*

* Not an investment option at year end

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows for the years ended December 31 (excludes gains and losses on uncertified common stock):

	<u>2012</u>	<u>2011</u>
Mutual funds	<u>\$ 3,687,002</u>	<u>\$ (874,300)</u>

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 43,935,260	\$ 38,042,292
Participant and employer receivables	(120,978)	(116,530)
Adjustment for contributions refundable	<u>148,390</u>	<u>113,593</u>
Net assets available for benefits per the Form 5500	<u>\$ 43,962,672</u>	<u>\$ 38,039,355</u>

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS

The following is a reconciliation of the affected components of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2012:

	<u>Amount per the financial statements</u>	<u>Adjustment</u>	<u>Amount per the Form 5500</u>
Participants' and employer's contributions	\$ 3,737,063	\$ 30,349	\$ 3,767,412

NOTE 8 – PLAN TERMINATION OR MODIFICATION

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA. In the event the Plan is terminated in the future, participants would become fully vested in their accounts.

SUPPLEMENTAL SCHEDULES
REQUIRED BY THE DEPARTMENT OF LABOR

WEST MARINE ASSOCIATES**401(k) SAVINGS PLAN****SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS****December 31, 2012**

Plan sponsor: West Marine Associates

Employer identification number: 94-2374523

Plan number: 001

Schedule H, Line 4(a)

Participant contributions transferred late to Plan	<u>Totals that constitute nonexempt prohibited transactions</u>			Totally fully corrected under VFCP and PTE 2002-51
	<u>Contributions not corrected</u>	<u>Contributions corrected outside VFCP</u>	<u>Contributions pending correction in VFCP</u>	
\$3,230	\$40			\$3,190

WEST MARINE ASSOCIATES
401(k) SAVINGS PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Plan sponsor: West Marine Associates
Employer identification number: 94-2374523
Plan number: 001
Schedule H, Line 4(i)

(a)	(b)	(c)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Current value
*	Prudential Guaranteed Interest Fund Goldman Sachs Mid Cap Value Fund A Oppenheimer Strategic Income Fund A Thornburg International Value Fund R3 American Funds Growth Fund of America R4 Victory Small Company Opportunity Fund A American Funds Capital World Growth Fund R4 PIMCO Total Return Fund A Blackrock Dividend Equity Fund I Lord Abbett Developing Growth Fund A Vanguard 500 Index Fund West Marine, Inc. Dreyfus Core Equity Fund A	Guaranteed income account Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Mutual fund Company stock Mutual fund	\$ 9,174,117 1,178,310 1,769,535 1,661,223 5,434,456 2,492,959 3,185,244 4,744,564 5,563,010 1,537,968 2,764,834 13,846 819,925
*	Prudential Jenn Mid Cap Growth fund A	Mutual fund	2,572,961
*	Participant loans	Interest rates ranging from 4.25% to 8.5%	1,049,720
			Total <u>\$ 43,962,672</u>

* Party-in-interest