

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>GILT GROUPE HOLDINGS, INC 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2009</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>01/01/2009</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>01/01/2009</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GILT GROUPE HOLDINGS, INC</u> <u>2 PARK AVENUE</u> <u>5TH FLOOR</u> <u>NEW YORK, NY 10016</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>38-3853492</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>646-929-6860</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>451110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>38-3853492</u>	2c Sponsor's telephone number <u>646-929-6860</u>	2d Business code (see instructions) <u>451110</u>	
2b Employer Identification Number (EIN) <u>38-3853492</u>					
2c Sponsor's telephone number <u>646-929-6860</u>					
2d Business code (see instructions) <u>451110</u>					

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.	10/09/2014	GARY WEIDY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	920
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	713
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	219
d Subtotal. Add lines 6a , 6b , and 6c		6d	932
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	932
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	866
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
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			
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) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

13-5674085

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

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

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

ASCENSUS

11-3665754

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 99 15 60 50	NONE	12860	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 ☐

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

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

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

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

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

(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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	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:

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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>GILT GROUPE HOLDINGS, INC 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GILT GROUPE HOLDINGS, INC</u>	D Employer Identification Number (EIN) <u>38-3853492</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)	37142	0
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	5974	38498
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	63547	83464
	(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)	7106396	10063938
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7213059	10185900

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		4069
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	4069

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7213059	10181831
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	2799103	
(C) Others (including rollovers)	2a(1)(C)	163177	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2962280

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)	2974	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2974

(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)	144978	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		144978

(3) Rents	2b(3)		
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(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)		1165262
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4275494

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1287533	
(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)		1287533
f Corrective distributions (see instructions).....	2f		6329
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	12860	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		12860
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1306722

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2968772
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: MARKS PANETH LLP

(2) EIN: 11-3518842

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

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

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

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

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**GILT GROUPE HOLDINGS, INC.
401(K) PLAN**

GILT

Financial Statements
(Together with Independent Auditors' Report)

December 31, 2013

M A R K S P A N E T H

ACCOUNTANTS & ADVISORS

**GILT GROUPE HOLDINGS, INC. 401(K) PLAN
YEAR ENDED DECEMBER 31, 2013**

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INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Gilt Groupe Holdings, Inc., 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Ascensus as agent for Frontier Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, 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. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule H Line 4(i) – Schedule of Assets (Held at end of year) for the year ended December 31, 2013 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on the supplemental schedule.

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

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



New York, NY
October 6, 2014

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

	December 31,	
	2013	2012
ASSETS		
Investments at fair value	\$ 10,063,938	\$ 7,106,396
Cash	38,498	5,974
Receivables		
Participant contribution	-	37,142
Notes receivable from participants	83,464	63,547
Total receivables	83,464	100,689
Total Assets	10,185,900	7,213,059
LIABILITIES		
Participant payable	4,069	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ 10,181,831	\$ 7,213,059

See accompanying notes to the financial statements.

GILT GROUPE HOLDINGS, INC 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2013

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income	
Net appreciation in fair value of investments	\$ 1,165,262
Interest and dividends	<u>144,978</u>
Total investment income	<u>1,310,240</u>
Interest income on notes receivable from participants	2,974
Contributions:	
Participant	2,792,774
Rollovers	<u>163,177</u>
Total contributions	<u>2,955,951</u>
Total additions	<u>4,269,165</u>

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Rollovers	1,054,590
Benefits paid to participants	232,943
Administrative expenses	<u>12,860</u>
Total deductions	<u>1,300,393</u>
NET INCREASE	2,968,772

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>7,213,059</u>
End of year	<u>\$ 10,181,831</u>

See accompanying notes to the financial statements.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Note 1: PLAN DESCRIPTION

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

General

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

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

Substantially all full-time employees of Gilt Groupe Holdings, Inc., Gilt Groupe, Inc., Gilt City, Inc., and Gilt Shared Services, Inc., who are twenty-one years of age or older are covered under the Plan. The Plan provides automatic monthly enrollments for employees who have attained the age of 21 and have completed 1,000 hours of service in a six month period or at the completion of 1 year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Each year, participants may contribute up to 85% of eligible earnings, as defined by the Plan. Contributions are subject to a maximum amount permitted by the Internal Revenue Code (the “Code”), which is \$17,500 and \$17,000 for the taxable years ended December 31, 2013 and 2012, respectively. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions subject to a maximum amount permitted by the Code of \$5,500 for the taxable years ended December 31, 2013 and 2012. Participants may elect to increase or reduce their rate of contribution at any time. A participant may make a rollover contribution to the Plan of amounts which he or she received from other qualified plans. Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis.

The Company may decide to make additional contributions to the Plan, in the form of a discretionary matching contribution, although the Company is not required to do so. Participants must make elective deferrals in order to receive this matching contribution. The percentage of elective deferrals to be matched, if any, will be determined by the Company and allocated to the participants’ accounts at the end of the Plan year. Participants must be employed by the Company on the last day of the Plan year to receive this allocation. No such matching contributions were made during the year ended December 31, 2013.

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

GILT GROUPE HOLDINGS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Note 1: PLAN DESCRIPTION (Continued)

Forfeited Accounts

At December 31, 2013 and 2012, there were no forfeited non-vested accounts. There were no forfeitures used during the year ended December 31, 2013.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contribution and Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Upon enrollment in the Plan, a participant may direct employee contributions to any of the investment options offered under the Plan. Participants may change their investment options at their discretion.

Vesting

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

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

Notes Receivable from Participants

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

Payment of Benefits

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

GILT GROUPE HOLDINGS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Note 1: PLAN DESCRIPTION (Continued)

Payment of Benefits (Continued)

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

Note 2: SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Use of Estimates

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

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Note 2: SUMMARY OF ACCOUNTING POLICIES (Continued)

Expenses

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

Subsequent Events

The plan has evaluated subsequent events through October 6, 2014, the date the financial statements were available to be issued.

Note 3: INVESTMENTS – INFORMATION PREPARED AND CERTIFIED BY ASCENSUS, AGENT FOR THE TRUSTEE AS COMPLETE AND ACCURATE

Investments held by the Plan as of December 31, 2013 and 2012 were certified by Ascensus, as agent for Frontier Trust Company ("Frontier"), Trustee.

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

	2013	2012
GM Fidelity Advisor New Insights Fund T	\$ 1,223,509	\$ 899,400
GM Franklin Rising Dividends Fund A	1,206,408	904,337
GM PIMCO Total Return Fund A	2,219,383	1,767,867
Less than 5 percent assets	5,414,638	3,534,792
Total investments	<u>\$ 10,063,938</u>	<u>\$ 7,106,396</u>

During 2013, the Plan's investments (including mutual fund dividends, gains and losses on investments bought and sold, as well as investments held during the year) appreciated in value by \$1,165,262. Mutual funds are valued at the fair value of the net assets of the underlying investments.

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

Net appreciation in fair value of investments	<u>\$ 1,165,262</u>
Interest and dividends	<u>\$ 144,978</u>

Notes Receivable from participants of \$83,464 and \$63,547 as of December 31, 2013 and 2012, and interest income on notes receivable from participants of \$2,974 in 2013 have also been certified by trustee.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Note 4: FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds

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

GILT GROUPE HOLDINGS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Note 4: FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013.

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Cap U.S. Stock	\$ 3,064,401	\$ -	\$ -	\$ 3,064,401
Mid Cap U.S. Stock	1,128,717	-	-	1,128,717
Small Cap U.S. Stock	533,476	-	-	533,476
Specialty U.S. Stock	462,978	-	-	462,978
Target Date	408,254	-	-	408,254
International Stock	1,348,105	-	-	1,348,105
Government Bond	5,700	-	-	5,700
Diversified Bond	3,112,307	-	-	3,112,307
Total Assets at Fair Value	<u>\$ 10,063,938</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 10,063,938</u>

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Large Cap U.S. Stock	\$ 2,066,403	\$ -	\$ -	\$ 2,066,403
Mid Cap U.S. Stock	784,554	-	-	784,554
Small Cap U.S. Stock	344,852	-	-	344,852
Specialty U.S. Stock	247,898	-	-	247,898
Target Date	181,787	-	-	181,787
International Stock	1,029,197	-	-	1,029,197
Government Bond	2,735	-	-	2,735
Diversified Bond	2,448,970	-	-	2,448,970
Total Assets at Fair Value	<u>\$ 7,106,396</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 7,106,396</u>

GILT GROUPE HOLDINGS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Note 4: FAIR VALUE MEASUREMENTS (Continued)

Changes in Fair Value Levels

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

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2013, there were no transfers.

Note 5: PLAN TERMINATION

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

Note 6: TAX STATUS

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

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS.

The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

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

Certain Plan investments represent shares in mutual funds or other investments administered by Frontier. Frontier is the Trustee, as defined by the Plan, and therefore qualifies as party-in-interest transactions. Net appreciation in fair value of investments of the Plan is net of fees charged to the mutual funds by the Trustee or its affiliates. Fees paid by the Plan for administrative expenses amounted to \$12,860 for the year ended December 31, 2013.

GILT GROUPE HOLDINGS, INC. 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS

Note 8: EXCESS CONTRIBUTIONS

For the year ended December 31, 2013, certain participant contributions were deemed to be excess contributions under the IRC. Such contributions and related investment earnings thereon were refunded to plan participants in 2013. The excess contributions of \$6,329 were netted against Contributions in the Plan's financial statements at December 31, 2013.

Note 9: PARTICIPANT PAYABLE

For the year ended December 31, 2013, certain participant contributions were deemed to be ineligible under the provisions of the Plan. Such contributions and related investment earnings thereon were refunded to plan participants in 2014. A liability for the ineligible contributions of \$4,069 were recorded in the Plan's financial statements at December 31, 2013.

Note 10: RISKS AND UNCERTAINTIES

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

GILT GROUPE HOLDINGS, INC 401(k) PLAN
EIN # 38-3853492
Plan No.: 001
SUPPLEMENTAL INFORMATION
FORM 5500 SCHEDULE H LINE 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost**	Current Value
(a)	(b)	(c)	(d)
(a)	(b)	(c)	(d)
Cash	Cash		\$ 38,498
American Funds EuroPacific GrowthR3	Mutual Fund		58,887
BlackRock Long-Horizon Equity Fund A	Mutual Fund		24,889
BlackRock S&P 500 Index Instl	Mutual Fund		388,753
Columbia Mid Cap Index Fund A	Mutual Fund		131,157
Fidelity Advisor New Insights Fund T	Mutual Fund		87,832
Franklin Rising Dividends Fund A	Mutual Fund		120,309
GM American Funds EuroPacific GrowthR3	Mutual Fund		410,232
GM Fidelity Advisor New Insights Fund T	Mutual Fund		1,223,509
GM Franklin Rising Dividends Fund A	Mutual Fund		1,206,408
GM Ivy Science and Technology Y	Mutual Fund		14,249
GM Janus Triton A	Mutual Fund		410,628
GM Neuberger Berman Genesis Adv	Mutual Fund		411,011
GM Oppenheimer Developing Markets Fund A	Mutual Fund		393,819
GM Perkins Mid Cap Value Fund A	Mutual Fund		403,867
GM PIMCO Real Return Fund A	Mutual Fund		360,871
GM PIMCO Total Return Fund A	Mutual Fund		2,219,383
GM Prudential Global Real Estate A	Mutual Fund		222,153
GM Templeton Global Bond Fund A	Mutual Fund		377,977
GM Van Eck Global Hard Assets Fund A	Mutual Fund		155,553
Goldman Sachs Short Duration GovtA	Mutual Fund		5,700
Ivy Science and Technology Y	Mutual Fund		265,652
Janus Triton A	Mutual Fund		122,848
JPMorgan SmartRetirement 2015 Fund A	Mutual Fund		3,707
JPMorgan SmartRetirement 2020 Fund A	Mutual Fund		1,527
JPMorgan SmartRetirement 2025 Fund A	Mutual Fund		169
JPMorgan SmartRetirement 2030 Fund A	Mutual Fund		3,517
JPMorgan SmartRetirement 2035 Fund A	Mutual Fund		23,047
JPMorgan SmartRetirement 2040 Fund A	Mutual Fund		252,972
JPMorgan SmartRetirement 2045 Fund A	Mutual Fund		123,315
Invesco Growth and Income Fund A	Mutual Fund		37,590
Neuberger Berman Genesis Adv	Mutual Fund		150,352
Oppenheimer Developing Markets Fund A	Mutual Fund		153,312
Perkins Mid Cap Value Fund A	Mutual Fund		32,330
PIMCO Real Return Fund A	Mutual Fund		18,844
PIMCO Total Return Fund A	Mutual Fund		76,082
Prudential Global Real Estate A	Mutual Fund		84,813
Templeton Global Bond Fund A	Mutual Fund		59,150
Van Eck Global Hard Assets Fund A	Mutual Fund		27,524
Total			<u>\$ 10,102,436</u>
* Notes Receivable from Participants	5.25% with maturity dates ranging from 2/2014 - 1/2037	\$ -	<u>\$ 83,464</u>

*Indicates Party-in-Interest to the Plan

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

See independent auditors' report

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Invesco	Invesco Growth and Income A	0	37,590
	Franklin	Franklin Rising Dividends A	0	120,309
	Perkins	Perkins Mid Cap Value A	0	32,330
	Columbia	Columbia Mid Cap Index Fund A	0	131,157
	Neuberger	Neuberger Berman Genesis Adv	0	150,352
	Merrill Lynch	Ready Assets	0	38,462
	Goldman Sachs	Goldman Sachs Short Dur Govt A	0	5,699

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PIMCO	PIMCO Total Return A	0	76,082
	PIMCO	PIMCO Real Return A	0	18,844
	American Funds	American Funds EuroPacific GrowthR3	0	58,887
	Oppenheimer	Oppenheimer Developing Markets Fund A	0	153,312
	Templeton	Templeton Global Bond A	0	59,149
	BlackRock	BlackRock Long-Horizon Equity Inv A	0	24,889
	Van Eck	Van Eck Global Hard Assets A	0	27,524

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Prudential	Prudential Global Real Estate A	0	84,813
	Ivy	Ivy Science and Technology Y	0	265,652
	JPMorgan	JPMorgan SmartRetirement 2015 A	0	3,707
	JPMorgan	JPMorgan SmartRetirement 2020 A	0	1,527
	JPMorgan	JPMorgan SmartRetirement 2025 A	0	169
	JPMorgan	JPMorgan SmartRetirement 2030 A	0	3,517
	JPMorgan	JPMorgan SmartRetirement 2035 A	0	23,047

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JPMorgan	JPMorgan SmartRetirement 2040 A	0	252,972
	JPMorgan	JPMorgan SmartRetirement 2045 A	0	123,315
	Fidelity	Fidelity Advisor New Insights Fund T	0	87,832
	Franklin	GM Franklin Rising Dividends A	0	1,206,408
	Fidelity	GM Fidelity Advisor New Insights Fund T	0	1,223,509
	Invesco	GM Invesco Growth and Income A	0	0
	Perkins	GM Perkins Mid Cap Value A	0	403,867

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Ivy	GM Ivy Science and Technology Y	0	14,249
	Neuberger	GM Neuberger Berman Genesis Adv	0	411,011
	American	GM American Funds EuroPacific GrowthR3	0	410,232
	Oppenheimer	GM Oppenheimer Developing Markets Fund A	0	393,819
	BlackRock	GM BlackRock Ready Assets Prime Money	0	0
	PIMCO	GM PIMCO Total Return A	0	2,219,383
	Templeton	GM Templeton Global Bond A	0	377,977

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

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

EIN: 38-3853492

Plan Sponsor's Name Gilt Groupe Holdings, Inc

PN: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	PIMCO	GM PIMCO Real Return A	0	360,871
	Van Eck	GM Van Eck Global Hard Assets A	0	155,553
	Prudential	GM Prudential Global Real Estate A	0	222,153
	Janus	Janus Triton A	0	122,848
	Janus	GM Janus Triton A	0	410,628
	BlackRock	BlackRock S&P 500 Stock Institutional	0	388,753
	Participants Loan Account	Various Rates and Maturities	0	83,464

Plan Name	Gilt Groupe Holdings, Inc 401(K) Plan	EIN:	38-3853492
Plan Sponsor's Name	Gilt Groupe Holdings, Inc	PN:	001

[illegible]