

BLUE NILE INC
Form SC 13G/A
February 11, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

BLUE NILE INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

09578R103

(CUSIP Number)

December 31, 2013

(Date of Event which Requires Filing of Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

Rule 13d - 1(b)

Rule 13d - 1(c)

Rule 13d - 1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

(Continued on following page(s))

Page 1 of 6 Pages

CUSIP NO.H9578R103 13G Page 2 of 6

1 Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

T. ROWE PRICE ASSOCIATES, INC.

52-0556948

2 Check the Appropriate Box if a Member of a Group*

(a) _____

NOT APPLICABLE (b) _____

3

SEC Use Only

4

Citizenship or Place of Organization

MARYLAND

Number ofM Sole Voting Power

**

Shares 413,971

BeneficiallyN Shared Voting Power

**

Owned By Each -0-

ReportingO Sole Dispositive Power

**

Person 2,188,059

With 8 Shared Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,188,059

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

NOT APPLICABLE

11 Percent of Class Represented by Amount in Row 9

17.0%

12 Type of Reporting Person*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

**Any shares reported in Items 5 and 6 are also
reported in Item 7.

CUSIP NO. 09578R103 I3G Page 3 of 6 Pages

1 Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person

T. ROWE PRICE NEW HORIZONS FUND, INC.

52-0791372

2 Check the Appropriate Box if a Member of a Group*

(a) _____

NOT APPLICABLE (b) _____

3

SEC Use Only

4

Citizenship or Place of Organization

Maryland

Number ofM Sole Voting Power

**

Shares 1,765,988

BeneficiallyN Shared Voting Power

**

Owned By Each NONE

ReportingO Sole Dispositive Power

**

Person NONE

With 8 Shared Dispositive Power

NONE

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,765,988

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

NOT APPLICABLE

11 Percent of Class Represented by Amount in Row 9

13.7%

12 Type of Reporting Person*

IV

*SEE INSTRUCTION BEFORE FILLING OUT!

**The aggregate amount reported on this page is also included in the aggregate amount reported by T. Rowe Price Associates, Inc. on page 2 of this Schedule 13G.

SCHEDULE 13G

PAGE 4 OF 6

Item 1(a) Name of Issuer:

Reference is made to page 1 of this Schedule 13G

Item 1(b) Address of Issuer's Principal Executive Offices:

411 FIRST AVE, STE 700, SEATTLE, WA 98104

Item 2(a) Name of Person(s) Filing:

(1) T. Rowe Price Associates, Inc. ("Price Associates")

(2) T. Rowe Price New Horizons Fund, Inc.

X Attached as Exhibit A is a copy of an agreement between the Persons Filing (as specified hereinabove) that this Schedule 13G is being filed on behalf of each of them.

Item 2(b) Address of Principal Business Office:

100 E. Pratt Street, Baltimore, Maryland 21202

Item 2(c) Citizenship or Place of Organization:

(1) Maryland

(2) Maryland

Item 2(d) Title of Class of Securities:

Reference is made to page 1 of this Schedule 13G

Item 2(e) CUSIP Number: 09578R103

Item 3 The person filing this Schedule 13G is an:

Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940