

ESTEE LAUDER COMPANIES INC  
Form 10-Q  
May 03, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549-1004

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**FORM 10-Q**

(Mark One)-

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended March 31, 2016

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from                      to

Commission file number: 1-14064

## The Estée Lauder Companies Inc.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**11-2408943**

(I.R.S. Employer Identification No.)

**767 Fifth Avenue, New York, New York**  
(Address of principal executive offices)

**10153**  
(Zip Code)

**212-572-4200**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

At April 26, 2016, 222,579,072 shares of the registrant's Class A Common Stock, \$.01 par value, and 146,658,737 shares of the registrant's Class B Common Stock, \$.01 par value, were outstanding.



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THE ESTÉE LAUDER COMPANIES INC.

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Table of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.****THE ESTÉE LAUDER COMPANIES INC.****CONSOLIDATED STATEMENTS OF EARNINGS****(Unaudited)**

|  | Three Months Ended<br>March 31       |                 | Nine Months Ended<br>March 31 |                 |
|--|--------------------------------------|-----------------|-------------------------------|-----------------|
|  | 2016                                 | 2015            | 2016                          | 2015            |
|  | (In millions, except per share data) |                 |                               |                 |
| Net Sales  | \$ 2,656.5                           | \$ 2,580.5      | \$ 8,616.0                    | \$ 8,256.0      |
| Cost of Sales  | 504.2                                | 502.9           | 1,670.4                       | 1,612.6         |
| <b>Gross Profit</b>  | <b>2,152.3</b>                       | <b>2,077.6</b>  | <b>6,945.6</b>                | <b>6,643.4</b>  |
| <b>Operating Expenses</b>  |                                      |                 |                               |                 |
| Selling, general and administrative  | 1,753.1                              | 1,680.4         | 5,445.3                       | 5,265.4         |
| Restructuring and other charges  | 15.2                                 |                 | 33.7                          |                 |
| <b>Total operating expenses</b>  | <b>1,768.3</b>                       | <b>1,680.4</b>  | <b>5,479.0</b>                | <b>5,265.4</b>  |
| <b>Operating Income</b>  | <b>384.0</b>                         | <b>397.2</b>    | <b>1,466.6</b>                | <b>1,378.0</b>  |
| Interest expense   | 18.0                                 | 15.2            | 52.1                          | 45.0            |
| Interest income and investment income, net   | 4.2                                  | 3.1             | 10.4                          | 8.5             |
| <b>Earnings before Income Taxes</b>  | <b>370.2</b>                         | <b>385.1</b>    | <b>1,424.9</b>                | <b>1,341.5</b>  |
| Provision for income taxes   | 103.6                                | 112.4           | 399.1                         | 401.9           |
| <b>Net Earnings</b>  | <b>266.6</b>                         | <b>272.7</b>    | <b>1,025.8</b>                | <b>939.6</b>    |
| Net earnings attributable to noncontrolling interests                                | (1.0)                                | (0.6)           | (4.7)                         | (3.7)           |
| <b>Net Earnings Attributable to The Estée Lauder Companies Inc.</b>                  | <b>\$ 265.6</b>                      | <b>\$ 272.1</b> | <b>\$ 1,021.1</b>             | <b>\$ 935.9</b> |
| <b>Net earnings attributable to The Estée Lauder Companies Inc. per common share</b> |                                      |                 |                               |                 |
| Basic  | \$ 0.72                              | \$ 0.72         | \$ 2.76                       | \$ 2.46         |
| Diluted  | \$ 0.71                              | \$ 0.71         | \$ 2.71                       | \$ 2.42         |
| <b>Weighted-average common shares outstanding</b>                                    |                                      |                 |                               |                 |
| Basic  | 369.1                                | 378.5           | 370.4                         | 380.1           |
| Diluted  | 375.6                                | 384.7           | 376.9                         | 386.3           |

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|   |    |     |    |     |    |     |    |     |
|---|----|-----|----|-----|----|-----|----|-----|
| <b>Cash dividends declared per common share</b> | \$ | .30 | \$ | .24 | \$ | .84 | \$ | .68 |
|---|----|-----|----|-----|----|-----|----|-----|

See notes to consolidated financial statements.

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)****(Unaudited)**

|   | Three Months Ended<br>March 31 |                 | Nine Months Ended<br>March 31 |                 |
|---|--------------------------------|-----------------|-------------------------------|-----------------|
|   | 2016                           | 2015            | 2016                          | 2015            |
|   | (In millions)                  |                 |                               |                 |
| <b>Net earnings</b>   | \$ 266.6                       | \$ 272.7        | \$ 1,025.8                    | \$ 939.6        |
| <b>Other comprehensive income (loss):</b>   |                                |                 |                               |                 |
| Net unrealized investment gain (loss)   | 6.6                            | 2.1             | 3.2                           | (0.7)           |
| Net derivative instrument gain (loss)   | (36.2)                         | 25.0            | (32.0)                        | 80.3            |
| Amounts included in net periodic benefit cost   | 6.3                            | 10.1            | 19.1                          | 23.0            |
| Translation adjustments   | 71.1                           | (139.5)         | (51.6)                        | (374.1)         |
| Benefit (provision) for deferred income taxes on components of other comprehensive income | 11.1                           | (13.4)          | 3.6                           | (39.7)          |
| <b>Total other comprehensive income (loss)</b>  | <b>58.9</b>                    | <b>(115.7)</b>  | <b>(57.7)</b>                 | <b>(311.2)</b>  |
| <b>Comprehensive income (loss)</b>  | <b>325.5</b>                   | <b>157.0</b>    | <b>968.1</b>                  | <b>628.4</b>    |
| <b>Comprehensive (income) loss attributable to noncontrolling interests:</b>              |                                |                 |                               |                 |
| Net earnings  | (1.0)                          | (0.6)           | (4.7)                         | (3.7)           |
| Translation adjustments   | (1.0)                          | 2.1             | (0.1)                         | 2.6             |
|   | (2.0)                          | 1.5             | (4.8)                         | (1.1)           |
| <b>Comprehensive income attributable to The Estée Lauder Companies Inc.</b>               | <b>\$ 323.5</b>                | <b>\$ 158.5</b> | <b>\$ 963.3</b>               | <b>\$ 627.3</b> |

See notes to consolidated financial statements.

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****CONSOLIDATED BALANCE SHEETS**

|   | March 31<br>2016<br>(Unaudited) | June 30<br>2015   |
|---|---------------------------------|-------------------|
|   | (\$ in millions)                |                   |
| <b>ASSETS</b>   |                                 |                   |
| <b>Current Assets</b>   |                                 |                   |
| Cash and cash equivalents   | \$ 556.3                        | \$ 1,021.4        |
| Short-term investments  | 517.5                           | 503.7             |
| Accounts receivable, net  | 1,416.6                         | 1,174.5           |
| Inventory and promotional merchandise, net  | 1,150.5                         | 1,215.8           |
| Prepaid expenses and other current assets   | 611.4                           | 553.1             |
| <b>Total current assets</b>   | <b>4,252.3</b>                  | <b>4,468.5</b>    |
| <b>Property, Plant and Equipment, net</b>   | <b>1,510.5</b>                  | <b>1,490.2</b>    |
| <b>Other Assets</b>   |                                 |                   |
| Long-term investments   | 1,075.3                         | 420.3             |
| Goodwill  | 1,225.3                         | 1,144.8           |
| Other intangible assets, net  | 352.3                           | 326.6             |
| Other assets  | 400.6                           | 388.8             |
| <b>Total other assets</b>   | <b>3,053.5</b>                  | <b>2,280.5</b>    |
| <b>Total assets</b>   | <b>\$ 8,816.3</b>               | <b>\$ 8,239.2</b> |
| <b>LIABILITIES AND EQUITY</b>   |                                 |                   |
| <b>Current Liabilities</b>  |                                 |                   |
| Current debt  | \$ 312.8                        | \$ 29.8           |
| Accounts payable  | 572.5                           | 635.4             |
| Other accrued liabilities   | 1,548.4                         | 1,470.4           |
| <b>Total current liabilities</b>  | <b>2,433.7</b>                  | <b>2,135.6</b>    |
| <b>Noncurrent Liabilities</b>   |                                 |                   |
| Long-term debt  | 1,612.5                         | 1,607.5           |
| Other noncurrent liabilities  | 947.7                           | 841.8             |
| <b>Total noncurrent liabilities</b>   | <b>2,560.2</b>                  | <b>2,449.3</b>    |
| <b>Contingencies (Note 8)</b>   |                                 |                   |
| <b>Equity</b>   |                                 |                   |
| Common stock, \$.01 par value; Class A shares authorized: 1,300,000,000 at March 31, 2016 and June 30, 2015; shares issued: 421,624,266 at March 31, 2016 and 418,530,857 at June 30, 2015; Class B shares authorized: 304,000,000 at March 31, 2016 and June 30, 2015; shares issued and outstanding: 146,658,737 at March 31, 2016 and 147,046,137 at June 30, 2015 | 5.7                             | 5.7               |
| Paid-in capital   | 3,090.4                         | 2,871.6           |
| Retained earnings   | 7,711.6                         | 7,004.1           |
| Accumulated other comprehensive loss  | (439.3)                         | (381.5)           |
|   | 10,368.4                        | 9,499.9           |
| Less: Treasury stock, at cost; 199,110,967 Class A shares at March 31, 2016 and 190,694,630 Class A shares at June 30, 2015   | (6,556.6)                       | (5,856.7)         |

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|                                     |  |            |            |
|-------------------------------------|--|------------|------------|
| <b>Total stockholders equity</b>    | <b>The Estée Lauder Companies Inc.</b> | 3,811.8    | 3,643.2    |
| <b>Noncontrolling interests</b>     |  | 10.6       | 11.1       |
| <b>Total equity</b>                 |  | 3,822.4    | 3,654.3    |
| <b>Total liabilities and equity</b> |  | \$ 8,816.3 | \$ 8,239.2 |

See notes to consolidated financial statements.

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

|  | <b>Nine Months Ended<br/>March 31</b> |                  |
|--|---------------------------------------|------------------|
|  | <b>2016</b>                           | <b>2015</b>      |
|  | <b>(In millions)</b>                  |                  |
| <b>Cash Flows from Operating Activities</b>  |                                       |                  |
| Net earnings   | \$ 1,025.8                            | \$ 939.6         |
| Adjustments to reconcile net earnings to net cash flows from operating activities: |                                       |                  |
| Depreciation and amortization  | 304.9                                 | 298.6            |
| Deferred income taxes  | (51.4)                                | (56.2)           |
| Non-cash stock-based compensation  | 147.3                                 | 133.9            |
| Excess tax benefits from stock-based compensation arrangements                     | (18.1)                                | (40.7)           |
| Loss on disposal of property, plant and equipment                                  | 10.4                                  | 8.1              |
| Non-cash restructuring and other charges   | 14.7                                  |                  |
| Pension and post-retirement benefit expense  | 52.6                                  | 48.3             |
| Pension and post-retirement benefit contributions                                  | (18.7)                                | (18.5)           |
| Loss on Venezuela remeasurement  |                                       | 5.3              |
| Change in fair value of contingent consideration                                   | 16.3                                  | 4.1              |
| Other non-cash items   | (2.1)                                 | (4.4)            |
| Changes in operating assets and liabilities:                                       |                                       |                  |
| Increase in accounts receivable, net   | (251.1)                               | (94.2)           |
| Decrease in inventory and promotional merchandise, net                             | 52.9                                  | 104.9            |
| Increase in other assets, net  | (81.7)                                | (14.4)           |
| Increase (decrease) in accounts payable  | (45.6)                                | 14.8             |
| Increase in other accrued and noncurrent liabilities                               | 160.0                                 | 55.8             |
| <b>Net cash flows provided by operating activities</b>                             | <b>1,316.2</b>                        | <b>1,385.0</b>   |
| <b>Cash Flows from Investing Activities</b>  |                                       |                  |
| Capital expenditures   | (334.4)                               | (279.8)          |
| Payments for acquired businesses, net of cash acquired                             | (101.2)                               | (242.0)          |
| Proceeds from disposition of investments   | 925.2                                 | 181.3            |
| Purchases of investments   | (1,586.5)                             | (691.7)          |
| <b>Net cash flows used for investing activities</b>                                | <b>(1,096.9)</b>                      | <b>(1,032.2)</b> |
| <b>Cash Flows from Financing Activities</b>  |                                       |                  |
| Proceeds of current debt, net  | 285.8                                 | 118.7            |
| Debt issuance costs  | (0.1)                                 | (1.1)            |
| Repayments and redemptions of long-term debt                                       | (5.9)                                 | (6.0)            |
| Net proceeds from stock-based compensation transactions                            | 54.9                                  | 83.5             |
| Excess tax benefits from stock-based compensation arrangements                     | 18.1                                  | 40.7             |
| Payments to acquire treasury stock   | (703.1)                               | (626.1)          |
| Dividends paid to stockholders   | (311.9)                               | (259.8)          |
| Payments to noncontrolling interest holders for dividends                          | (3.1)                                 | (4.3)            |
| <b>Net cash flows used for financing activities</b>                                | <b>(665.3)</b>                        | <b>(654.4)</b>   |
| Effect of Exchange Rate Changes on Cash and Cash Equivalents                       | (19.1)                                | (39.2)           |
| <b>Net Decrease in Cash and Cash Equivalents</b>                                   | <b>(465.1)</b>                        | <b>(340.8)</b>   |

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|   |    |         |    |         |
|---|----|---------|----|---------|
| <b>Cash and Cash Equivalents at Beginning of Period</b> |    | 1,021.4 |    | 1,629.1 |
| <b>Cash and Cash Equivalents at End of Period</b>       | \$ | 556.3   | \$ | 1,288.3 |

See notes to consolidated financial statements.

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**THE ESTÉE LAUDER COMPANIES INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

The accompanying consolidated financial statements include the accounts of The Estée Lauder Companies Inc. and its subsidiaries (collectively, the Company). All significant intercompany balances and transactions have been eliminated.

The unaudited interim consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments of a normal recurring nature considered necessary for a fair presentation have been included. The results of operations of any interim period are not necessarily indicative of the results of operations to be expected for the full fiscal year. The interim consolidated financial statements should be read in conjunction with the consolidated financial statements and accompanying footnotes included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

*Management Estimates*

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses reported in those financial statements. Certain significant accounting policies that contain subjective management estimates and assumptions include those related to revenue recognition, inventory, pension and other post-retirement benefit costs, goodwill, other intangible assets and long-lived assets, and income taxes. Descriptions of these policies are discussed in the notes to consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2015. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, and makes adjustments when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from those estimates and assumptions. Significant changes, if any, in those estimates and assumptions resulting from continuing changes in the economic environment will be reflected in the consolidated financial statements in future periods.

*Currency Translation and Transactions*

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All assets and liabilities of foreign subsidiaries and affiliates are translated at period-end rates of exchange, while revenue and expenses are translated at weighted-average rates of exchange for the period. Unrealized translation gains (losses) reported as cumulative translation adjustments through other comprehensive income (loss) ( OCI ) attributable to The Estée Lauder Companies Inc. amounted to \$71.5 million and \$(144.4) million, net of tax, during the three months ended March 31, 2016 and 2015, respectively, and \$(56.8) million and \$(392.5) million, net of tax, during the nine months ended March 31, 2016 and 2015, respectively.

The Company enters into foreign currency forward contracts and may enter into option contracts to hedge foreign currency transactions for periods consistent with its identified exposures. Accordingly, the Company categorizes these instruments as entered into for purposes other than trading.

The accompanying consolidated statements of earnings include net exchange gains (losses) on foreign currency transactions of \$10.9 million and \$7.2 million during the three months ended March 31, 2016 and 2015, respectively, and \$16.4 million and \$(9.2) million during the nine months ended March 31, 2016 and 2015, respectively.

For the Company's Venezuelan subsidiary operating in a highly inflationary economy, the U.S. dollar is the functional currency. Remeasurement adjustments in financial statements in a highly inflationary economy and other transactional gains and losses are reflected in earnings. In February 2015, the Venezuelan government introduced an open market foreign exchange system ( SIMADI ). As a result, the Company recorded a remeasurement charge of \$5.3 million, on a before and after tax basis, for the three and nine months ended March 31, 2015. In March 2016, the Venezuelan government made changes to certain of its foreign currency exchange systems. As part of these changes, a new free-floating exchange rate mechanism ( DICOM ) replaced the SIMADI foreign exchange system and is the only mechanism legally available for the Company's highest priority transactions, which are the import of goods. This change had a de minimis impact on the Company's consolidated statements of earnings. The Company's Venezuelan subsidiary is not material to the Company's consolidated financial statements or liquidity at March 31, 2016.

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS***Accounts Receivable*

Accounts receivable is stated net of the allowance for doubtful accounts and customer deductions totaling \$20.4 million and \$20.6 million as of March 31, 2016 and June 30, 2015, respectively.

*Concentration of Credit Risk*

The Company is a worldwide manufacturer, marketer and distributor of skin care, makeup, fragrance and hair care products. The Company's sales subject to credit risk are made primarily to department stores, perfumeries, specialty multi-brand retailers and retailers in its travel retail business. The Company grants credit to all qualified customers and does not believe it is exposed significantly to any undue concentration of credit risk.

The Company's largest customer sells products primarily within the United States and accounted for \$247.9 million, or 9%, and \$268.6 million, or 10%, of the Company's consolidated net sales for the three months ended March 31, 2016 and 2015, respectively, and \$839.6 million, or 10%, and \$827.4 million, or 10%, of the Company's consolidated net sales for the nine months ended March 31, 2016 and 2015, respectively. This customer accounted for \$178.1 million, or 13%, and \$139.1 million, or 12%, of the Company's accounts receivable at March 31, 2016 and June 30, 2015, respectively.

*Inventory and Promotional Merchandise*

Inventory and promotional merchandise, net consists of:

| (In millions)           | March 31<br>2016 | June 30<br>2015 |
|-------------------------|------------------|-----------------|
| Raw materials           | \$ 269.9         | \$ 306.9        |
| Work in process         | 137.9            | 168.7           |
| Finished goods          | 612.4            | 581.3           |
| Promotional merchandise | 130.3            | 158.9           |
|                         | \$ 1,150.5       | \$ 1,215.8      |

*Property, Plant and Equipment*

| <b>(In millions)</b>                           | <b>March 31<br/>2016</b> | <b>June 30<br/>2015</b> |
|--|--------------------------|-------------------------|
| <b>Assets (Useful Life)</b>                    |                          |                         |
| Land   | \$ 15.2                  | \$ 15.4                 |
| Buildings and improvements (10 to 40 years)    | 184.6                    | 184.9                   |
| Machinery and equipment (3 to 10 years)        | 670.0                    | 671.3                   |
| Computer hardware and software (4 to 15 years) | 1,041.5                  | 1,012.4                 |
| Furniture and fixtures (5 to 10 years)         | 86.6                     | 73.7                    |
| Leasehold improvements                         | 1,743.5                  | 1,621.9                 |
|  | 3,741.4                  | 3,579.6                 |
| Less accumulated depreciation and amortization | 2,230.9                  | 2,089.4                 |
|  | \$ 1,510.5               | \$ 1,490.2              |

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The cost of assets related to projects in progress of \$164.6 million and \$192.0 million as of March 31, 2016 and June 30, 2015, respectively, is included in their respective asset categories above. Depreciation and amortization of property, plant and equipment was \$99.9 million and \$97.2 million during the three months ended March 31, 2016 and 2015, respectively, and \$295.3 million and \$292.3 million during the nine months ended March 31, 2016 and 2015, respectively. Depreciation and amortization related to the Company's manufacturing process is included in Cost of Sales, and all other depreciation and amortization is included in Selling, general and administrative expenses in the accompanying consolidated statements of earnings.

***Other Accrued Liabilities***

Other accrued liabilities consist of the following:

| (In millions)                           | March 31<br>2016 | June 30<br>2015 |
|---|------------------|-----------------|
| Advertising, merchandising and sampling | \$ 287.0         | \$ 293.8        |
| Employee compensation                   | 436.2            | 463.3           |
| Payroll and other taxes                 | 164.5            | 142.0           |
| Accrued income taxes                    | 139.2            | 96.9            |
| Other                                   | 521.5            | 474.4           |
|   | \$ 1,548.4       | \$ 1,470.4      |

***Income Taxes***

The effective rate for income taxes was 28.0% and 29.2% for the three months ended March 31, 2016 and 2015, respectively. The decrease in the effective tax rate was attributable to a lower effective tax rate on the Company's foreign operations. The effective rate for income taxes was 28.0% and 30.0% for the nine months ended March 31, 2016 and 2015, respectively. The decrease in the effective tax rate was attributable to a lower effective tax rate on the Company's foreign operations and the reduced impact of income tax reserves as compared to the prior-year period.

As of March 31, 2016 and June 30, 2015, the gross amount of unrecognized tax benefits, exclusive of interest and penalties, totaled \$73.8 million and \$77.8 million, respectively. The total amount of unrecognized tax benefits at March 31, 2016 that, if recognized, would affect the effective tax rate was \$49.1 million. The total gross interest and penalties accrued related to unrecognized tax benefits during the three and nine months ended March 31, 2016 in the accompanying consolidated statements of earnings was \$0.5 million and \$1.2 million, respectively. The total gross accrued interest and penalties in the accompanying consolidated balance sheets at March 31, 2016 and June 30, 2015 was \$16.6

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million and \$16.5 million, respectively. On the basis of the information available as of March 31, 2016, it is reasonably possible that the total amount of unrecognized tax benefits could decrease in a range of \$5 million to \$10 million within the next twelve months as a result of projected resolutions of global tax examinations and controversies and a potential lapse of the applicable statutes of limitations.

As of March 31, 2016 and June 30, 2015, the Company had current net deferred tax assets of \$294.0 million and \$279.0 million, respectively, substantially all of which are included in Prepaid expenses and other current assets in the accompanying consolidated balance sheets. In addition, the Company had noncurrent net deferred tax assets of \$59.3 million and \$72.1 million as of March 31, 2016 and June 30, 2015, respectively, substantially all of which are included in Other assets in the accompanying consolidated balance sheets.

### *Debt*

As of March 31, 2016, the Company had \$285.3 million of commercial paper outstanding, maturing through April 2016, which the Company is refinancing on a periodic basis, at then-prevailing market interest rates, as it matures.

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**THE ESTÉE LAUDER COMPANIES INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

***Recently Issued Accounting Standards***

In March 2016, the Financial Accounting Standards Board ( FASB ) issued authoritative guidance that changes the way companies account for certain aspects of share-based payments to employees. The most significant impact relates to the accounting for income tax effects of share-based compensation awards. This new guidance is part of the FASB 's simplification initiative and requires that all excess tax benefits and tax deficiencies be recorded as income tax expense or benefit in the income statement. In addition, companies are required to treat the tax effects of exercised or vested awards as discrete items in the period that they occur. Other updates include changing the threshold on tax withholding requirements. Under this guidance, an employer can withhold up to the maximum statutory withholding rates in a jurisdiction without tainting the award classification. Additionally, this guidance allows companies to elect a forfeiture recognition method whereby they account for forfeitures as they occur (actual) or they estimate the number of awards expected to be forfeited (current GAAP). Lastly, as it relates to public entities, this guidance also provides requirements for the cash flow classification of cash paid by an employer when directly withholding shares for tax-withholding purposes and excess tax benefits. This guidance becomes effective for the Company 's fiscal 2018 first quarter, with early adoption permitted, and the guidance prescribes different transition methods for the various provisions (i.e., retrospective, modified retrospective, or prospective). The Company is currently evaluating the impact of applying this guidance on its consolidated financial statements.

In February 2016, the FASB issued authoritative guidance that requires lessees to account for most leases on their balance sheets with the liability being equal to the present value of the lease payments. The right-of-use asset will be based on the lease liability adjusted for certain costs such as direct costs. Lease expense will be recognized similar to current accounting guidance with operating leases resulting in a straight-line expense and financing leases resulting in a front-loaded expense similar to the current accounting for capital leases. This guidance becomes effective for the Company 's fiscal 2020 first quarter, with early adoption permitted. This guidance must be adopted using a modified retrospective transition approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements, and provides for certain practical expedients. The Company is currently evaluating the timing, impact and method of applying this guidance on its consolidated financial statements.

In November 2015, the FASB issued authoritative guidance that requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. Under current guidance, deferred taxes for each jurisdiction are presented as a net current asset or liability and net noncurrent asset or liability, requiring an in-depth analysis by jurisdiction to allocate between current and noncurrent. The updated guidance simplifies a company 's analysis by eliminating the requirement to allocate between current and noncurrent deferred taxes by jurisdiction. This guidance becomes effective for the Company 's fiscal 2018 first quarter, with early adoption permitted. The Company plans to early adopt this guidance retrospectively in the fourth quarter of fiscal 2016, and this reclassification is not expected to have a material impact on its consolidated balance sheets.

In May 2014, the FASB issued authoritative guidance that defines how companies should report revenues from contracts with customers. The standard requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. It provides companies with a single comprehensive five-step principles-based model to use in accounting for revenue and supersedes current revenue recognition requirements, including most industry-specific and transaction-specific revenue guidance. In August 2015, the FASB deferred the effective date of the new

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revenue standard by one year. As a result, the new standard is not effective for the Company until fiscal 2019, with early adoption permitted. The guidance permits an entity to apply the standard retrospectively to all prior periods presented, with certain practical expedients, or apply the requirements in the year of adoption, through a cumulative adjustment. In March 2016, the FASB issued authoritative guidance that amended the principal versus agent guidance in its new revenue recognition standard. These amendments do not change the key aspects of the principal versus agent guidance, including the definition that an entity is a principal if it controls the good or service prior to it being transferred to a customer, but the amendments clarify the implementation guidance related to the considerations that must be made during the contract evaluation process. In April 2016, the FASB issued further authoritative guidance that amended the new standard to clarify the guidance on identifying performance obligations and accounting for licenses of intellectual property. The Company will apply all of this new guidance when it becomes effective in fiscal 2019 and has not yet selected a transition method. The Company currently has an implementation team in place that is performing a comprehensive evaluation of the impact of adoption on its consolidated financial statements.

No other recently issued accounting pronouncements are expected to have a material impact on the Company's consolidated financial statements.

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 2 INVESTMENTS**

Gains and losses recorded in accumulated OCI ( AOCI ) related to the Company's available-for-sale investments as of March 31, 2016 were as follows:

| (In millions)                            | Cost       | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair Value |
|--|------------|------------------------------|-------------------------------|------------|
| U.S. government and agency securities    | \$ 631.1   | \$ 1.6                       | \$ (0.1)                      | \$ 632.6   |
| Foreign government and agency securities | 53.0       | 0.1                          |                               | 53.1       |
| Corporate notes and bonds                | 396.3      | 1.7                          | (0.3)                         | 397.7      |
| Time deposits                            | 416.8      |                              |                               | 416.8      |
| Other securities                         | 23.9       | 0.1                          |                               | 24.0       |
| Total                                    | \$ 1,521.1 | \$ 3.5                       | \$ (0.4)                      | \$ 1,524.2 |

Gains and losses recorded in AOCI related to the Company's available-for-sale investments as of June 30, 2015 were as follows:

| (In millions)                            | Cost     | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair Value |
|--|----------|------------------------------|-------------------------------|------------|
| U.S. government and agency securities    | \$ 265.8 | \$ 0.1                       | \$ (0.1)                      | \$ 265.8   |
| Foreign government and agency securities | 23.9     |                              |                               | 23.9       |
| Corporate notes and bonds                | 182.7    | 0.1                          | (0.4)                         | 182.4      |
| Time deposits                            | 410.8    |                              |                               | 410.8      |
| Other securities                         | 34.8     | 0.1                          |                               | 34.9       |
| Total                                    | \$ 918.0 | \$ 0.3                       | \$ (0.5)                      | \$ 917.8   |

The following table presents the Company's available-for-sale securities by contractual maturity as of March 31, 2016:

| (In millions)                    | Cost       | Fair Value |
|----------------------------------|------------|------------|
| Due within one year              | \$ 517.5   | \$ 517.5   |
| Due after one through five years | 1,003.6    | 1,006.7    |
|                                  | \$ 1,521.1 | \$ 1,524.2 |

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The following table presents the fair market value of the Company's investments with gross unrealized losses that are not deemed to be other-than temporarily impaired as of March 31, 2016:

| (In millions)                 | In a Loss Position for Less Than 12 Months |                         | In a Loss Position for More Than 12 Months |                         |
|-------------------------------|--|-------------------------|--|-------------------------|
|                               | Fair Value                                 | Gross Unrealized Losses | Fair Value                                 | Gross Unrealized Losses |
| Available-for-sale securities | \$ 267.1                                   | \$ (0.3)                | \$ 53.3                                    | \$ (0.1)                |

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Gross gains and losses realized on sales of investments included in the consolidated statements of earnings were as follows:

| (In millions)         | Three Months Ended March 31 |        | Nine Months Ended March 31 |        |
|-----------------------|-----------------------------|--------|----------------------------|--------|
|                       | 2016                        | 2015   | 2016                       | 2015   |
| Gross realized gains  | \$ 0.1                      | \$ 0.1 | \$ 0.4                     | \$ 1.6 |
| Gross realized losses | (0.2)                       | (0.1)  | (0.6)                      | (0.1)  |
| Total                 | \$ (0.1)                    | \$     | \$ (0.2)                   | \$ 1.5 |

The Company utilizes the first-in, first-out method to determine the cost of the security sold. Sales proceeds from investments classified as available-for-sale were \$120.1 million and \$133.0 million for the three months ended March 31, 2016 and 2015, respectively, and \$501.5 million and \$185.9 million for the nine months ended March 31, 2016 and 2015, respectively.

**NOTE 3 GOODWILL AND OTHER INTANGIBLE ASSETS**

During the nine months ended March 31, 2016, the Company acquired By Kilian, a Paris-based prestige fragrance brand, which included the addition of goodwill of \$73.6 million, amortizable intangible assets of \$6.5 million (with a weighted-average amortization period of approximately 7 years) and non-amortizable intangible assets of \$31.9 million related to the Company's fragrance product category. These amounts are provisional pending final working capital adjustments and completion of the final valuations. In addition, during this period, the Company recognized \$8.0 million of goodwill associated with the continuing earn-out obligations related to the acquisition of the Bobbi Brown brand.

The following table presents goodwill by product category and the related change in the carrying amount:

| (In millions)                             | Skin Care | Makeup   | Fragrance | Hair Care | Total      |
|---|-----------|----------|-----------|-----------|------------|
| <b><u>Balance as of June 30, 2015</u></b> |           |          |           |           |            |
| Goodwill                                  | \$ 183.9  | \$ 449.7 | \$ 181.3  | \$ 394.7  | \$ 1,209.6 |
| Accumulated impairments                   | (29.1)    |          |           | (35.7)    | (64.8)     |
|   | 154.8     | 449.7    | 181.3     | 359.0     | 1,144.8    |
| Goodwill acquired during the period       |           | 8.0      | 73.6      |           | 81.6       |
| Translation adjustments                   | 0.2       |          | (0.6)     | (0.7)     | (1.1)      |
|   | 0.2       | 8.0      | 73.0      | (0.7)     | 80.5       |

**Balance as of March 31, 2016**

|                         |          |          |          |          |            |
|-------------------------|----------|----------|----------|----------|------------|
| Goodwill                | 184.5    | 457.7    | 254.3    | 392.9    | 1,289.4    |
| Accumulated impairments | (29.5)   |          |          | (34.6)   | (64.1)     |
|                         | \$ 155.0 | \$ 457.7 | \$ 254.3 | \$ 358.3 | \$ 1,225.3 |

Other intangible assets consist of the following:

| (In millions)                             | Gross Carrying Value | March 31, 2016           |                      | Gross Carrying Value | June 30, 2015            |                      | Total Net Book Value |
|---|----------------------|--------------------------|----------------------|----------------------|--------------------------|----------------------|----------------------|
|   |                      | Accumulated Amortization | Total Net Book Value |                      | Accumulated Amortization | Total Net Book Value |                      |
| <u>Amortizable intangible assets:</u>     |                      |                          |                      |                      |                          |                      |                      |
| Customer lists and other                  | \$ 300.8             | \$ 240.4                 | \$ 60.4              | \$ 294.4             | \$ 228.7                 | \$ 65.7              |                      |
| License agreements                        | 43.0                 | 43.0                     |                      | 43.0                 | 43.0                     |                      |                      |
|   | \$ 343.8             | \$ 283.4                 | 60.4                 | \$ 337.4             | \$ 271.7                 | 65.7                 |                      |
| <u>Non-amortizable intangible assets:</u> |                      |                          |                      |                      |                          |                      |                      |
| Trademarks and other                      |                      |                          | 291.9                |                      |                          |                      | 260.9                |
| Total intangible assets                   |                      |                          | \$ 352.3             |                      |                          |                      | \$ 326.6             |

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The aggregate amortization expense related to amortizable intangible assets was \$3.9 million and \$3.6 million for the three months ended March 31, 2016 and 2015, respectively, and was \$11.6 million and \$9.7 million for the nine months ended March 31, 2016 and 2015, respectively. The estimated aggregate amortization expense for the remainder of fiscal 2016 and for each of fiscal 2017 to 2020 is \$3.9 million, \$13.9 million, \$13.0 million, \$12.3 million and \$5.3 million, respectively.

**NOTE 4 CHARGES ASSOCIATED WITH RESTRUCTURING ACTIVITIES**

In October 2015, officers authorized by the Company's Board of Directors approved plans to transform and modernize the Company's global technology infrastructure ( GTI ) to fundamentally change the way it delivers information technology services internally (such initiative, the GTI Restructuring ). As part of the GTI Restructuring, the Company is transitioning its GTI from Company-owned assets to a primarily vendor-owned model where it will pay for services as they are used. This model, with a different third-party provider, is expected to provide an enhanced scalable platform to better support current and future requirements, help the Company achieve key strategic opportunities and improve the Company's agility and flexibility to respond to the demands of the business by leveraging more advanced technologies. This transition is expected to result in operational efficiencies and reduce the Company's information technology service and infrastructure costs in the future. The Company anticipates the GTI Restructuring will result in related restructuring and other charges of approximately \$40 million to \$50 million, consisting of non-cash asset write-offs, as well as employee-related and other implementation costs. The Company expects the implementation of the GTI Restructuring, and the related charges, will continue through calendar year 2016.

The following table presents GTI Restructuring charges and the related activities under this initiative to date:

| (In millions)  | Employee-Related<br>Costs | Asset<br>Write-offs | Contract<br>Terminations | Total   |
|--|---------------------------|---------------------|--------------------------|---------|
| Charges  | \$ 2.7                    | \$ 14.7             | \$ 11.7                  | \$ 29.1 |
| Cash payments  | (0.6)                     |                     | (9.7)                    | (10.3)  |
| Non-cash asset write-offs                              |                           | (14.7)              |                          | (14.7)  |
| Accrued GTI Restructuring balance at<br>March 31, 2016 | \$ 2.1                    | \$                  | \$ 2.0                   | \$ 4.1  |

Accrued GTI Restructuring charges at March 31, 2016 are expected to result in cash expenditures funded from cash provided by operations in fiscal 2016.

Other charges in connection with the implementation of this initiative were \$2.6 million and \$4.6 million for the three and nine months ended March 31, 2016, respectively and primarily relate to consulting services. These charges are included in Restructuring and other charges in the

accompanying consolidated statements of earnings.

On May 3, 2016, the Company announced a multi-year initiative ( Leading Beauty Forward ) to build on its strengths and better leverage its cost structure to free resources for investment to continue its growth momentum. Leading Beauty Forward is designed to enhance the Company's go-to-market capabilities, reinforce its leadership in global prestige beauty and continue creating sustainable value.

The Company plans to approve specific initiatives under Leading Beauty Forward through fiscal 2019 and expects to complete those initiatives through fiscal 2021. The Company expects that Leading Beauty Forward will result in related restructuring and other charges totaling between \$600 million and \$700 million before taxes, consisting of employee-related costs, asset write-offs and other costs to implement these initiatives.

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 5 DERIVATIVE FINANCIAL INSTRUMENTS**

The Company addresses certain financial exposures through a controlled program of risk management that includes the use of derivative financial instruments. The Company enters into foreign currency forward contracts and may enter into option contracts to reduce the effects of fluctuating foreign currency exchange rates. In addition, the Company enters into interest rate derivatives to manage the effects of interest rate movements on the Company's aggregate liability portfolio, including potential future debt issuances. The Company also enters into foreign currency forward contracts and may use option contracts, not designated as hedging instruments, to mitigate the change in fair value of specific assets and liabilities on the balance sheet. The Company does not utilize derivative financial instruments for trading or speculative purposes. Costs associated with entering into derivative financial instruments have not been material to the Company's consolidated financial results.

For each derivative contract entered into where the Company looks to obtain hedge accounting treatment, the Company formally and contemporaneously documents all relationships between hedging instruments and hedged items, as well as its risk-management objective and strategy for undertaking the hedge transaction, the nature of the risk being hedged, how the hedging instruments' effectiveness in offsetting the hedged risk will be assessed prospectively and retrospectively, and a description of the method of measuring ineffectiveness. This process includes linking all derivatives to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions. The Company also formally assesses, both at the inception of the hedges and on an ongoing basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items. If it is determined that a derivative is not highly effective, or that it has ceased to be a highly effective hedge, the Company will be required to discontinue hedge accounting with respect to that derivative prospectively.

The fair values of the Company's derivative financial instruments included in the consolidated balance sheets are presented as follows:

| (In millions)  | Balance Sheet Location                    | Asset Derivatives |              | Liability Derivatives     |               |              |
|--|---|-------------------|--------------|---------------------------|---------------|--------------|
|  |   | Fair Value (1)    |              | Fair Value (1)            |               |              |
|  |   | March 31 2016     | June 30 2015 | Balance Sheet Location    | March 31 2016 | June 30 2015 |
| <b>Derivatives Designated as Hedging Instruments:</b>      |   |                   |              |                           |               |              |
| Foreign currency forward contracts                         | Prepaid expenses and other current assets | \$ 27.1           | \$ 41.1      | Other accrued liabilities | \$ 23.1       | \$ 4.2       |
| Interest rate swap contracts                               | Prepaid expenses and other current assets | 12.9              |              | Other accrued liabilities |               | 0.2          |
| <b>Total Derivatives Designated as Hedging Instruments</b> |   | <b>40.0</b>       | <b>41.1</b>  |                           | <b>23.1</b>   | <b>4.4</b>   |

**Derivatives Not Designated  
as Hedging Instruments:**

|                                    |   |         |         |                           |         |        |
|------------------------------------|---|---------|---------|---------------------------|---------|--------|
| Foreign currency forward contracts | Prepaid expenses and other current assets | 26.0    | 2.0     | Other accrued liabilities | 7.0     | 4.1    |
| Total Derivatives                  |   | \$ 66.0 | \$ 43.1 |                           | \$ 30.1 | \$ 8.5 |

(1) See Note 6 Fair Value Measurements for further information about how the fair value of derivative assets and liabilities are determined.

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## THE ESTÉE LAUDER COMPANIES INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The amounts of the gains and losses related to the Company's derivative financial instruments designated as hedging instruments are presented as follows:

| (In millions)  | Amount of Gain or (Loss)<br>Recognized in OCI on<br>Derivatives<br>(Effective Portion)<br>Three Months Ended<br>March 31 |         | Location of Gain or<br>(Loss) Reclassified<br>from AOCI into<br>Earnings<br>(Effective Portion) | Amount of Gain or (Loss)<br>Reclassified from AOCI<br>into Earnings<br>(Effective Portion) (1)<br>Three Months Ended<br>March 31 |         |
|--|--|---------|---|--|---------|
|  | 2016   | 2015    |   | 2016   | 2015    |
| <b>Derivatives in Cash Flow Hedging Relationships:</b> |  |         |   |  |         |
| Foreign currency forward contracts                     | \$ (16.0)  | \$ 39.1 | Cost of sales   | \$ 6.0   | \$ 3.6  |
|  |  |         | Selling, general and administrative   | 14.0   | 10.5    |
| Settled interest rate-related derivatives              |  |         | Interest expense  | 0.2  |         |
| Total derivatives                                      | \$ (16.0)  | \$ 39.1 |   | \$ 20.2  | \$ 14.1 |

(1) The amount of loss recognized in earnings related to the amount excluded from effectiveness testing was \$(3.0) million and \$(0.2) million for the three months ended March 31, 2016 and 2015, respectively. There was no gain (loss) recognized in earnings related to the ineffective portion of the hedging relationships for the three months ended March 31, 2016 and 2015.

| (In millions)  | Amount of Gain or (Loss)<br>Recognized in OCI on<br>Derivatives<br>(Effective Portion)<br>Nine Months Ended<br>March 31 |          | Location of Gain or<br>(Loss) Reclassified<br>from AOCI into<br>Earnings<br>(Effective Portion) | Amount of Gain or (Loss)<br>Reclassified from AOCI<br>into Earnings<br>(Effective Portion) (1)<br>Nine Months Ended<br>March 31 |         |
|--|---|----------|---|---|---------|
|  | 2016  | 2015     |   | 2016  | 2015    |
| <b>Derivatives in Cash Flow Hedging Relationships:</b> |   |          |   |   |         |
| Foreign currency forward contracts                     | \$ 19.9   | \$ 103.2 | Cost of sales   | \$ 13.4   | \$ 5.4  |
|  |   |          | Selling, general and administrative   | 38.0  | 17.3    |
| Settled interest rate-related derivatives              |   |          | Interest expense  | 0.5   | 0.1     |
| Total derivatives                                      | \$ 19.9   | \$ 103.2 |   | \$ 51.9   | \$ 22.8 |

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(1) The amount of loss recognized in earnings related to the amount excluded from effectiveness testing was \$(1.5) million and \$(1.0) million for the nine months ended March 31, 2016 and 2015, respectively. The amount of gain recognized in earnings related to the ineffective portion of the hedging relationships was \$0.1 million and \$0.6 million for the nine months ended March 31, 2016 and 2015, respectively.

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| (In millions)   | Location of Gain or (Loss)<br>Recognized in Earnings on<br>Derivatives | Amount of Gain or (Loss)<br>Recognized in Earnings on Derivatives (1) |      |                               |      |
|---|--|---|------|-------------------------------|------|
|   |  | Three Months Ended<br>March 31  |      | Nine Months Ended<br>March 31 |      |
|   |  | 2016  | 2015 | 2016                          | 2015 |
| <b>Derivatives in Fair Value Hedging Relationships:</b> |  |   |      |                               |      |
| Interest rate swap contracts                            | Interest expense   | \$ 7.3  | \$   | \$ 13.1                       | \$   |

(1) Changes in the fair value of the interest rate swap agreements are exactly offset by the change in the fair value of the underlying long-term debt.

The amounts of the gains and losses related to the Company's derivative financial instruments not designated as hedging instruments are presented as follows:

| (In millions)   | Location of Gain or (Loss)<br>Recognized in Earnings on<br>Derivatives | Amount of Gain or (Loss)<br>Recognized in Earnings on Derivatives |          |                               |          |
|---|--|---|----------|-------------------------------|----------|
|   |  | Three Months Ended<br>March 31                                    |          | Nine Months Ended<br>March 31 |          |
|   |  | 2016  | 2015     | 2016                          | 2015     |
| <b>Derivatives Not Designated as Hedging Instruments:</b> |  |   |          |                               |          |
| Foreign currency forward contracts                        | Selling, general and administrative                                    | \$ 20.0   | \$ (9.8) | \$ 21.0                       | \$ (9.7) |

**Cash-Flow Hedges**

The Company enters into foreign currency forward contracts to hedge anticipated transactions, as well as receivables and payables denominated in foreign currencies, for periods consistent with the Company's identified exposures. The purpose of the hedging activities is to minimize the effect of foreign exchange rate movements on costs and on the cash flows that the Company receives from foreign subsidiaries. The majority of foreign currency forward contracts are denominated in currencies of major industrial countries. The Company may also enter into foreign currency option contracts to hedge anticipated transactions where there is a high probability that anticipated exposures will materialize. The foreign currency forward contracts entered into to hedge anticipated transactions have been designated as cash-flow hedges and have varying maturities through the end of March 2018.

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The Company enters into interest rate forward contracts to hedge anticipated issuance of debt for periods consistent with the Company's identified exposures. The purpose of the hedging activities is to minimize the effect of interest rate movements on cost of debt issuance.

The ineffective portion of both foreign currency forward and interest rate derivatives is recorded in current-period earnings. For hedge contracts that are no longer deemed highly effective, hedge accounting is discontinued, and gains and losses in AOCI are reclassified to earnings when the underlying forecasted transaction occurs. If it is probable that the forecasted transaction will no longer occur, then any gains or losses in AOCI are reclassified to current-period earnings. As of March 31, 2016, the Company's foreign currency cash-flow hedges were highly effective.

At March 31, 2016, the Company had foreign currency forward contracts in the amount of \$2,933.1 million. The foreign currencies included in foreign currency forward contracts (notional value stated in U.S. dollars) are principally the Euro (\$671.0 million), British pound (\$429.8 million), Chinese yuan (\$316.2 million), Hong Kong dollar (\$264.2 million), Swiss franc (\$206.4 million), Australian dollar (\$173.9 million) and Taiwan dollar (\$135.6 million).

The estimated net gain on foreign currency forward contracts and settled interest rate-related derivatives as of March 31, 2016 that is expected to be reclassified from AOCI into earnings, net of tax, within the next twelve months is \$7.9 million. The accumulated gain on these derivative instruments in AOCI was \$36.4 million and \$68.4 million as of March 31, 2016 and June 30, 2015, respectively.

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**THE ESTÉE LAUDER COMPANIES INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

***Fair-Value Hedges***

The Company enters into interest rate derivative contracts to manage the exposure to interest rate fluctuations on its funded indebtedness. The Company has interest rate swap agreements, with a notional amount totaling \$250.0 million, to effectively convert the fixed rate interest on its 2.35% Senior Notes due August 15, 2022 to variable interest rates based on three-month LIBOR plus a margin. These interest rate swap agreements are designated as fair-value hedges of the related long-term debt, and the changes in the fair value of the interest rate swap agreements are exactly offset by the change in the fair value of the underlying long-term debt.

***Credit Risk***

As a matter of policy, the Company enters into derivative contracts only with counterparties that have a long-term credit rating of at least A- or higher by at least two nationally recognized rating agencies. The counterparties to these contracts are major financial institutions. Exposure to credit risk in the event of nonperformance by any of the counterparties is limited to the gross fair value of contracts in asset positions, which totaled \$66.0 million at March 31, 2016. To manage this risk, the Company has strict counterparty credit guidelines that are continually monitored. Accordingly, management believes risk of loss under these hedging contracts is remote.

**NOTE 6 FAIR VALUE MEASUREMENTS**

The Company records certain of its financial assets and liabilities at fair value, which is defined as the price that would be received to sell an asset or paid to transfer a liability, in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants at the measurement date. The accounting for fair value measurements must be applied to nonfinancial assets and nonfinancial liabilities that require initial measurement or remeasurement at fair value, which principally consist of assets and liabilities acquired through business combinations and goodwill, indefinite-lived intangible assets and long-lived assets for the purposes of calculating potential impairment. The Company is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of inputs that may be used to measure fair value are as follows:

Level 1: Inputs based on quoted market prices for identical assets or liabilities in active markets at the measurement date.

Level 2: Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated

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by observable market data.

Level 3: Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. The inputs are unobservable in the market and significant to the instrument's valuation.

The following table presents the Company's hierarchy for its financial assets and liabilities measured at fair value on a recurring basis as of March 31, 2016:

| (In millions)                            | Level 1 | Level 2    | Level 3  | Total      |
|--|---------|------------|----------|------------|
| <b>Assets:</b>                           |         |            |          |            |
| Foreign currency forward contracts       | \$      | \$ 53.1    | \$       | \$ 53.1    |
| Interest rate swap contracts             |         | 12.9       |          | 12.9       |
| Available-for-sale securities:           |         |            |          |            |
| U.S. government and agency securities    |         | 632.6      |          | 632.6      |
| Foreign government and agency securities |         | 53.1       |          | 53.1       |
| Corporate notes and bonds                |         | 397.7      |          | 397.7      |
| Time deposits                            |         | 416.8      |          | 416.8      |
| Other securities                         |         | 24.0       |          | 24.0       |
| Total                                    | \$      | \$ 1,590.2 | \$       | \$ 1,590.2 |
| <b>Liabilities:</b>                      |         |            |          |            |
| Foreign currency forward contracts       | \$      | \$ 30.1    | \$       | \$ 30.1    |
| Contingent consideration                 |         |            | 205.3    | 205.3      |
| Total                                    | \$      | \$ 30.1    | \$ 205.3 | \$ 235.4   |

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table presents the Company's hierarchy for its financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2015:

| (In millions)                            | Level 1 | Level 2  | Level 3  | Total    |
|--|---------|----------|----------|----------|
| <b>Assets:</b>                           |         |          |          |          |
| Foreign currency forward contracts       | \$      | \$ 43.1  | \$       | \$ 43.1  |
| Available-for-sale securities:           |         |          |          |          |
| U.S. government and agency securities    |         | 265.8    |          | 265.8    |
| Foreign government and agency securities |         | 23.9     |          | 23.9     |
| Corporate notes and bonds                |         | 182.4    |          | 182.4    |
| Time deposits                            |         | 410.8    |          | 410.8    |
| Other securities                         |         | 34.9     |          | 34.9     |
| Total                                    | \$      | \$ 960.9 | \$       | \$ 960.9 |
| <b>Liabilities:</b>                      |         |          |          |          |
| Foreign currency forward contracts       | \$      | \$ 8.3   | \$       | \$ 8.3   |
| Interest rate swap contracts             |         | 0.2      |          | 0.2      |
| Contingent consideration                 |         |          | 159.3    | 159.3    |
| Total                                    | \$      | \$ 8.5   | \$ 159.3 | \$ 167.8 |

The estimated fair values of the Company's financial instruments are as follows:

| (In millions)  | March 31<br>2016   |               | June 30<br>2015    |               |
|--|--------------------|---------------|--------------------|---------------|
|  | Carrying<br>Amount | Fair<br>Value | Carrying<br>Amount | Fair<br>Value |
| <b>Nonderivatives</b>  |                    |               |                    |               |
| Cash and cash equivalents                                    | \$ 556.3           | \$ 556.3      | \$ 1,021.4         | \$ 1,021.4    |
| Available-for-sale securities                                | 1,524.2            | 1,524.2       | 917.8              | 917.8         |
| Current and long-term debt                                   | 1,925.3            | 2,065.6       | 1,637.3            | 1,697.5       |
| Additional purchase price payable                            | 37.4               | 37.4          | 37.0               | 37.0          |
| Contingent consideration                                     | 205.3              | 205.3         | 159.3              | 159.3         |
| <b>Derivatives</b>   |                    |               |                    |               |
| Foreign currency forward contracts asset<br>(liability), net | 23.0               | 23.0          | 34.8               | 34.8          |
| Interest rate swap contracts asset (liability)               | 12.9               | 12.9          | (0.2)              | (0.2)         |

The following methods and assumptions were used to estimate the fair value of the Company's financial instruments for which it is practicable to estimate that value:

*Cash and cash equivalents* Cash and all highly-liquid securities with original maturities of three months or less are classified as cash and cash equivalents, primarily consisting of cash deposits in interest bearing accounts, money market funds and time deposits. The carrying amount approximates fair value, primarily because of the short maturity of cash equivalent instruments.

*Available-for-sale securities* Available-for-sale securities are classified within Level 2 of the valuation hierarchy and are valued using third-party pricing services, and for time deposits, the carrying amount approximates fair value. To determine fair value, the pricing services use market prices or prices derived from other observable market inputs such as benchmark curves, credit spreads, broker/dealer quotes, and other industry and economic factors.

*Foreign currency forward contracts* The fair values of the Company's foreign currency forward contracts were determined using an industry-standard valuation model, which is based on an income approach. The significant observable inputs to the model, such as swap yield curves and currency spot and forward rates, were obtained from an independent pricing service. To determine the fair value of contracts under the model, the difference between the contract price and the current forward rate was discounted using LIBOR for contracts with maturities up to 12 months, and swap yield curves for contracts with maturities greater than 12 months.

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**THE ESTÉE LAUDER COMPANIES INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*Interest rate swap contracts* The fair values of the Company's interest rate swap contracts were determined using an industry-standard valuation model, which is based on the income approach. The significant observable inputs to the model, such as swap yield curves and LIBOR forward rates, were obtained from independent pricing services.

*Current and long-term debt* The fair value of the Company's debt was estimated based on the current rates offered to the Company for debt with the same remaining maturities. To a lesser extent, debt also includes capital lease obligations for which the carrying amount approximates the fair value. The Company's debt is classified within Level 2 of the valuation hierarchy.

*Additional purchase price payable* The Company's additional purchase price payable represents fixed minimum additional purchase price that was discounted using the Company's incremental borrowing rate, which was approximately 1%. The additional purchase price payable is classified within Level 2 of the valuation hierarchy.

*Contingent Consideration* Contingent consideration obligations consist of potential obligations related to our acquisitions. The amounts to be paid under these obligations are contingent upon the achievement of stipulated financial targets by the business subsequent to acquisition. The fair value of the contingent consideration related to certain acquisition earn-outs were based on either a discounting of future cash flows using risk-adjusted discount rates ( DCF Method ), or by estimating the fair value using a probability-weighted discount model that considers the achievement of the conditions upon which the respective contingent obligation is dependent ( Monte Carlo Method ). The contingencies that use the DCF Method were calculated based on risk-adjusted discounted future cash flows using rates ranging from 8% to 13.5%. An increase or decrease in the risk premium of 100 basis points would result in a value that is approximately \$5 million higher or lower than the current liability recorded. Significant changes in the projected future operating results would result in a significantly higher or lower fair value measurement. The contingency that uses the Monte Carlo Method has various inputs into the valuation model that include the risk-adjusted projected future operating results of the acquired entity, a risk-adjusted discount rate of 2.1%, a measure of revenue volatility of 4.5%, an asset volatility of 26.5% and a revenue/earnings before income tax, depreciation and amortization correlation factor of 80%. Significant changes in the projected future operating results would result in a significantly higher or lower fair value measurement. Changes to the discount rate, volatility or correlation factors would have a lesser effect. In both methods, the implied rates are deemed to be unobservable inputs and, as such, the Company's contingent consideration is classified within Level 3 of the valuation hierarchy.

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Changes in the fair value of the contingent consideration obligations for the nine months ended March 31, 2016 are included in Selling, general and administrative expenses in the accompanying consolidated statements of earnings and were as follows:

| <b>(In millions)</b>                       | <b>Fair Value</b> |       |
|--|-------------------|-------|
| Contingent consideration at June 30, 2015  | \$                | 159.3 |
| Acquisitions                               |                   | 29.7  |
| Change in fair value                       |                   | 16.3  |
| Contingent consideration at March 31, 2016 | \$                | 205.3 |

### **NOTE 7 PENSION AND POST-RETIREMENT BENEFIT PLANS**

The Company maintains pension plans covering substantially all of its full-time employees for its U.S. operations and a majority of its international operations. The Company also maintains post-retirement benefit plans which provide certain medical and dental benefits to eligible employees. Descriptions of these plans are discussed in the notes to consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

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The components of net periodic benefit cost for the three months ended March 31, 2016 and 2015 consisted of the following:

| (In millions)                  | 2016 | U.S.   | Pension Plans |        | International |       | Other than Pension Plans Post-retirement |       |    |       |    |       |
|--------------------------------|------|--------|---------------|--------|---------------|-------|--|-------|----|-------|----|-------|
|                                |      |        | 2015          | 2016   | 2015          | 2016  | 2015                                     | 2016  |    |       |    |       |
| Service cost                   | \$   | 8.0    | \$            | 8.0    | \$            | 6.2   | \$                                       | 5.7   | \$ | 0.7   | \$ | 0.8   |
| Interest cost                  |      | 8.2    |               | 7.6    |               | 3.6   |  | 4.1   |    | 1.9   |    | 1.9   |
| Expected return on plan assets |      | (12.2) |               | (12.5) |               | (4.7) |  | (5.3) |    | (0.6) |    | (0.6) |
| Amortization of:               |      |        |               |        |               |       |  |       |    |       |    |       |
| Prior service cost             |      | 0.2    |               | 0.1    |               | 0.4   |  | 0.5   |    | 0.2   |    | 0.2   |
| Actuarial loss                 |      | 2.8    |               | 2.4    |               | 2.6   |  | 2.4   |    | 0.1   |    | 0.4   |
| Settlement                     |      |        |               |        |               |       |  | (1.1) |    |       |    |       |
| Net periodic benefit cost      | \$   | 7.0    | \$            | 5.6    | \$            | 8.1   | \$                                       | 6.3   | \$ | 2.3   | \$ | 2.7   |

The components of net periodic benefit cost for the nine months ended March 31, 2016 and 2015 consisted of the following:

| (In millions)                  | 2016 | U.S.   | Pension Plans |        | International |        | Other than Pension Plans Post-retirement |        |    |       |    |       |
|--------------------------------|------|--------|---------------|--------|---------------|--------|--|--------|----|-------|----|-------|
|                                |      |        | 2015          | 2016   | 2015          | 2016   | 2015                                     | 2016   |    |       |    |       |
| Service cost                   | \$   | 24.2   | \$            | 23.8   | \$            | 18.7   | \$                                       | 18.2   | \$ | 2.1   | \$ | 2.5   |
| Interest cost                  |      | 24.6   |               | 22.8   |               | 11.2   |  | 13.1   |    | 5.6   |    | 5.7   |
| Expected return on plan assets |      | (36.6) |               | (37.5) |               | (14.6) |  | (16.3) |    | (1.7) |    | (1.8) |
| Amortization of:               |      |        |               |        |               |        |  |        |    |       |    |       |
| Prior service cost             |      | 0.5    |               | 0.4    |               | 1.4    |  | 1.6    |    | 0.6   |    | 0.6   |
| Actuarial loss                 |      | 8.4    |               | 7.3    |               | 7.8    |  | 7.8    |    | 0.3   |    | 1.2   |
| Settlement                     |      |        |               |        |               | 0.1    |  | (1.1)  |    |       |    |       |
| Net periodic benefit cost      | \$   | 21.1   | \$            | 16.8   | \$            | 24.6   | \$                                       | 23.3   | \$ | 6.9   | \$ | 8.2   |

During the nine months ended March 31, 2016, the Company made contributions to its international pension plans totaling approximately \$9 million.

As part of its ongoing review of funded levels, the Company made a discretionary contribution of \$30.0 million to its domestic trust based, noncontributory qualified defined benefit pension plan in April 2016.

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The amounts recognized in the consolidated balance sheets related to the Company's pension and post-retirement benefit plans consist of the following:

| <b>(In millions)</b>                 | <b>March 31</b> |         | <b>June 30</b> |         |
|--------------------------------------|-----------------|---------|----------------|---------|
|                                      | <b>2016</b>     |         | <b>2015</b>    |         |
| Other assets                         | \$              | 107.1   | \$             | 113.1   |
| Other accrued liabilities            |                 | (23.8)  |                | (23.8)  |
| Other noncurrent liabilities         |                 | (383.3) |                | (373.0) |
| Funded status                        |                 | (300.0) |                | (283.7) |
| Accumulated other comprehensive loss |                 | 322.0   |                | 346.2   |
| Net amount recognized                | \$              | 22.0    | \$             | 62.5    |

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 8 CONTINGENCIES***Legal Proceedings*

The Company is involved, from time to time, in litigation and other legal proceedings incidental to its business. Management believes that the outcome of current litigation and legal proceedings will not have a material adverse effect upon the Company's results of operations, financial condition or cash flows. However, management's assessment of the Company's current litigation and other legal proceedings could change in light of the discovery of facts with respect to legal actions or other proceedings pending against the Company not presently known to the Company or determinations by judges, juries or other finders of fact which are not in accord with management's evaluation of the possible liability or outcome of such litigation or proceedings. Reasonably possible losses in addition to the amounts accrued for litigation and other legal proceedings are not material to the Company's consolidated financial statements.

**NOTE 9 STOCK-BASED COMPENSATION**

The Company has various stock-based compensation programs (the Plans) under which awards, including stock options, restricted stock units (RSUs), performance share units (PSUs), PSUs based on total stockholder return, long-term PSUs and share units, may be granted. During the second quarter of fiscal 2016, the amount of shares of the Company's Class A Common Stock that was reserved and available to be granted pursuant to these Plans was increased by 10,600,000 to approximately 17,092,300 shares as of March 31, 2016.

Total net stock-based compensation expense is attributable to the granting of, and the remaining requisite service periods of, stock options, RSUs, PSUs, PSUs based on total stockholder return, long-term PSUs, and share units. Compensation expense attributable to net stock-based compensation is as follows:

| (In millions)        | Three Months Ended<br>March 31 |         | Nine Months Ended<br>March 31 |          |
|----------------------|--------------------------------|---------|-------------------------------|----------|
|                      | 2016                           | 2015    | 2016                          | 2015     |
| Compensation expense | \$ 36.1                        | \$ 33.0 | \$ 147.3                      | \$ 133.9 |
| Income tax benefit   | 11.9                           | 10.9    | 48.4                          | 43.9     |

As of March 31, 2016, the total unrecognized compensation cost related to unvested stock-based awards was \$179.7 million and the related weighted-average period over which it is expected to be recognized is approximately two years.

*Stock Options*

The following is a summary of the Company's stock option programs as of March 31, 2016 and changes during the nine months then ended:

| (Shares in thousands)                         | Shares    | Weighted-Average<br>Exercise<br>Price Per<br>Share | Aggregate<br>Intrinsic<br>Value (1)<br>(in millions) | Weighted-Average<br>Contractual Life<br>Remaining in<br>Years |
|---|-----------|--|--|---|
| Outstanding at June 30, 2015                  | 13,437.1  | \$ 47.73   |  |   |
| Granted at fair value                         | 2,506.9   | 77.48  |  |   |
| Exercised                                     | (1,235.2) | 44.44  |  |   |
| Expired                                       | (11.7)    | 48.41  |  |   |
| Forfeited                                     | (114.0)   | 71.21  |  |   |
| Outstanding at March 31, 2016                 | 14,583.1  | 52.94  | \$ 603.3   | 6.2   |
| Vested and expected to vest at March 31, 2016 | 14,455.0  | 52.72  | \$ 601.2   | 6.0   |
| Exercisable at March 31, 2016                 | 10,153.9  | 43.09  | \$ 520.1   | 5.1   |

(1) The intrinsic value of a stock option is the amount by which the market value of the underlying stock exceeds the exercise price of the option.

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following is a summary of the per-share weighted-average grant date fair value of stock options granted and total intrinsic value of stock options exercised:

| (In millions, except per share data)                                      | Three Months Ended<br>March 31 |          | Nine Months Ended<br>March 31 |          |
|---|--------------------------------|----------|-------------------------------|----------|
|   | 2016                           | 2015     | 2016                          | 2015     |
| Per-share weighted-average grant date fair value of stock options granted | \$ 22.29                       | \$ 19.58 | \$ 21.51                      | \$ 22.46 |
| Intrinsic value of stock options exercised                                | \$ 27.0                        | \$ 57.0  | \$ 52.6                       | \$ 88.9  |

The fair value of each option grant was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

|  | Three Months Ended<br>March 31 |         | Nine Months Ended<br>March 31 |         |
|--|--------------------------------|---------|-------------------------------|---------|
|  | 2016                           | 2015    | 2016                          | 2015    |
| Weighted-average expected stock-price volatility | 27%                            | 27%     | 27%                           | 28%     |
| Weighted-average expected option life            | 7 years                        | 7 years | 7 years                       | 7 years |
| Average risk-free interest rate                  | 1.7%                           | 1.6%    | 1.9%                          | 2.2%    |
| Average dividend yield                           | 1.2%                           | 1.1%    | 1.2%                          | 1.1%    |

The Company uses a weighted-average expected stock-price volatility assumption that is a combination of both current and historical implied volatilities of the underlying stock. The implied volatilities were obtained from publicly available data sources. For the weighted-average expected option life assumption, the Company considers the exercise behavior for past grants and models the pattern of aggregate exercises. The average risk-free interest rate is based on the U.S. Treasury strip rate for the expected term of the options, and the average dividend yield is based on historical experience.

**Restricted Stock Units**

The Company granted approximately 1,604,000 RSUs during the nine months ended March 31, 2016 which, at the time of grant, were scheduled to vest as follows: 546,000 in fiscal 2017, 566,800 in fiscal 2018 and 491,200 in fiscal 2019. All RSUs are subject to the continued employment or retirement of the grantees. Beginning in fiscal 2015, the RSUs granted are accompanied by dividend equivalent rights, payable upon settlement either in cash or shares (based on the terms of the particular award) and, as such, were valued at the closing market price of the Company's Class A Common Stock on the date of grant.

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The following is a summary of the status of the Company's RSUs as of March 31, 2016 and activity during the nine months then ended:

| (Shares in thousands)       | Shares    | Weighted-Average<br>Grant Date<br>Fair Value Per Share |
|-----------------------------|-----------|--|
| Nonvested at June 30, 2015  | 2,592.1   | \$ 70.31   |
| Granted                     | 1,604.0   | 77.55  |
| Dividend equivalents        | 17.5      | 87.70  |
| Vested                      | (1,250.8) | 67.71  |
| Forfeited                   | (104.0)   | 73.51  |
| Nonvested at March 31, 2016 | 2,858.8   | 75.50  |

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS*****Performance Share Units***

During the nine months ended March 31, 2016, the Company granted approximately 277,400 PSUs, which will be settled in stock subject to the achievement of the Company's net sales, diluted net earnings per common share and return on invested capital goals for the three fiscal years ending June 30, 2018, all subject to the continued employment or retirement of the grantees. PSUs are accompanied by dividend equivalent rights that will be payable in cash upon settlement. In September 2015, approximately 276,200 shares of the Company's Class A Common Stock were issued and related accrued dividends were paid, relative to the target goals set at the time of the issuance, in settlement of 249,900 PSUs which vested as of June 30, 2015.

The following is a summary of the status of the Company's PSUs as of March 31, 2016 and activity during the nine months then ended:

| (Shares in thousands)       | Shares | Weighted-Average<br>Grant Date<br>Fair Value Per Share |
|-----------------------------|--------|--|
| Nonvested at June 30, 2015  | 550.4  | \$ 71.59   |
| Granted                     | 277.4  | 77.35  |
| Vested                      |        |  |
| Forfeited                   | (6.0)  | 67.31  |
| Nonvested at March 31, 2016 | 821.8  | 73.57  |

***Performance Share Units Based on Total Stockholder Return***

During fiscal 2013, the Company granted PSUs to an executive of the Company with an aggregate target payout of 162,760 shares of the Company's Class A Common Stock, subject to continued employment through the end of the relative performance periods. The first performance period ended June 30, 2015, and the remaining performance periods end June 30, 2016 and 2017. The remaining PSUs will be settled based upon the Company's relative total stockholder return (TSR) over the relevant performance period as compared to companies in the S&P 500 on July 1, 2012. No settlement will occur if the Company's TSR falls below a minimum threshold, and up to an aggregate of 173,611 shares of the Company's Class A Common Stock will be issued depending on the extent to which the Company's TSR equals or exceeds the minimum threshold. The PSUs are accompanied by dividend equivalent rights that will be payable in cash upon settlement.

The grant date fair value of the PSUs of \$11.0 million was estimated using a lattice model with a Monte Carlo simulation and the following assumptions for each performance period, respectively: contractual life of 33, 45 and 57 months, average risk-free interest rate of 0.3%, 0.5% and 0.7% and a dividend yield of 1.0%. Using the historical stock prices and dividends from public sources, the Company estimated the

covariance structure of the returns on S&P 500 stocks. The volatility for the Company's stock produced by this estimation was 32%. The average risk-free interest rate is based on the U.S. Treasury strip rates over the contractual term of the grant, and the dividend yield is based on historical experience. In September 2015, 42,549 shares of the Company's Class A Common Stock were issued and related dividends were paid, in accordance with the terms of the grant, related to the performance period ended June 30, 2015. The remaining PSUs have an aggregate target payout of 108,507 shares as of March 31, 2016.

*Long-term Performance Share Units*

During September 2015, the Company granted PSUs to an executive of the Company with an aggregate target payout of 387,848 shares (in three tranches of approximately 129,283 each) of the Company's Class A Common Stock, generally subject to continued employment through the end of relative performance periods, which end June 30, 2018, 2019 and 2020. No portion of the award will generally vest unless the Company has achieved positive Net Earnings, as defined in the PSU award agreement, for the fiscal year ending June 30, 2016. If the Net Earnings goal is met, then performance and vesting of each tranche will be based on the Company achieving positive Cumulative Operating Income, as defined in the performance share unit award agreement, during the relative performance period. Payment with respect to a tranche will be made on the third anniversary of the last day of the respective performance period. The PSUs are accompanied by dividend equivalent rights that will be payable in cash at the same time as the payment of shares of Class A Common Stock. The grant date fair value of these PSUs of \$30.0 million was estimated using the closing stock price of the Company's Class A Common Stock as of September 4, 2015, the date of grant.

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During January 2016, the Company granted PSUs to an executive of the Company with an aggregate target payout of 71,694 shares (in three tranches of 23,898 each) of the Company's Class A Common Stock, generally subject to continued employment through the end of relative service periods that end on January 29, 2018, 2019 and 2020. No portion of the award will generally vest unless the Company has achieved positive Net Earnings, as defined in the PSU award agreement, for the fiscal year ending June 30, 2017. Payment with respect to a tranche will be made within 30 business days of the date on which the PSUs vest. The PSUs are accompanied by dividend equivalent rights that will be payable in cash at the same time as the payment of shares of the Company's Class A Common Stock. The grant date fair value of these PSUs of \$6.0 million was estimated using the closing stock price of the Company's Class A Common Stock as of January 28, 2016, the date of grant.

**Share Units**

The Company grants share units to certain non-employee directors under the Non-Employee Director Share Incentive Plan. The following is a summary of the status of the Company's share units as of March 31, 2016 and activity during the nine months then ended:

| (Shares in thousands)             | Shares | Weighted-Average<br>Grant Date<br>Fair Value Per Share |
|-----------------------------------|--------|--|
| Outstanding at June 30, 2015      | 110.3  | \$ 41.24   |
| Granted                           | 8.9    | 84.35  |
| Dividend equivalents<br>Converted | 1.1    | 86.58  |
| Outstanding at March 31, 2016     | 120.3  | 44.85  |

**Cash Units**

Certain non-employee directors defer cash compensation in the form of cash payout share units, which are not subject to the Plans. These share units are classified as liabilities and, as such, their fair value is adjusted to reflect the current market value of the Company's Class A Common Stock. The Company recorded \$1.6 million and \$1.7 million as compensation expense to reflect additional deferrals and the change in the market value for the three months ended March 31, 2016 and 2015, respectively. The Company recorded \$2.3 million and \$2.5 million as compensation expense to reflect additional deferrals and the change in the market value for the nine months ended March 31, 2016 and 2015, respectively.

**NOTE 10 NET EARNINGS ATTRIBUTABLE TO THE ESTÉE LAUDER COMPANIES INC. PER COMMON SHARE**

Net earnings attributable to The Estée Lauder Companies Inc. per common share ( basic EPS ) is computed by dividing net earnings attributable to The Estée Lauder Companies Inc. by the weighted-average number of common shares outstanding and contingently issuable shares (which satisfy certain conditions). Net earnings attributable to The Estée Lauder Companies Inc. per common share assuming dilution ( diluted EPS ) is computed by reflecting potential dilution from stock-based awards.

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A reconciliation between the numerator and denominator of the basic and diluted EPS computations is as follows:

| (In millions, except per share data)  | Three Months Ended<br>March 31 |          | Nine Months Ended<br>March 31 |          |
|---|--------------------------------|----------|-------------------------------|----------|
|   | 2016                           | 2015     | 2016                          | 2015     |
| <b>Numerator:</b>   |                                |          |                               |          |
| Net earnings attributable to The Estée Lauder Companies Inc.                          | \$ 265.6                       | \$ 272.1 | \$ 1,021.1                    | \$ 935.9 |
| <b>Denominator:</b>   |                                |          |                               |          |
| Weighted-average common shares outstanding  |                                |          |                               |          |
| Basic   | 369.1                          | 378.5    | 370.4                         | 380.1    |
| Effect of dilutive stock options  | 4.5                            | 4.6      | 4.4                           | 4.6      |
| Effect of RSUs  | 1.9                            | 1.6      | 2.0                           | 1.6      |
| Effect of PSUs based on TSR   | 0.1                            |          | 0.1                           |          |
| Weighted-average common shares outstanding Diluted                                    | 375.6                          | 384.7    | 376.9                         | 386.3    |
| <b>Net earnings attributable to The Estée Lauder Companies Inc. per common share:</b> |                                |          |                               |          |
| Basic   | \$ 0.72                        | \$ 0.72  | \$ 2.76                       | \$ 2.46  |
| Diluted   | 0.71                           | 0.71     | 2.71                          | 2.42     |

As of March 31, 2016 and 2015, outstanding options to purchase 0.2 million and 2.1 million shares, respectively, of Class A Common Stock were not included in the computation of diluted EPS because their inclusion would be anti-dilutive. As of March 31, 2016 and 2015, 0.8 million shares of Class A Common Stock underlying PSUs have been excluded from the calculation of diluted EPS because the number of shares ultimately issued is contingent on the achievement of certain performance targets of the Company, as discussed in Note 9 Stock-Based Compensation.

**NOTE 11 EQUITY**

| (In millions)            | Common Stock | Total Stockholders Paid-in Capital | Equity Retained Earnings | The Estée Lauder Companies Inc. AOCI | Treasury Stock | Total      | Non-controlling Interests | Total Equity |
|--------------------------|--------------|------------------------------------|--------------------------|--------------------------------------|----------------|------------|---------------------------|--------------|
| Balance at June 30, 2015 | \$ 5.7       | \$ 2,871.6                         | \$ 7,004.1               | \$ (381.5)                           | \$ (5,856.7)   | \$ 3,643.2 | \$ 11.1                   | \$ 3,654.3   |
| Net earnings             |              |                                    | 1,021.1                  |                                      |                | 1,021.1    | 4.7                       | 1,025.8      |
| Common stock dividends   |              | 1.6                                | (313.6)                  |                                      |                | (312.0)    | (5.3)                     | (317.3)      |

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|                                   |    |       |    |         |         |         |         |         |         |           |    |         |    |      |    |         |
|-----------------------------------|----|-------|----|---------|---------|---------|---------|---------|---------|-----------|----|---------|----|------|----|---------|
| Other comprehensive income (loss) |    |       |    |         | (57.8)  |         | (57.8)  | 0.1     | (57.7)  |           |    |         |    |      |    |         |
| Acquisition of treasury stock     |    |       |    |         | (650.0) |         | (650.0) |         | (650.0) |           |    |         |    |      |    |         |
| Stock-based compensation          |    | 217.2 |    |         | (49.9)  |         | 167.3   |         | 167.3   |           |    |         |    |      |    |         |
| Balance at March 31, 2016         | \$ | 5.7   | \$ | 3,090.4 | \$      | 7,711.6 | \$      | (439.3) | \$      | (6,556.6) | \$ | 3,811.8 | \$ | 10.6 | \$ | 3,822.4 |

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following is a summary of quarterly cash dividends declared per share on the Company's Class A and Class B Common Stock during the nine months ended March 31, 2016:

| <b>Date Declared</b> | <b>Record Date</b> | <b>Payable Date</b> | <b>Amount per Share</b> |
|----------------------|--------------------|---------------------|-------------------------|
| August 14, 2015      | August 31, 2015    | September 15, 2015  | \$ .24                  |
| October 30, 2015     | November 30, 2015  | December 15, 2015   | \$ .30                  |
| February 4, 2016     | February 29, 2016  | March 15, 2016      | \$ .30                  |

On May 2, 2016, a dividend was declared in the amount of \$.30 per share on the Company's Class A and Class B Common Stock. The dividend is payable in cash on June 15, 2016 to stockholders of record at the close of business on May 31, 2016.

***Common Stock***

During the nine months ended March 31, 2016, the Company purchased approximately 8.5 million shares of its Class A Common Stock for \$703.1 million.

During the nine months ended March 31, 2016, approximately 0.4 million shares of the Company's Class B Common Stock were converted into the same amount of shares of the Company's Class A Common Stock.

***Accumulated Other Comprehensive Income (Loss)***

The following table represents changes in AOCI, net of tax, by component for the nine months ended March 31, 2016:

| <b>(In millions)</b>         | <b>Net<br/>Unrealized<br/>Investment<br/>Gain (Loss)</b> | <b>Net<br/>Derivative<br/>Instrument<br/>Gain (Loss)</b> | <b>Amounts<br/>Included in<br/>Net Periodic<br/>Benefit Cost</b> | <b>Translation<br/>Adjustments</b> | <b>Total</b> |
|------------------------------|--|--|--|------------------------------------|--------------|
| Balance at June 30, 2015     | \$ (0.1)   | \$ 43.9  | \$ (235.0)   | \$ (190.3)                         | \$ (381.5)   |
| OCI before reclassifications | 3.1  | 12.9   | 2.9(1)   | (56.8)                             | (37.9)       |

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|                                |        |         |            |            |
|--------------------------------|--------|---------|------------|------------|
| Amounts reclassified from AOCI | 0.1    | (33.6)  | 13.6       | (19.9)     |
| Net current-period OCI         | 3.2    | (20.7)  | 16.5       | (57.8)     |
| Balance at March 31, 2016      | \$ 3.1 | \$ 23.2 | \$ (218.5) | \$ (439.3) |

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(1) Includes foreign currency translation gains of \$5.1 million.

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## THE ESTÉE LAUDER COMPANIES INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table represents the effects of reclassification adjustments from AOCI into net earnings for the three and nine months ended March 31, 2016 and 2015:

| (In millions)  | Amount Reclassified from AOCI |          |                            |           | Affected Line Item in Consolidated Statement of Earnings |
|--|-------------------------------|----------|----------------------------|-----------|--|
|  | Three Months Ended March 31   |          | Nine Months Ended March 31 |           |  |
|  | 2016                          | 2015     | 2016                       | 2015      |  |
| <b>Gain (Loss) on Investments</b>                    |                               |          |                            |           |  |
| Gain (loss) on investments                           | \$ (0.1)                      | \$       | \$ (0.1)                   | \$        | 1.5 Interest income and investment income, net           |
| Benefit (provision) for deferred taxes               |                               | (0.1)    |                            | (0.5)     | Provision for income taxes                               |
|  | \$ (0.1)                      | \$ (0.1) | \$ (0.1)                   | \$        | 1.0 Net earnings   |
| <b>Gain (Loss) on Cash-Flow Hedges</b>               |                               |          |                            |           |  |
| Foreign currency forward contracts                   | \$ 6.0                        | \$ 3.6   | \$ 13.4                    | \$ 5.4    | Cost of sales  |
| Foreign currency forward contracts                   | 14.0                          | 10.5     | 38.0                       | 17.3      | Selling, general and administrative                      |
| Settled interest rate-related derivatives            | 0.2                           |          | 0.5                        | 0.2       | Interest expense   |
|  | 20.2                          | 14.1     | 51.9                       | 22.9      | Earnings before income taxes                             |
| Benefit (provision) for deferred taxes               | (7.1)                         | (4.9)    | (18.3)                     | (8.1)     | Provision for income taxes                               |
|  | \$ 13.1                       | \$ 9.2   | \$ 33.6                    | \$ 14.8   | Net earnings   |
| <b>Amounts Included in Net Periodic Benefit Cost</b> |                               |          |                            |           |  |
| Amortization of prior service cost                   | \$ (0.8)                      | \$ (0.8) | \$ (2.5)                   | \$ (2.6)  | (1)  |
| Amortization of actuarial loss                       | (5.5)                         | (5.2)    | (16.5)                     | (16.3)    | (1)  |
| Settlement   |                               | 1.1      | (0.1)                      | 1.1       | (1)  |
|  | (6.3)                         | (4.9)    | (19.1)                     | (17.8)    | Earnings before income taxes                             |
| Benefit (provision) for deferred taxes               | 1.8                           | 1.5      | 5.5                        | 5.3       | Provision for income taxes                               |
|  | \$ (4.5)                      | \$ (3.4) | \$ (13.6)                  | \$ (12.5) | Net earnings   |
| <b>Total reclassification adjustments, net</b>       | \$ 8.5                        | \$ 5.7   | \$ 19.9                    | \$ 3.3    | Net earnings   |

(1) See Note 7 Pension and Post-Retirement Benefit Plans for additional information.



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Supplemental cash flow information for the nine months ended March 31, 2016 and 2015 is as follows:

| (In millions)   | 2016     | 2015     |
|---|----------|----------|
| <b>Cash:</b>  |          |          |
| Cash paid during the period for interest                            | \$ 46.9  | \$ 41.3  |
| Cash paid during the period for income taxes                        | \$ 349.4 | \$ 317.6 |
| <b>Non-cash investing and financing activities:</b>                 |          |          |
| Incremental tax benefit from the exercise of stock options          | \$ (5.1) | \$ (8.6) |
| Capital lease and asset retirement obligations incurred             | \$ 22.9  | \$ 7.6   |
| Non-cash purchases (sales) of short- and long-term investments, net | \$ 1.5   | \$ (0.4) |
| Property, plant and equipment accrued but unpaid                    | \$ 22.1  | \$ 21.7  |
| Accrued dividend equivalents  | \$ 4.2   | \$ 3.0   |
| Accrued dividend distribution to noncontrolling interest            | \$ 2.2   | \$ 1.4   |

**NOTE 13 SEGMENT DATA AND RELATED INFORMATION**

Reportable operating segments include components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker (the Chief Executive ) in deciding how to allocate resources and in assessing performance. Although the Company operates in one business segment, beauty products, management also evaluates performance on a product category basis. Product category performance is measured based upon net sales and earnings before income taxes, interest expense and interest income and investment income, net. Charges associated with restructuring activities are not allocated to product categories because they resulted from activities that are part of a company-wide program to transform and modernize the Company's GTI.

The accounting policies for the Company's reportable segments are substantially the same as those for the consolidated financial statements, as described in the notes to consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2015. The assets and liabilities of the Company are managed centrally and are reported internally in the same manner as the consolidated financial statements; thus, no additional information is produced for the Chief Executive or included herein. There has been no significant variance in the total or long-lived asset values associated with the Company's segment data since June 30, 2015.



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## THE ESTÉE LAUDER COMPANIES INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

| (In millions)   | Three Months Ended<br>March 31 |            | Nine Months Ended<br>March 31 |            |
|---|--------------------------------|------------|-------------------------------|------------|
|   | 2016                           | 2015       | 2016                          | 2015       |
| <b>PRODUCT CATEGORY DATA</b>  |                                |            |                               |            |
| <b>Net Sales:</b>   |                                |            |                               |            |
| Skin Care   | \$ 1,073.2                     | \$ 1,101.0 | \$ 3,414.2                    | \$ 3,466.8 |
| Makeup  | 1,161.0                        | 1,082.5    | 3,574.0                       | 3,280.0    |
| Fragrance   | 275.2                          | 263.2      | 1,158.7                       | 1,080.3    |
| Hair Care   | 127.3                          | 125.6      | 410.6                         | 390.8      |
| Other   | 19.8                           | 8.2        | 58.5                          | 38.1       |
| Net Sales   | \$ 2,656.5                     | \$ 2,580.5 | \$ 8,616.0                    | \$ 8,256.0 |
| <b>Operating Income (Loss) before charges<br/>associated with restructuring activities:</b> |                                |            |                               |            |
| Skin Care   | \$ 201.6                       | \$ 215.7   | \$ 700.5                      | \$ 709.2   |
| Makeup  | 192.1                          | 159.3      | 642.1                         | 538.6      |
| Fragrance   | (5.8)                          | 17.5       | 113.5                         | 104.0      |
| Hair Care   | 10.8                           | 7.1        | 36.4                          | 32.1       |
| Other   | 0.5                            | (2.4)      | 7.8                           | (5.9)      |
|   | 399.2                          | 397.2      | 1,500.3                       | 1,378.0    |
| <b>Reconciliation:</b>  |                                |            |                               |            |
| Charges associated with restructuring activities  | (15.2)                         |            | (33.7)                        |            |
| Interest expense  | (18.0)                         | (15.2)     | (52.1)                        | (45.0)     |
| Interest income and investment income, net  | 4.2                            | 3.1        | 10.4                          | 8.5        |
| Earnings before income taxes  | \$ 370.2                       | \$ 385.1   | \$ 1,424.9                    | \$ 1,341.5 |
| <b>GEOGRAPHIC DATA</b>  |                                |            |                               |            |
| <b>Net Sales:</b>   |                                |            |                               |            |
| The Americas  | \$ 1,112.0                     | \$ 1,109.9 | \$ 3,607.3                    | \$ 3,426.1 |
| Europe, the Middle East & Africa  | 1,023.0                        | 950.3      | 3,308.2                       | 3,104.0    |
| Asia/Pacific  | 521.5                          | 520.3      | 1,700.5                       | 1,725.9    |
| Net Sales   | \$ 2,656.5                     | \$ 2,580.5 | \$ 8,616.0                    | \$ 8,256.0 |
| <b>Operating Income (Loss):</b>   |                                |            |                               |            |
| The Americas  | \$ 111.7                       | \$ 109.6   | \$ 310.1                      | \$ 287.8   |
| Europe, the Middle East & Africa  | 212.2                          | 204.3      | 842.4                         | 729.4      |
| Asia/Pacific  | 75.3                           | 83.3       | 347.8                         | 360.8      |
|   | 399.2                          | 397.2      | 1,500.3                       | 1,378.0    |
| Charges associated with restructuring activities  | (15.2)                         |            | (33.7)                        |            |
| Operating Income  | \$ 384.0                       | \$ 397.2   | \$ 1,466.6                    | \$ 1,378.0 |

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.****RESULTS OF OPERATIONS**

We manufacture, market and sell beauty products including those in the skin care, makeup, fragrance and hair care categories, which are distributed in over 150 countries and territories. The following table is a comparative summary of operating results for the three and nine months ended March 31, 2016 and 2015, and reflects the basis of presentation described in Note 1 of Notes to Consolidated Financial Statements

*Summary of Significant Accounting Policies* for all periods presented. Products and services that do not meet our definition of skin care, makeup, fragrance or hair care have been included in the other category.

| (In millions)                                    | Three Months Ended<br>March 31 |            | Nine Months Ended<br>March 31 |            |
|--|--------------------------------|------------|-------------------------------|------------|
|  | 2016                           | 2015       | 2016                          | 2015       |
| <b>NET SALES</b>                                 |                                |            |                               |            |
| <b>By Region:</b>                                |                                |            |                               |            |
| The Americas                                     | \$ 1,112.0                     | \$ 1,109.9 | \$ 3,607.3                    | \$ 3,426.1 |
| Europe, the Middle East & Africa                 | 1,023.0                        | 950.3      | 3,308.2                       | 3,104.0    |
| Asia/Pacific                                     | 521.5                          | 520.3      | 1,700.5                       | 1,725.9    |
| Net Sales  | \$ 2,656.5                     | \$ 2,580.5 | \$ 8,616.0                    | \$ 8,256.0 |
| <b>By Product Category:</b>                      |                                |            |                               |            |
| Skin Care  | \$ 1,073.2                     | \$ 1,101.0 | \$ 3,414.2                    | \$ 3,466.8 |
| Makeup   | 1,161.0                        | 1,082.5    | 3,574.0                       | 3,280.0    |
| Fragrance  | 275.2                          | 263.2      | 1,158.7                       | 1,080.3    |
| Hair Care  | 127.3                          | 125.6      | 410.6                         | 390.8      |
| Other  | 19.8                           | 8.2        | 58.5                          | 38.1       |
| Net Sales  | \$ 2,656.5                     | \$ 2,580.5 | \$ 8,616.0                    | \$ 8,256.0 |
| <b>OPERATING INCOME (LOSS)</b>                   |                                |            |                               |            |
| <b>By Region:</b>                                |                                |            |                               |            |
| The Americas                                     | \$ 111.7                       | \$ 109.6   | \$ 310.1                      | \$ 287.8   |
| Europe, the Middle East & Africa                 | 212.2                          | 204.3      | 842.4                         | 729.4      |
| Asia/Pacific                                     | 75.3                           | 83.3       | 347.8                         | 360.8      |
|  | 399.2                          | 397.2      | 1,500.3                       | 1,378.0    |
| Charges associated with restructuring activities | (15.2)                         |            | (33.7)                        |            |
| Operating Income                                 | \$ 384.0                       | \$ 397.2   | \$ 1,466.6                    | \$ 1,378.0 |
| <b>By Product Category:</b>                      |                                |            |                               |            |
| Skin Care  | \$ 201.6                       | \$ 215.7   | \$ 700.5                      | \$ 709.2   |
| Makeup   | 192.1                          | 159.3      | 642.1                         | 538.6      |
| Fragrance  | (5.8)                          | 17.5       | 113.5                         | 104.0      |
| Hair Care  | 10.8                           | 7.1        | 36.4                          | 32.1       |
| Other  | 0.5                            | (2.4)      | 7.8                           | (5.9)      |
|  | 399.2                          | 397.2      | 1,500.3                       | 1,378.0    |
| Charges associated with restructuring activities | (15.2)                         |            | (33.7)                        |            |

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|                  |    |       |    |       |    |         |    |         |
|------------------|----|-------|----|-------|----|---------|----|---------|
| Operating Income | \$ | 384.0 | \$ | 397.2 | \$ | 1,466.6 | \$ | 1,378.0 |
|------------------|----|-------|----|-------|----|---------|----|---------|

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.**

The following table presents certain consolidated earnings data as a percentage of net sales:

|  | Three Months Ended<br>March 31 |        | Nine Months Ended<br>March 31 |        |
|--|--------------------------------|--------|-------------------------------|--------|
|  | 2016                           | 2015   | 2016                          | 2015   |
| Net sales  | 100.0%                         | 100.0% | 100.0%                        | 100.0% |
| Cost of sales  | 19.0                           | 19.5   | 19.4                          | 19.5   |
| Gross profit   | 81.0                           | 80.5   | 80.6                          | 80.5   |
| Operating expenses:  |                                |        |                               |        |
| Selling, general and administrative                          | 66.0                           | 65.1   | 63.2                          | 63.8   |
| Restructuring and other charges                              | 0.5                            |        | 0.4                           |        |
| Total operating expenses                                     | 66.5                           | 65.1   | 63.6                          | 63.8   |
| Operating income   | 14.5                           | 15.4   | 17.0                          | 16.7   |
| Interest expense   | 0.7                            | 0.6    | 0.6                           | 0.5    |
| Interest income and investment income, net                   | 0.1                            | 0.1    | 0.1                           | 0.1    |
| Earnings before income taxes                                 | 13.9                           | 14.9   | 16.5                          | 16.3   |
| Provision for income taxes                                   | 3.9                            | 4.3    | 4.6                           | 4.9    |
| Net earnings   | 10.0                           | 10.6   | 11.9                          | 11.4   |
| Net earnings attributable to noncontrolling interests        |                                |        |                               | (0.1)  |
| Net earnings attributable to The Estée Lauder Companies Inc. | 10.0%                          | 10.6%  | 11.9%                         | 11.3%  |

In order to meet the demands of consumers, we continually introduce new products, support new and established products through advertising, merchandising and sampling, and phase out existing products that no longer meet the needs of our consumers or our objectives. The economics of developing, producing, launching, supporting and discontinuing products impact our sales and operating performance each period. The introduction of new products may have some cannibalizing effect on sales of existing products, which we take into account in our business planning.

We operate on a global basis, with the majority of our net sales generated outside the United States. Accordingly, fluctuations in foreign currency exchange rates can affect our results of operations. Therefore, we present certain net sales, operating results and diluted net earnings per common share information excluding the effect of foreign currency rate fluctuations to provide a framework for assessing the performance of our underlying business outside the United States. Constant currency information compares results between periods as if exchange rates had remained constant period-over-period. We calculate constant currency information by translating current year results using prior year weighted-average foreign currency exchange rates.

**Overview**

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We believe the best way to continue to increase stockholder value is to provide our customers and consumers with superior products and services in the most efficient and profitable manner while recognizing consumers' changing behaviors and shopping preferences. To be the global leader in prestige beauty, we are guided by our long-term strategy through fiscal 2018, which has numerous initiatives across geographic regions, product categories, brands, channels of distribution and functions that are designed to grow our sales, leverage our strengths and make us more productive and profitable. We plan to continue to build upon and leverage our history of outstanding creativity, innovation, entrepreneurship, high quality products and services, and engaging communications.

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**THE ESTÉE LAUDER COMPANIES INC.**

Our diverse and highly desirable brand portfolio positions us well to capitalize on opportunities in fast growing and profitable areas of prestige beauty. We believe our range of prestige product offerings allows us to increase our share of a consumer's beauty routine and source consumers from brands sold in mass distribution. Skin care, our most profitable product category historically, remains a strategic priority for us, and we continue to support our large, long-standing skin care product lines including Advanced Night Repair from Estée Lauder, Clinique's 3-Step Skin Care System and Crème de la Mer from La Mer. We have also continued to develop and introduce new products, such as New Dimension and Re-Nutriv Ultimate Diamond eye crème from Estée Lauder, Clinique Smart moisturizers, Clinique Smart treatment oil and Clinique Sculptwear serum, as well as The Renewal Oil and Genaissance de La Mer The Serum Essence from La Mer. We supplemented our skin care offerings through the fiscal 2015 acquisitions of GLAMGLOW and RODIN olio lusso. While growth in global prestige skin care remained relatively slow in the third quarter of fiscal 2016, growth in global prestige makeup continued to show the fastest acceleration. This trend benefited our makeup sales, particularly in certain areas in Europe, the Middle East & Africa, such as the United Kingdom. We also introduced new products, including new collections from our makeup artist brands, Double Wear Makeup to Go liquid compact and Pure Color Envy liquid lip potion from Estée Lauder, and Chubby Lash fattening mascara and Beyond Perfecting foundation and concealer from Clinique. We believe that the makeup category represents one of our most compelling growth opportunities. Our fragrance category continues to benefit from increased sales of Jo Malone London and Tom Ford fragrances, new launches such as Tom Ford Noir Pour Femme, the Michael Kors Gold Fragrance Collection and Mimosa & Cardamom from Jo Malone London, and incremental net sales from our fiscal 2015 acquisitions of Le Labo and Editions de Parfums Frédéric Malle. In addition, we are expanding our hair care brands in salons and other retail channels. To complement the strategies in our existing business, we are continuously looking to acquire and incubate smaller brands that we believe have significant growth potential and may provide unique opportunities for profitable growth in the future. During our fiscal 2016 third quarter, we further expanded our luxury fragrance portfolio with the acquisition of By Kilian, a Paris-based prestige fragrance brand.

Our global footprint provides many avenues of growth. We are leveraging our regional organizations and the talents and expertise of our people in an effort to be locally relevant with our products, services, channels, marketing and visual merchandising. We are seeking share growth in large, image-building core markets such as the United States, the United Kingdom, France, Italy, Japan and Korea by strengthening our presence in these areas. In addition, we are broadening our presence in emerging markets such as China, the Middle East, Eastern Europe, Brazil, Russia, India, Mexico and South Africa. We continue to see slow department store traffic in some markets, which is particularly affecting Estée Lauder and Clinique; however, we are growing faster in other channels, such as e- and m-commerce.

In North America, we are hosting targeted in-store events to support key innovations in multiple channels, and we are increasing our presence in specialty multi-brand retailers and freestanding retail stores. During our fiscal 2016 third quarter, we expanded our presence in Sephora by launching the Estée Edit, a millennial-focused line of makeup and skin care products. Internationally, we are expanding our business in freestanding stores, in European perfumeries and pharmacies, and in department stores, particularly in the United Kingdom and certain markets in Asia. We are also expanding brands in our travel retail channel, which benefits from increasing international passenger traffic. Travel retail continues to be an important channel for brand building and profit margin expansion, although it is susceptible to a number of external factors, including fluctuations in currency exchange rates and consumers' willingness and ability to travel and spend. We have strategies focused on consumers who purchase in the travel retail channel, in stores at their travel destinations or when they return to their home market. We are broadening our online portfolio around the world by adding brands to existing markets and entering new markets, resulting in strong net sales growth in the online channel, and we are developing and testing omnichannel concepts to better serve consumers as they shop across channels. We are applying what we have learned from our digital strategy in the United States to other markets such as Brazil and Russia. To further drive our online sales, we are increasing our presence on key third-party platforms in China, where we are continuing to see promising results.

While our business is performing well overall, we are faced with strong competition globally and economic challenges in certain countries. In particular, we are cautious of the continued slow retail growth in Hong Kong and unfavorable foreign exchange due to the continued strength of the U.S. dollar in relation to most currencies. Additionally, we are continuing to monitor the effects of the macroeconomic environment in Brazil.

We believe we can, to some extent, offset the impact of these challenges by accelerating areas of strength, utilizing the various growth drivers among our brands, channels and markets. However, if economic conditions or the degree of uncertainty or volatility worsen, or the adverse conditions previously discussed are further prolonged, then there could be a negative effect on ongoing consumer confidence, demand and spending and, as a result, on our business. We will continue to monitor these and other risks that may affect our business.

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**THE ESTÉE LAUDER COMPANIES INC.**

We navigate through short-term volatility by focusing on our long-term strategy and using our multiple engines of growth that we believe will promote sustainable growth. We are increasing our presence in emerging markets, continuing to revitalize and accelerate growth in our heritage brands, focusing on key demographics and seeking opportunities to add to our diverse brand portfolio. We are also strengthening our consumer engagement by leveraging digital marketing and enhancing our social media strategies. We will continue to drive product, packaging, and conceptual innovation and creativity that we believe will enable us to introduce products that resonate with consumers. Some initiatives will involve new sub-categories and others may expand key franchises. We expect to leverage our top line growth through greater productivity, due in part to cost savings and efficiencies from our Strategic Modernization Initiative ( SMI ).

On May 3, 2016, we announced a multi-year initiative ( Leading Beauty Forward ) to build on our strengths and better leverage our cost structure to free resources for investment to continue our growth momentum. Leading Beauty Forward is designed to enhance our go-to-market capabilities, reinforce our leadership in global prestige beauty and continue creating sustainable value.

Specific restructuring actions to be taken under Leading Beauty Forward involve the redesigning, resizing and reorganization of select corporate functions and go-to-market structures to improve effectiveness and create cost-efficiencies in support of increased investment in growth drivers. As we continue to grow, it is important for us to more efficiently support our diverse portfolio of brands, channels and geographies in the rapidly evolving prestige beauty environment. The initiatives being evaluated include the creation of a shared-services structure, either through Company-owned or third-party service providers in existing or lower-cost locations. We also believe that decision making in key areas of innovation, marketing and digital communications should be moved closer to the consumer to increase speed and local relevance.

In connection with Leading Beauty Forward, at this time we estimate a net reduction in the range of approximately 900 to 1,200 positions globally, which is about 2.5% of our current workforce. This reduction takes into account the elimination of some positions, retraining and redeployment of certain employees and investment in new positions in key areas.

We plan to approve specific initiatives under Leading Beauty Forward through fiscal 2019 and expect to complete those initiatives through fiscal 2021. We expect that Leading Beauty Forward will result in related restructuring and other charges totaling between \$600 million and \$700 million, before taxes, consisting of employee-related costs, asset write-offs and other costs to implement these initiatives.

After its full implementation, we expect Leading Beauty Forward to yield annual net benefits, primarily in selling, general and administrative expenses, of between \$200 million and \$300 million, before taxes. We expect to reinvest a portion behind future growth initiatives.

In addition to Leading Beauty Forward, investment in our global information systems is an ongoing process. We have implemented initiatives to leverage our SMI foundation that are focused on sustainment and global efficiencies. As we modernize our key processes, related systems and infrastructure, we continue to develop upgraded capabilities to support our human resource operations and are making investments to upgrade our global technology infrastructure ( GTI ), as well as our retail systems and retail capabilities globally. These initiatives are expected to improve profitability by enhancing gross margin and supporting efficiencies in select operating expenses and working capital, freeing resources to strategically reinvest in activities to support our future growth.

In October 2015, officers authorized by our Board of Directors approved plans to transform and modernize our GTI to fundamentally change the way we deliver information technology services internally (such initiative, the GTI Restructuring ). As part of the GTI Restructuring, we are transitioning our GTI from Company-owned assets to a primarily vendor-owned model where we will pay for services as they are used. This model, with a different third-party provider, is expected to provide an enhanced scalable platform to better support current and future requirements, help us achieve key strategic opportunities and improve our agility and flexibility to respond to the demands of the business by leveraging more advanced technologies. This transition is expected to result in operational efficiencies and reduce our information technology service and infrastructure costs in the future. We anticipate the GTI Restructuring will result in related restructuring and other charges of approximately \$40 million to \$50 million, consisting of non-cash asset write-offs, as well as employee-related and other implementation costs, which will be funded by cash from operations. For the three and nine months ended March 31, 2016, we recorded \$15.2 million and \$33.7 million, before tax, of restructuring and other charges, respectively. We expect the implementation of the GTI Restructuring, and the related charges, will continue through calendar year 2016 and will generate a positive return on investment. Net savings from this initiative may be partially reinvested in other strategic areas of our business.

For additional information about the GTI Restructuring initiative, see Notes to Consolidated Financial Statements, Note 4 *Charges Associated with Restructuring Activities*.

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We rolled out the last major wave of SMI in July 2014, and most of our locations are now SAP-enabled. We plan to continue the implementation of SAP at our remaining locations throughout the next few fiscal years. In connection with the July 2014 implementation, some retailers accelerated their sales orders that would have occurred in our fiscal 2015 first quarter into our fiscal 2014 fourth quarter in advance of this implementation to provide adequate safety stock to mitigate any potential short-term business interruption associated with the SMI rollout. The negative impact on the net sales and operating results for the nine months ended March 31, 2015 by product category and geographic region was as follows:

| (In millions)                    | Nine Months Ended<br>March 31, 2015 |                      |
|----------------------------------|-------------------------------------|----------------------|
|                                  | Net Sales                           | Operating<br>Results |
| <b>Product Category:</b>         |                                     |                      |
| Skin Care                        | \$ 91                               | \$ 72                |
| Makeup                           | 65                                  | 41                   |
| Fragrance                        | 21                                  | 14                   |
| Hair Care                        | 1                                   |                      |
| Other                            |                                     |                      |
| Total                            | \$ 178                              | \$ 127               |
| <b>Region:</b>                   |                                     |                      |
| The Americas                     | \$ 84                               | \$ 53                |
| Europe, the Middle East & Africa | 68                                  | 53                   |
| Asia/Pacific                     | 26                                  | 21                   |
| Total                            | \$ 178                              | \$ 127               |

The lower orders during the nine months ended March 31, 2015 created a favorable comparison between the nine months ended March 31, 2016 and the nine months ended March 31, 2015 of approximately \$178 million in net sales and approximately \$127 million in operating results and impacted our operating margin comparisons. We believe that the presentation of certain year-to-date comparative information in the following discussions that excludes the impact of the timing of these orders is useful in analyzing the net sales performance and operating results of our business.

See *Non-GAAP Financial Measures* below for reconciliations between non-GAAP financial measures and the most directly comparable U.S. GAAP measures.

As referenced in the discussion herein, our heritage brands are Estée Lauder, Clinique and Origins. M A C and Bobbi Brown are our makeup artist brands, and our luxury brands are La Mer, Jo Malone London, Tom Ford, RODIN olio lusso, Le Labo, Editions de Parfums Frédéric Malle and By Kilian.

*Third Quarter Fiscal 2016 as Compared with Third Quarter Fiscal 2015*

**NET SALES**

Net sales increased 3%, or \$76.0 million, to \$2,656.5 million. This increase included approximately \$75 million of unfavorable foreign currency translation due to the strength of the U.S. dollar against most currencies. Excluding the impact of foreign currency translation, net sales increased 6%.

Reported net sales grew in each product category, with the exception of skin care, and in each geographic region. The overall decline in the skin care category was primarily due to the unfavorable impact of foreign currency translation and the relatively slow growth in global prestige skin care that particularly impacted our net sales in North America, Asia/Pacific and travel retail. However, this category benefited from increased sales of certain products, particularly from La Mer and, to a lesser extent, Origins. Net sales increases in product offerings by M A C, Smashbox and Tom Ford globally drove the growth in the makeup category. Our fragrance category benefited from net sales increases from our luxury brands. Each of our product categories benefited from expanded global distribution, comparable door sales growth from certain brands, new product offerings and growth from emerging markets. While having been recently challenged in all product categories, Estée Lauder and Clinique have continued to show improvements in the makeup category due to product launches, such as Estée Lauder Double Wear Makeup to Go liquid compact and Clinique Beyond Perfecting makeup products.

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**THE ESTÉE LAUDER COMPANIES INC.**

***Product Categories***

***Skin Care***

Net sales of skin care products decreased 3%, or \$27.8 million, to \$1,073.2 million, primarily reflecting the unfavorable impact of foreign currency translation of approximately \$23 million and the relatively slow growth in global prestige skin care. The reported decrease was driven by lower net sales of Estée Lauder, Clinique and, to a lesser extent, Aveda products of approximately \$40 million, combined. The decrease in skin care net sales from Estée Lauder and Clinique was due, in part, to lower sales in travel retail and in certain countries within Asia/Pacific. In addition, the decrease in Estée Lauder skin care net sales reflected a difficult comparison with the prior-year period that featured greater launch activity, including Re-Nutriv Ultimate Diamond. Partially offsetting these decreases were higher net sales of La Mer products in all regions, due to expanded distribution and new product introductions including Genaissance de La Mer The Serum Essence, as well as higher sales of Origins products of approximately \$21 million, combined. Excluding the impact of foreign currency translation, skin care net sales decreased less than 1%.

***Makeup***

Net sales of makeup products increased 7%, or \$78.5 million, to \$1,161.0 million. This includes approximately \$43 million of unfavorable foreign currency translation. The reported net sales increase primarily reflected higher net sales from M A C, Smashbox, Tom Ford, and, to a lesser extent, Estée Lauder and Clinique, of approximately \$83 million, combined. The increase in M A C net sales reflected expanded distribution in freestanding stores and the travel retail channel, as well as incremental sales from new product offerings. The higher net sales from Smashbox were primarily due to expanded distribution related to specialty-multi brand retailers and department stores. The higher net sales from Tom Ford were driven by an increase in lipstick sales, partially due to the Lips & Boys line of lipsticks. Excluding the impact of foreign currency translation, makeup net sales increased 11%.

***Fragrance***

Net sales of fragrance products increased 5%, or \$12.0 million, to \$275.2 million. This includes approximately \$6 million of unfavorable foreign currency translation. The reported net sales increase primarily reflected higher net sales of luxury fragrances from Jo Malone London, Tom Ford, Le Labo and Editions de Parfums Frédéric Malle of approximately \$21 million, combined. The higher net sales from Jo Malone London were, in part, due to expanded distribution related to department stores, freestanding stores and travel retail, as well as the recent launch of Mimosa & Cardamom. Increased sales from Tom Ford were primarily due to new product launches such as Neroli Portofino Acqua and Tom Ford Noir Pour Femme. Partially offsetting these increases were lower sales of certain Estée Lauder and Clinique fragrances of approximately \$13 million, combined. The decrease in Estée Lauder fragrances was partially due to lower sales of the *pleasures* and Sensuous franchises. Excluding the impact of foreign currency translation, fragrance net sales increased 7%.

***Hair Care***

Hair care net sales increased 1%, or \$1.7 million, to \$127.3 million, reflecting new product launches from Aveda, such as Invati Men in North America, Shampure dry shampoo and the Aveda Thickening Tonic, as well as expanded global distribution of Aveda products in salons and travel retail. To a lesser extent, Bumble and bumble net sales increased, reflecting expanded distribution in specialty-multi brand retailers and salons, as well as the relaunch of its Bb. Curl products. Excluding the impact of foreign currency translation, hair care net sales increased 3%.

***Geographic Regions***

Net sales in the Americas increased less than 1%, or \$2.1 million, to \$1,112.0 million. Net sales in the United States and Canada increased approximately \$3 million, combined, reflecting growth in makeup net sales, driven by Smashbox, Clinique, Tom Ford and Estée Lauder. These increases were partially offset by lower sales of fragrances, in particular, certain of our designer fragrances, which more than offset increases in sales of luxury fragrances. We continue to be challenged by a soft retail environment for Estée Lauder and Clinique products in certain department stores, which has impacted our skin care net sales. Net sales in Latin America decreased approximately \$1 million, primarily reflecting lower sales in Venezuela, Chile and Brazil, partially offset by higher net sales in Mexico and Peru. Excluding the impact of foreign currency translation of approximately \$6 million, Brazil had net sales growth in a difficult economic environment, primarily due to expanded distribution of M A C products. Excluding the impact of foreign currency translation, net sales in the Americas increased 2%.

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**THE ESTÉE LAUDER COMPANIES INC.**

In Europe, the Middle East & Africa, net sales increased 8%, or \$72.7 million, to \$1,023.0 million. This includes approximately \$33 million of unfavorable foreign currency translation due to the strength of the U.S. dollar in relation to virtually all currencies in the region. Higher reported sales in our travel retail business, the United Kingdom, the Middle East, Nordic and Italy totaled approximately \$59 million, combined. The sales growth in our travel retail business reflected higher net sales from certain of our luxury brands and our makeup artist brands, driven in part by expanded distribution. The higher sales in the United Kingdom were driven by our makeup artist brands, certain of our luxury brands and Estée Lauder. These increases partially reflected new product introductions and expanded distribution of M A C and Jo Malone London. Higher sales in the Middle East, Nordic and Italy were primarily driven by M A C, reflecting expanded distribution and new product offerings, and certain of our heritage brands, which benefited from an increase in investment spending behind existing and new products. These increases were partially offset by lower net sales in South Africa and Switzerland of approximately \$4 million, combined, reflecting the negative impact of foreign currency translation. Excluding this impact, net sales in South Africa increased, reflecting expanded distribution and new product introductions from M A C, Estée Lauder and certain of our luxury brands. Excluding the impact of foreign currency translation, net sales in Europe, the Middle East & Africa increased 11%.

Net sales in Asia/Pacific increased less than 1%, or \$1.2 million, to \$521.5 million, driven by approximately \$23 million of unfavorable foreign currency translation due to the strength of the U.S. dollar in relation to virtually all currencies in the region. Higher sales in Japan, Korea, Taiwan and, to a lesser extent, Indonesia and Australia totaled approximately \$17 million, combined. The growth in Japan reflected higher tourism and increased net sales from certain of our luxury brands, as well as higher sales of Estée Lauder makeup products. The higher net sales in Korea were primarily driven by our makeup artist brands, reflecting the launch of the Matchmaster Shade Intelligence cushion compact from M A C and the Skin Foundation cushion compact from Bobbi Brown, as well as new product introductions from certain of our luxury brands, such as Genaissance de La Mer The Serum Essence from La Mer. The net sales increase in Taiwan was partially due to the timing of promotional activities. These increases were partially offset by lower net sales in Hong Kong and Malaysia of approximately \$15 million, combined. The lower net sales in Hong Kong were primarily driven by a decrease in traveling Chinese consumers, which particularly impacted the Estée Lauder, Clinique and La Mer brands. The decrease in net sales in Malaysia was due to the negative impact of foreign currency translation. Excluding this impact, net sales in Malaysia increased, primarily due to higher net sales of M A C and Jo Malone London products. Excluding the impact of foreign currency translation, net sales in Asia/Pacific increased 5%.

We strategically stagger our new product launches by geographic market, which may account for differences in regional sales growth.

**COST OF SALES**

Cost of sales as a percentage of total net sales decreased to 19.0% as compared with 19.5% in the prior-year period. This reflected a favorable impact of manufacturing variances of approximately 80 basis points and a decrease in shipments of promotional items and gifts of approximately 30 basis points, partially offset by an unfavorable impact of the mix of our business of approximately 30 basis points and the unfavorable change in foreign currency transactions of approximately 20 basis points.

Since certain promotional activities are components of sales or cost of sales, and the timing and level of promotions vary with our promotional calendar, we have experienced, and expect to continue to experience, fluctuations in the cost of sales percentage. In addition, future cost of sales may be impacted by channels of distribution and their relative growth.

## **OPERATING EXPENSES**

Operating expenses as a percentage of net sales increased to 66.5% as compared with 65.1% in the prior-year period. The increase primarily reflected higher general and administrative expenses of approximately 110 basis points as a result of higher employee-related costs, partially resulting from our fiscal 2015 acquisitions, and an increase in consulting fees. Also contributing to the increase were higher selling costs and the charges associated with the GTI Restructuring of approximately 60 basis points each, higher costs associated with store operations of approximately 50 basis points and higher costs associated with stock-based compensation of approximately 10 basis points. Partially offsetting these increases was the favorable change in foreign exchange transactions of approximately 80 basis points and approximately 40 basis points of lower advertising, merchandising and sampling costs, as a percentage of net sales. This change reflected the brand and channel mix of our spend, as certain media formats carry different cost structures. Certain of our brands have lower costs associated with advertising as they focus on digital and social media strategies and rely less on print and television advertising, which carry a higher media cost. Also offsetting the increase was a favorable comparison to the prior-year period charges related to the remeasurement of net monetary assets in Venezuela of approximately 20 basis points.

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**THE ESTÉE LAUDER COMPANIES INC.**

Changes in advertising, merchandising and sampling spending result from the type, timing and level of activities related to product launches and rollouts, as well as the markets and brands being emphasized.

**OPERATING RESULTS**

Operating income decreased 3%, or \$13.2 million, to \$384.0 million. Operating margin decreased to 14.5% of net sales as compared with 15.4% in the prior-year period. The overall operating results and operating margin were impacted by unfavorable foreign currency translation of approximately \$15 million. In addition, the operating results for the three months ended March 31, 2016 include the impact of charges associated with the GTI Restructuring of \$15.2 million. Adjusting for the impact of these charges, operating income would have increased less than 1% and operating margin would have decreased 40 basis points.

*Product Categories*

Skin care operating income decreased 7%, or \$14.1 million, to \$201.6 million, reflecting lower results from Estée Lauder, partially offset by higher results from La Mer. Makeup operating income increased 21%, or \$32.8 million, to \$192.1 million, primarily reflecting improved results from M A C, Clinique, Estée Lauder and Smashbox, partially offset by lower results from Bobbi Brown due to increased advertising and promotional spending behind new and existing products. Fragrance operating income decreased more than 100%, or \$23.3 million, to a \$5.8 million loss, reflecting lower results from certain of our designer fragrances and Estée Lauder, and to a lesser extent, higher selling, advertising and promotional expenses at certain of our luxury brands. These lower results were partially offset by higher sales from Jo Malone London. Hair care operating results increased 52%, or \$3.7 million, to \$10.8 million, primarily reflecting higher net sales driven by new product launches and expanded global distribution.

*Geographic Regions*

Operating income in the Americas increased 2%, or \$2.1 million, to \$111.7 million. The increase was driven by improved results from Clinique, primarily due to the lower costs associated with the timing of our gift-with-purchase promotional activities, which were shifted into the fiscal 2016 second quarter, and Estée Lauder as a result of lower spending on advertising, merchandising and sampling, which is expected to shift into the fiscal 2016 fourth quarter. These increases were partially offset by lower results from certain of our designer fragrances and the adverse impact of foreign currency translation.

In Europe, the Middle East & Africa, operating income increased 4%, or \$7.9 million, to \$212.2 million. Higher results from our travel retail business and Nordic totaled approximately \$17 million, primarily due to an increase in net sales. These higher results were partially offset by

lower results in Benelux, Switzerland and Russia of approximately \$9 million. The lower results in Benelux were partially due to an increase in advertising spend to support Estée Lauder and Clinique, as well as M A C. The lower results in Russia were primarily due to higher investment spending behind existing and new products.

In Asia/Pacific, operating income decreased 10%, or \$8.0 million, to \$75.3 million, driven in part by the impact of foreign currency translation. As reported, lower results in Hong Kong and China totaled approximately \$18 million, combined. The decrease in operating results in China was attributable to increased selling and store operations costs. These lower results were partially offset by higher results in Japan, Singapore and Thailand of approximately \$9 million, combined. The higher results in Singapore and Thailand were primarily due to higher net sales.

#### **INTEREST EXPENSE**

Interest expense increased to \$18.0 million as compared with \$15.2 million in the prior-year period, primarily due to the issuance of additional long-term debt in June 2015.

#### **INTEREST INCOME AND INVESTMENT INCOME, NET**

Interest income and investment income, net increased to \$4.2 million as compared with \$3.1 million in the prior-year period, primarily due to higher interest income as a result of an increase in short- and long-term investment balances and rates in connection with our cash investment strategy.

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**THE ESTÉE LAUDER COMPANIES INC.**

**PROVISION FOR INCOME TAXES**

The provision for income taxes represents U.S. federal, foreign, state and local income taxes. The effective rate differs from the federal statutory rate primarily due to the effect of state and local income taxes, the taxation of foreign income and income tax reserve adjustments, which represent changes in our net liability for unrecognized tax benefits including tax settlements and lapses of the applicable statutes of limitations. Our effective tax rate will change from quarter to quarter based on recurring and non-recurring factors including, but not limited to, the geographical mix of earnings, enacted tax legislation, state and local income taxes, tax reserve adjustments, the ultimate disposition of deferred tax assets relating to stock-based compensation and the interaction of various global tax strategies. In addition, changes in judgment from the evaluation of new information resulting in the recognition, derecognition or remeasurement of a tax position taken in a prior annual period are recognized separately in the quarter of change.

The effective rate for income taxes was 28.0% and 29.2% for the three months ended March 31, 2016 and 2015, respectively. The decrease in the effective tax rate was attributable to a lower effective tax rate on the Company's foreign operations.

**NET EARNINGS ATTRIBUTABLE TO THE ESTÉE LAUDER COMPANIES INC.**

Net earnings attributable to The Estée Lauder Companies Inc. as compared with the prior-year period decreased 2%, or \$6.5 million, to \$265.6 million, and diluted net earnings per common share remained flat at \$.71.

*Nine Months Fiscal 2016 as Compared with Nine Months Fiscal 2015*

**NET SALES**

Net sales increased 4%, or \$360.0 million, to \$8,616.0 million. This increase included approximately \$440 million of unfavorable foreign currency translation due to the strength of the U.S. dollar against most currencies, partially offset by the favorable comparison to the prior-year period due to the fiscal 2015 accelerated orders of approximately \$178 million. Excluding the impact of foreign currency translation, net sales increased 10%. Excluding the impact of the accelerated orders, net sales increased 2%. Excluding the impact of foreign currency translation and the impact of the accelerated orders, net sales increased 7%.

Reported net sales grew in each product category, with the exception of skin care, and in each geographic region, with the exception of Asia/Pacific. The overall decline in the skin care category was primarily due to the unfavorable impact of foreign currency translation and the relatively slow growth in global prestige skin care that particularly impacted net sales in North America, Asia/Pacific and travel retail. However,

this category benefited from increased sales of certain products, particularly from La Mer and, to a lesser extent, Origins. Net sales increases in product offerings by M A C, Smashbox and Tom Ford globally drove the growth in the makeup category. Our fragrance category benefited from net sales increases from our luxury brands. Each of our product categories benefited from expanded global distribution, comparable door sales growth from certain brands, new product offerings and growth from emerging markets. While having been recently challenged in all product categories, Estée Lauder and Clinique have continued to show improvements in the makeup category due to product launches, such as Estée Lauder Double Wear Makeup to Go liquid compact and Clinique Beyond Perfecting makeup products.

### *Product Categories*

#### *Skin Care*

Net sales of skin care products decreased 2%, or \$52.6 million, to \$3,414.2 million, reflecting approximately \$152 million of unfavorable foreign currency translation, partially offset by the favorable comparison due to the fiscal 2015 accelerated orders of approximately \$91 million. The reported decrease was primarily driven by lower net sales of Estée Lauder, Clinique, and to a lesser extent, Aveda and Bobbi Brown products of approximately \$110 million, combined. Excluding the impact of foreign currency translation, Estée Lauder skin care net sales increased, primarily due to new product launches such as New Dimension and Re-Nutriv Ultimate Diamond eye crème, partially offset by slower growth in China and continued softness in Hong Kong, as a result of a difficult retail environment. The lower sales from Clinique were due to the negative impact of foreign currency translation. Excluding this impact, Clinique skin care net sales increased, primarily driven by the favorable comparison due to the fiscal 2015 accelerated orders, as well as new product launches in the Clinique Smart franchise. Partially offsetting these decreases were higher net sales of La Mer products in all regions, including expanded distribution in perfumeries and specialty-multi brand retailers, as well as incremental sales from our fiscal 2015 third quarter acquisitions of GLAMGLOW and RODIN olio lusso, of approximately \$73 million, combined. Excluding the impact of foreign currency translation, skin care net sales increased 3%. Adjusting for the impact of the accelerated orders, reported and constant currency net sales in skin care would have decreased 4% and increased less than 1%, respectively.

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**THE ESTÉE LAUDER COMPANIES INC.**

***Makeup***

Net sales of makeup products increased 9%, or \$294.0 million, to \$3,574.0 million. This includes approximately \$213 million of unfavorable foreign currency translation, which was partially offset by the favorable comparison due to the fiscal 2015 accelerated orders of approximately \$65 million. The reported net sales increase primarily reflected higher net sales from our makeup artist brands, Smashbox, Clinique and Estée Lauder of approximately \$296 million, combined. Sales from our makeup artist brands benefited from new product offerings, as well as expanded distribution in a number of channels, including our freestanding retail stores and travel retail. The higher net sales from Smashbox were primarily due to expanded distribution in specialty multi-brand retailers and department stores. Net sales of Estée Lauder products improved due to new launches such as Double Wear Makeup to Go liquid compact. The higher net sales from Clinique were driven by the favorable comparison due to the fiscal 2015 accelerated orders and also reflected incremental sales from new launches such as Clinique Beyond Perfecting makeup products. Excluding the impact of foreign currency translation, makeup net sales increased 15%. Adjusting for the impact of the accelerated orders, reported and constant currency net sales in makeup would have increased 7% and 13%, respectively.

***Fragrance***

Net sales of fragrance products increased 7%, or \$78.4 million, to \$1,158.7 million. This includes approximately \$60 million of unfavorable foreign currency translation, which was partially offset by the favorable comparison due to the fiscal 2015 accelerated orders of approximately \$21 million. The reported net sales increase primarily reflected higher net sales of luxury fragrances from Jo Malone London and Tom Ford and incremental sales from our fiscal 2015 acquisitions of Le Labo and Editions de Parfums Frédéric Malle of approximately \$102 million, combined. The higher net sales from Jo Malone London were partially due to expanded distribution related to department stores, freestanding stores and travel retail. The increase in Tom Ford net sales reflected incremental sales from new product launches, including Tom Ford Noir Pour Femme and expanded distribution, particularly in travel retail. Partially offsetting these increases were lower sales of certain fragrances from our heritage brands of approximately \$35 million, combined. Excluding the impact of foreign currency translation, fragrance net sales increased 13%. Adjusting for the impact of the accelerated orders, reported and constant currency net sales in fragrance would have increased 5% and 11%, respectively.

***Hair Care***

Hair care net sales increased 5%, or \$19.8 million, to \$410.6 million. The increase in net sales reflected new product launches from Aveda, such as Thickening Tonic and Shampure dry shampoo and, to a lesser extent, expanded global distribution of Aveda and Bumble and bumble products in salons. Excluding the impact of foreign currency translation, hair care net sales increased 8%. The impact of the fiscal 2015 accelerated orders on reported net sales was de minimis. Adjusting for the impact of the accelerated orders, constant currency net sales in hair care would have increased 8%.

***Geographic Regions***

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Net sales in the Americas increased 5%, or \$181.2 million, to \$3,607.3 million. This includes approximately \$88 million of unfavorable foreign currency translation. Net sales in the United States and Canada increased approximately \$180 million, combined, and reflected the favorable comparison due to the fiscal 2015 accelerated orders of approximately \$84 million. The increase also reflected higher makeup net sales, driven by Smashbox, Clinique, Tom Ford and Estée Lauder, as well as higher skin care net sales from La Mer, Estée Lauder and Clinique. Also contributing were higher fragrance net sales from Tom Ford and Jo Malone London and higher net sales from our hair care brands, which were partially offset by lower net sales of Estée Lauder fragrances. Net sales were impacted by a decline in retail traffic in the United States related primarily to mid-tier department stores that affected Estée Lauder and Clinique, as well as certain M A C freestanding stores, as a result of a decrease in tourism, particularly from Brazilian travelers. Net sales in Latin America increased approximately \$1 million, primarily reflecting higher net sales in Mexico and Argentina, partially offset by lower sales in Brazil as a result of unfavorable foreign currency translation of approximately \$30 million. Excluding the impact of foreign currency translation, the emerging markets of Brazil and Mexico had net sales increases, primarily due to expanded distribution of M A C products. Excluding the impact of foreign currency translation, net sales in the Americas increased 8%. Adjusting for the impact of the accelerated orders, reported and constant currency net sales in the Americas would have increased 3% and 5%, respectively.

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**THE ESTÉE LAUDER COMPANIES INC.**

In Europe, the Middle East & Africa, net sales increased 7%, or \$204.2 million, to \$3,308.2 million. This includes approximately \$238 million of unfavorable foreign currency translation due to the strength of the U.S. dollar in relation to all currencies in the region, which was partially offset by the favorable comparison due to the fiscal 2015 accelerated orders of approximately \$68 million. Higher sales in our travel retail business, the United Kingdom and the Middle East totaled approximately \$176 million, combined. The sales growth in our travel retail business was partially driven by the favorable comparison due to the fiscal 2015 accelerated orders. This growth also reflected higher net sales from certain of our luxury brands and our makeup artist brands, driven in part by expanded distribution. Higher sales in the United Kingdom were due to increased net sales from our makeup artist brands and certain of our luxury brands. Higher sales in the Middle East were primarily driven by our makeup artist brands, Estée Lauder and certain of our luxury brands as a result of expanded distribution. These increases were partially offset by lower net sales in Russia and South Africa of approximately \$17 million, combined, driven by the negative impact of foreign currency translation. Excluding this impact, net sales in Russia increased primarily due to higher net sales from certain of our heritage and luxury brands, and the higher net sales in South Africa were primarily driven by our makeup artist brands and certain of our luxury brands. Excluding the impact of foreign currency translation, Europe, the Middle East & Africa net sales increased 14%. Adjusting for the impact of the accelerated orders, reported and constant currency net sales in Europe, the Middle East & Africa would have increased 4% and 12%, respectively.

Net sales in Asia/Pacific decreased 1%, or \$25.4 million, to \$1,700.5 million, driven by approximately \$114 million of unfavorable foreign currency translation due to the strength of the U.S. dollar in relation to most currencies in the region, partially offset by the favorable comparison due to the fiscal 2015 accelerated orders of approximately \$26 million. Lower sales in Hong Kong, Malaysia, Thailand, Korea, Australia and China totaled approximately \$54 million, combined. The lower net sales in Hong Kong were primarily driven by a decrease in traveling Chinese consumers due, in part, to the previous social instability there, which particularly impacted the Estée Lauder, Clinique and La Mer brands. The decrease in net sales in Malaysia, Thailand, Korea, Australia and China was primarily due to the negative impact of foreign currency translation; however, these countries benefited from expanded distribution. These decreases were partially offset by higher net sales in Japan and, to a lesser extent, the Philippines of approximately \$32 million, combined. The net sales in Japan reflected higher tourism and increased net sales from virtually all of our brands, which was primarily driven by the makeup product category. In the Philippines, the higher net sales were driven by expanded distribution. Excluding the impact of foreign currency translation, Asia/Pacific net sales increased 5%. Adjusting for the impact of the accelerated orders, reported and constant currency net sales in Asia/Pacific would have decreased 3% and increased 4%, respectively.

We strategically stagger our new product launches by geographic market, which may account for differences in regional sales growth.

**COST OF SALES**

Cost of sales as a percentage of total net sales decreased to 19.4% as compared with 19.5% in the prior-year period. This reflected a favorable impact of manufacturing variances of approximately 40 basis points, offset by an unfavorable change in the mix of our business of approximately 20 basis points.

Since certain promotional activities are components of sales or cost of sales and the timing, and level of promotions vary with our promotional calendar, we have experienced, and expect to continue to experience, fluctuations in the cost of sales percentage. In addition, future cost of sales may be impacted by channels of distribution and their relative growth.

**OPERATING EXPENSES**

Operating expenses as a percentage of net sales decreased to 63.6% as compared with 63.8% in the prior-year period, but would have increased approximately 100 basis points if not for the impact of the fiscal 2015 accelerated orders. The reported decrease primarily reflected lower advertising, merchandising and sampling costs, as a percentage of net sales, of approximately 80 basis points, in part due to the brand and channel mix of our spend as certain media formats carry different cost structures. Certain of our brands have lower costs associated with advertising as they focus on digital and social media strategies and rely less on print and television advertising, which carry a higher media cost. Also contributing to the improvement, as a percentage of net sales, was a decrease in selling and shipping costs of approximately 30 basis points, a favorable change in foreign exchange transactions of approximately 20 basis points and a favorable comparison to the prior-year period charges related to the remeasurement of net monetary assets in Venezuela of approximately 10 basis points. Partially offsetting these decreases were the fiscal 2016 charges associated with restructuring activities of approximately 40 basis points. Also offsetting these decreases were higher costs associated with store operations of approximately 30 basis points, general and administrative expenses of approximately 30 basis points and research and development costs of approximately 20 basis points. Adjusting for the impact of the fiscal 2015 accelerated orders, the increase of approximately 100 basis points primarily reflected an increase in general and administrative expenses, higher store operating costs and the charges associated with the GTI Restructuring, partially offset by lower spending on advertising, merchandising and sampling as a percentage of net sales.

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**THE ESTÉE LAUDER COMPANIES INC.**

Changes in advertising, merchandising and sampling spending result from the type, timing and level of activities related to product launches and rollouts, as well as the markets and brands being emphasized.

**OPERATING RESULTS**

Operating income increased 6%, or \$88.6 million, to \$1,466.6 million. Operating margin increased to 17.0% of net sales as compared with 16.7% in the prior-year period. The overall operating results and operating margin were impacted by a favorable comparison of approximately \$127 million related to the fiscal 2015 accelerated orders, offset by unfavorable foreign currency translation of approximately \$131 million. In addition, the operating results for the nine months ended March 31, 2016 include the impact of charges associated with the GTI Restructuring of \$33.7 million. Adjusting for the impact of the accelerated orders and charges associated with the GTI Restructuring, operating income would have remained flat and operating margin would have decreased 40 basis points.

*Product Categories*

The overall change in operating results in each product category reflected a favorable comparison to the prior-year period due to the fiscal 2015 accelerated orders from certain of our retailers due to our implementation of SMI as follows: skin care, approximately \$72 million; makeup, approximately \$41 million; fragrance, approximately \$14 million; and the impact on hair care was de minimis.

Skin care operating income decreased 1%, or \$8.7 million, to \$700.5 million, driven by the unfavorable impact of foreign currency translation. Excluding this impact, skin care operating results improved, reflecting higher results from La Mer, partially offset by lower results from Estée Lauder. Makeup operating income increased 19%, or \$103.5 million, to \$642.1 million, primarily reflecting improved results from M A C, Estée Lauder and Smashbox. Fragrance operating income increased 9%, or \$9.5 million, to \$113.5 million, reflecting higher results from certain of our luxury fragrance brands, partially offset by lower results from Estée Lauder. Hair care operating results increased 13%, or \$4.3 million, to \$36.4 million, primarily reflecting improved results from Aveda. Adjusting for the impact of the accelerated orders, skin care, makeup, fragrance and hair care operating results would have increased (decreased) (10)%, 11%, (4%) and 13%, respectively.

*Geographic Regions*

The overall change in operating results in each geographic region reflected a favorable comparison to the prior-year period due to the fiscal 2015 accelerated orders from certain of our retailers due to our implementation of SMI as follows: Americas, approximately \$53 million; Europe, the Middle East & Africa, approximately \$53 million; and Asia/Pacific, approximately \$21 million.

Operating income in the Americas increased 8%, or \$22.3 million, to \$310.1 million, reflecting the favorable comparison due to the fiscal 2015 accelerated orders. Excluding the impact of the accelerated orders, operating income decreased, primarily reflecting higher selling and store operating costs, partially due to expanded distribution, and an increase in product development and research and development expenses. Operating income was impacted by a decline in retail traffic in the United States related primarily to mid-tier department stores that affected Estée Lauder and Clinique, as well as certain M A C freestanding stores, as a result of a decrease in tourism, particularly from Brazilian travelers. Adjusting for the impact of the accelerated orders, operating income in the Americas would have decreased 9%.

In Europe, the Middle East & Africa, operating income increased 15%, or \$113.0 million, to \$842.4 million. Higher results from our travel retail business, driven by the accelerated orders, and in the Middle East and Germany totaled approximately \$88 million, combined. The higher results in Germany were due to increased sales from certain of our heritage brands and our makeup artist brands, primarily due to new product introductions and expanded distribution. Adjusting for the impact of the accelerated orders, operating income in Europe, the Middle East & Africa would have increased 8%.

In Asia/Pacific, operating income decreased 4%, or \$13.0 million, to \$347.8 million. Lower results in China and Hong Kong totaled approximately \$51 million, combined. In addition to the lower sales in China, the decline in operating results was also attributable to increased advertising, merchandising and sampling costs to support certain existing products. These lower results were mostly offset by higher results in Japan and, to a lesser extent, Singapore and Australia of approximately \$37 million, combined. The higher results in Singapore were primarily due to lower selling costs. Adjusting for the impact of the accelerated orders, operating income in Asia/Pacific would have decreased 9%.

#### **INTEREST EXPENSE**

Interest expense increased to \$52.1 million as compared with \$45.0 million in the prior-year period, primarily due to the issuance of additional long-term debt in June 2015.

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**THE ESTÉE LAUDER COMPANIES INC.**

**INTEREST INCOME AND INVESTMENT INCOME, NET**

Interest income and investment income, net increased to \$10.4 million as compared with \$8.5 million in the prior-year period, primarily due to higher interest income as a result of an increase in short- and long-term investment balances and rates in connection with our cash investment strategy.

**PROVISION FOR INCOME TAXES**

The provision for income taxes represents U.S. federal, foreign, state and local income taxes. The effective rate differs from the federal statutory rate primarily due to the effect of state and local income taxes, the taxation of foreign income and income tax reserve adjustments, which represent changes in our net liability for unrecognized tax benefits including tax settlements and lapses of the applicable statutes of limitations. Our effective tax rate will change from quarter to quarter based on recurring and non-recurring factors including, but not limited to, the geographical mix of earnings, enacted tax legislation, state and local income taxes, tax reserve adjustments, the ultimate disposition of deferred tax assets relating to stock-based compensation and the interaction of various global tax strategies. In addition, changes in judgment from the evaluation of new information resulting in the recognition, derecognition or remeasurement of a tax position taken in a prior annual period are recognized separately in the quarter of change.

The effective rate for income taxes was 28.0% and 30.0% for the nine months ended March 31, 2016 and 2015, respectively. The decrease in the effective tax rate was attributable to a lower effective tax rate on the Company's foreign operations and the reduced impact of income tax reserves as compared to the prior-year period.

**NET EARNINGS ATTRIBUTABLE TO THE ESTÉE LAUDER COMPANIES INC.**

Net earnings attributable to The Estée Lauder Companies Inc. as compared with the prior-year period increased 9%, or \$85.2 million, to \$1,021.1 million, and diluted net earnings per common share increased 12% from \$2.42 to \$2.71.

**NON-GAAP FINANCIAL MEASURES**

We use certain non-GAAP financial measures, among other financial measures, to evaluate our operating performance, which represent the manner in which we conduct and view our business. Management believes that excluding certain items that are not comparable from period to period helps investors and others compare operating performance between two periods. While we consider the non-GAAP measures useful in analyzing our results, they are not intended to replace, or act as a substitute for, any presentation included in the consolidated financial

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statements prepared in conformity with U.S. GAAP. The following tables present Net Sales, Operating Income and Diluted net earnings per common share adjusted to exclude the impact of accelerated orders associated with the July 2014 SMI rollout, charges associated with restructuring activities, the fiscal 2015 Venezuela remeasurement charge, and the effects of foreign currency translation. The tables provide reconciliations between these non-GAAP financial measures and the most directly comparable U.S. GAAP measures.

| (\$ in millions)                               | Nine Months Ended<br>March 31 |            | Variance | %<br>Change | %<br>Change<br>in<br>Constant<br>Currency |
|--|-------------------------------|------------|----------|-------------|---|
|  | 2016                          | 2015       |          |             |   |
| Net Sales, as reported                         | \$ 8,616.0                    | \$ 8,256.0 | \$ 360.0 | 4%          | 10%                                       |
| Accelerated orders associated with SMI rollout |                               | 178.3      | (178.3)  |             |   |
| Net Sales, as adjusted                         | \$ 8,616.0                    | \$ 8,434.3 | \$ 181.7 | 2%          | 7%  |

| (\$ in millions)                                 | Three Months Ended<br>March 31 |          | Variance  | %<br>Change | %<br>Change<br>in<br>Constant<br>Currency |
|--|--------------------------------|----------|-----------|-------------|---|
|  | 2016                           | 2015     |           |             |   |
| Operating Income, as reported                    | \$ 384.0                       | \$ 397.2 | \$ (13.2) | (3)%        | 0%  |
| Charges associated with restructuring activities | 15.2                           |          | 15.2      |             |   |
| Venezuela remeasurement charge                   |                                | 5.3      | (5.3)     |             |   |
| Operating Income, as adjusted                    | \$ 399.2                       | \$ 402.5 | \$ (3.3)  | (1)%        | 3%  |

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| (\$ in millions)                                 | Nine Months Ended<br>March 31 |            | Variance  | %<br>Change | %<br>Change<br>in<br>Constant<br>Currency |
|--|-------------------------------|------------|-----------|-------------|---|
|  | 2016                          | 2015       |           |             |   |
| Operating Income, as reported                    | \$ 1,466.6                    | \$ 1,378.0 | \$ 88.6   | 6%          | 16%                                       |
| Accelerated orders associated with SMI rollout   |                               | 127.2      | (127.2)   |             |   |
| Charges associated with restructuring activities | 33.7                          |            | 33.7      |             |   |
| Venezuela remeasurement charge                   |                               | 5.3        | (5.3)     |             |   |
| Operating Income, as adjusted                    | \$ 1,500.3                    | \$ 1,510.5 | \$ (10.2) | (1)%        | 8%  |

|  | Three Months Ended<br>March 31 |        | Variance | %<br>Change | %<br>Change<br>in<br>Constant<br>Currency |
|--|--------------------------------|--------|----------|-------------|---|
|  | 2016                           | 2015   |          |             |   |
| Diluted net earnings per common share, as reported | \$ .71                         | \$ .71 | \$       | 0%          | 4%  |
| Charges associated with restructuring activities   | .02                            |        | .02      |             |   |
| Venezuela remeasurement charge                     |                                | .01    | (.01)    |             |   |
| Diluted net earnings per common share, as adjusted | \$ .73                         | \$ .72 | \$ .01   | 2%          | 5%  |

|  | Nine Months Ended<br>March 31 |         | Variance | %<br>Change | %<br>Change<br>in<br>Constant<br>Currency |
|--|-------------------------------|---------|----------|-------------|---|
|  | 2016                          | 2015    |          |             |   |
| Diluted net earnings per common share, as reported     | \$ 2.71                       | \$ 2.42 | \$ .29   | 12%         | 22%                                       |
| Accelerated orders associated with SMI rollout         |                               | .21     | (.21)    |             |   |
| Charges associated with restructuring activities       | .06                           |         | .06      |             |   |
| Venezuela remeasurement charge                         |                               | .01     | (.01)    |             |   |
| Diluted net earnings per common share, as adjusted (1) | \$ 2.77                       | \$ 2.65 | \$ .12   | 4%          | 14%                                       |

(1) Not adjusted for differences caused by rounding

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.**

The following table reconciles the change in net sales by product category and geographic region, as reported, to the change in net sales excluding the effects of foreign currency translation and the impact of the accelerated orders:

| (In millions)                    | Nine Months Ended March 31, 2016 | As Reported<br>Nine Months Ended March 31, 2015 | Variance  | Add:<br>Impact of foreign currency translation | Add:<br>Impact of accelerated orders | Variance, as adjusted | % Change, as reported | % Change, as adjusted |
|----------------------------------|----------------------------------|---|-----------|--|--------------------------------------|-----------------------|-----------------------|-----------------------|
| <b>Product Category:</b>         |                                  |   |           |  |                                      |                       |                       |                       |
| Skin Care                        | \$ 3,414.2                       | \$ 3,466.8                                      | \$ (52.6) | \$ 152.2                                       | \$ (91.4)                            | \$ 8.2                | (2)%                  | 0%                    |
| Makeup                           | 3,574.0                          | 3,280.0   | 294.0     | 212.7  | (65.4)                               | 441.3                 | 9                     | 13                    |
| Fragrance                        | 1,158.7                          | 1,080.3   | 78.4      | 60.4   | (21.0)                               | 117.8                 | 7                     | 11                    |
| Hair Care                        | 410.6                            | 390.8   | 19.8      | 10.4   | (0.5)                                | 29.7                  | 5                     | 8                     |
| Other                            | 58.5                             | 38.1  | 20.4      | 4.7  |                                      | 25.1                  | 54                    | 66                    |
| Total                            | \$ 8,616.0                       | \$ 8,256.0                                      | \$ 360.0  | \$ 440.4                                       | \$ (178.3)                           | \$ 622.1              | 4%                    | 7%                    |
| <b>Region:</b>                   |                                  |   |           |  |                                      |                       |                       |                       |
| The Americas                     | \$ 3,607.3                       | \$ 3,426.1                                      | \$ 181.2  | \$ 88.3  | \$ (84.3)                            | \$ 185.2              | 5%                    | 5%                    |
| Europe, the Middle East & Africa | 3,308.2                          | 3,104.0   | 204.2     | 237.8  | (67.9)                               | 374.1                 | 7                     | 12                    |
| Asia/Pacific                     | 1,700.5                          | 1,725.9   | (25.4)    | 114.3  | (26.1)                               | 62.8                  | (1)                   | 4                     |
| Total                            | \$ 8,616.0                       | \$ 8,256.0                                      | \$ 360.0  | \$ 440.4                                       | \$ (178.3)                           | \$ 622.1              | 4%                    | 7%                    |

**FINANCIAL CONDITION****LIQUIDITY AND CAPITAL RESOURCES***Overview*

Our principal sources of funds historically have been cash flows from operations, borrowings pursuant to our commercial paper program, borrowings from the issuance of long-term debt and committed and uncommitted credit lines provided by banks and other lenders in the United States and abroad. At March 31, 2016, we had cash and cash equivalents of \$556.3 million compared with \$1,021.4 million at June 30, 2015. The decrease primarily reflects cash used to purchase short- and long-term investments pursuant to our cash investment strategy. Our cash and cash equivalents are maintained at a number of financial institutions. To mitigate the risk of uninsured balances, we select financial institutions based on their credit ratings and financial strength, and we perform ongoing evaluations of these institutions to limit our concentration risk exposure.

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Our business is seasonal in nature and, accordingly, our working capital needs vary. From time to time, we may enter into investing and financing transactions that require additional funding. To the extent that these needs exceed cash from operations, we could, subject to market conditions, issue commercial paper, issue long-term debt securities or borrow under our revolving credit facilities.

Based on past performance and current expectations, we believe that cash on hand, cash generated from operations, available credit lines and access to credit markets will be adequate to support currently planned business operations, information systems enhancements, capital expenditures, potential stock repurchases, restructuring initiatives, commitments and other contractual obligations on both a near-term and long-term basis. Our cash and cash equivalents and short- and long-term investment balances at March 31, 2016 include cash and short- and long-term investments in offshore jurisdictions associated with our permanent reinvestment strategy. We do not believe that the indefinite reinvestment of these funds offshore impairs our ability to meet our domestic debt or working capital obligations. If these indefinitely reinvested earnings were repatriated into the United States as dividends, we would be subject to additional taxes.

The effects of inflation have not been significant to our overall operating results in recent years. Generally, we have been able to introduce new products at higher prices, increase prices and implement other operating efficiencies to sufficiently offset cost increases, which have been moderate.

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.*****Credit Ratings***

Changes in our credit ratings will likely result in changes in our borrowing costs. Our credit ratings also impact the cost of our revolving credit facility as discussed below. Downgrades in our credit ratings may reduce our ability to issue commercial paper and/or long-term debt and would likely increase the relative costs of borrowing. A credit rating is not a recommendation to buy, sell, or hold securities, is subject to revision or withdrawal at any time by the assigning rating organization, and should be evaluated independently of any other rating. As of April 26, 2016, our commercial paper is rated A-1 by Standard & Poor's and P-1 by Moody's, and our long-term debt is rated A+ with a stable outlook by Standard & Poor's and A2 with a stable outlook by Moody's.

***Debt***

At March 31, 2016, our outstanding borrowings were as follows:

| (\$ in millions)   | Long-term<br>Debt | Current<br>Debt | Total Debt |
|--|-------------------|-----------------|------------|
| 4.375% Senior Notes, due June 15, 2045 ( 2045 Senior Notes(1), (7))            | \$ 294.1          | \$              | \$ 294.1   |
| 3.70% Senior Notes, due August 15, 2042 ( 2042 Senior Notes(2), (7))           | 249.0             |                 | 249.0      |
| 6.00% Senior Notes, due May 15, 2037 ( 2037 Senior Notes(3), (7))              | 296.7             |                 | 296.7      |
| 5.75% Senior Notes, due October 15, 2033 ( 2033 Senior Notes(4))               | 198.0             |                 | 198.0      |
| 2.35% Senior Notes, due August 15, 2022 ( 2022 Senior Notes(5), (7))           | 262.8             |                 | 262.8      |
| 5.55% Senior Notes, due May 15, 2017 ( 2017 Senior Notes(6), (7))              | 308.3             |                 | 308.3      |
| Commercial paper that matured through April 2016 (0.43% average interest rate) |                   | 285.3           | 285.3      |
| Other borrowings   | 3.6               | 27.5            | 31.1       |
|  | \$ 1,612.5        | \$ 312.8        | \$ 1,925.3 |

- 
- (1) Consists of \$300.0 million principal and unamortized debt discount of \$5.9 million.
- (2) Consists of \$250.0 million principal and unamortized debt discount of \$1.0 million.
- (3) Consists of \$300.0 million principal and unamortized debt discount of \$3.3 million.
- (4) Consists of \$200.0 million principal and unamortized debt discount of \$2.0 million.
- (5) Consists of \$250.0 million principal, unamortized debt discount of \$0.2 million and a \$13.0 million adjustment to reflect the fair value of interest rate swaps.

(6) Consists of \$300.0 million principal, unamortized debt discount of \$0.1 million and a \$8.4 million adjustment to reflect the termination value of interest rate swaps.

(7) The Senior Notes contain certain customary incurrence based covenants, including limitations on indebtedness secured by liens.

We have a \$1.0 billion commercial paper program under which we may issue commercial paper in the United States. At April 26, 2016, we had \$390.5 million of commercial paper outstanding, which we may refinance on a periodic basis, at then-prevailing market interest rates, as it matures.

We have a \$1.0 billion senior unsecured revolving credit facility (the Facility) that is currently set to expire on July 15, 2020. We have a remaining option to extend the Facility one more year. At March 31, 2016, no borrowings were outstanding under the Facility. The Facility may be used for general corporate purposes. Up to the equivalent of \$350 million of the Facility is available for multi-currency loans. The interest rate on borrowings under the Facility is based on LIBOR or on the higher of prime, which is the rate of interest publicly announced by the administrative agent, or ½% plus the Federal funds rate. We incurred costs of approximately \$1.0 million to establish the Facility, which are being amortized over the term of the Facility. The Facility has an annual fee of \$0.6 million, payable quarterly, based on our current credit ratings. The Facility also contains a cross-default provision whereby a failure to pay other material financial obligations in excess of \$150.0 million (after grace periods and absent a waiver from the lenders) would result in an event of default and the acceleration of the maturity of any outstanding debt under the Facility.

Total debt as a percent of total capitalization (excluding noncontrolling interests) increased to 34% at March 31, 2016 from 31% at June 30, 2015, primarily due to the issuance of commercial paper.

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**THE ESTÉE LAUDER COMPANIES INC.**

***Cash Flows***

Net cash provided by operating activities was \$1,316.2 million during the nine months ended March 31, 2016 as compared with \$1,385.0 million in the prior-year period. The decrease was driven, in part, by the accelerated orders in connection with our July 2014 SMI implementation, which contributed to an unfavorable comparison in working capital components. The decrease in cash flows provided by operating activities also reflected an unfavorable change in accounts receivable, reflecting the timing of shipments and collections, and an unfavorable change in accounts payable, primarily due to the timing of payments. Also contributing to the decrease were higher long-term payments related to new freestanding retail store locations, including cash payments made to former tenants to acquire the rights under commercial property leases. These decreases were partially offset by higher net earnings and an increase in other accrued liabilities, due, in part, to higher accrued employee incentive compensation.

Net cash used for investing activities was \$1,096.9 million during the nine months ended March 31, 2016 as compared with \$1,032.2 million in the prior-year period. This increase primarily reflected higher net purchases of investments in connection with our cash investment strategy, as well as cash paid in the second quarter of fiscal 2016 for the long-term investment in Have & Be Co. Ltd., the company behind the skin care brands Dr. Jart + and Do The Right Thing. The increase in cash used for investing activities also reflected higher capital expenditure activity, primarily related to leasehold improvements. Partially offsetting these increases were lower payments related to acquisitions. Cash paid in connection with the fiscal 2015 acquisitions of Le Labo, RODIN olio lusso, Editions de Parfums Frédéric Malle and GLAMGLOW was partially offset by cash paid in connection with the fiscal 2016 acquisition of By Kilian and an additional purchase price true-up payment related to a fiscal 2015 acquisition.

Net cash used for financing activities was \$665.3 million during the nine months ended March 31, 2016 as compared with \$654.4 million in the prior-year period. The increase primarily reflected an increase in treasury stock repurchases and higher dividend payments, partially offset by the proceeds from the issuance of short-term commercial paper.

***Dividends***

For a summary of quarterly cash dividends declared per share on our Class A and Class B Common Stock during the nine months ended March 31, 2016, see Notes to Consolidated Financial Statements, Note 11 *Equity*.

***Pension and Post-retirement Plan Funding***

As part of our ongoing review of funded levels, we made a discretionary contribution of \$30.0 million to the noncontributory qualified defined benefit pension plan in April 2016. There have been no other significant changes to our pension and post-retirement funding as discussed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

***Commitments, Contractual Obligations and Contingencies***

There have been no significant changes to our commitments and contractual obligations as discussed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015. For a discussion of contingencies, see Notes to Consolidated Financial Statements, Note 8 *Contingencies*.

***Derivative Financial Instruments and Hedging Activities***

For a discussion of our derivative financial instruments and hedging activities, see Notes to Consolidated Financial Statements, Note 5 *Derivative Financial Instruments*.

***Foreign Exchange Risk Management***

For a discussion of foreign exchange risk management, see Notes to Consolidated Financial Statements, Note 5 *Derivative Financial Instruments (Cash-Flow Hedges)*.

***Credit Risk***

For a discussion of credit risk, see Notes to Consolidated Financial Statements, Note 5 *Derivative Financial Instruments (Credit Risk)*.

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****Market Risk**

Using the value-at-risk model, as discussed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015, the high, low and average measured value-at-risk for the twelve months ended March 31, 2016 and June 30, 2015 related to our derivative financial instruments are as follows:

| (In millions)              | March 31, 2016 |         |         | June 30, 2015 |        |         |
|----------------------------|----------------|---------|---------|---------------|--------|---------|
|                            | High           | Low     | Average | High          | Low    | Average |
| Foreign exchange contracts | \$ 23.8        | \$ 15.4 | \$ 20.0 | \$ 28.6       | \$ 7.4 | \$ 17.8 |
| Interest rate contracts    | 16.1           | 9.2     | 12.1    | 16.1          | 16.1   | 16.1    |

The change in the value-at-risk measures from June 30, 2015 related to our derivative financial instruments reflected an increase in volatilities and portfolio mix. We believe that any resulting loss incurred would be offset by the effects of market rate movements on the respective underlying transactions for which the derivative financial instrument was intended.

**OFF-BALANCE SHEET ARRANGEMENTS**

We do not maintain any off-balance sheet arrangements, transactions, obligations or other relationships with unconsolidated entities, other than operating leases, that would be expected to have a material current or future effect upon our financial condition or results of operations.

**CRITICAL ACCOUNTING POLICIES**

As disclosed in our Annual Report on Form 10-K for the fiscal year ended June 30, 2015, the discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in conformity with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses reported in those financial statements. These judgments can be subjective and complex, and consequently, actual results could differ from those estimates and assumptions. Our most critical accounting policies relate to revenue recognition, inventory, pension and other post-retirement benefit costs, goodwill, other intangible assets and long-lived assets, and income taxes. Since June 30, 2015, there have been no significant changes to the assumptions and estimates related to our critical accounting policies.

**RECENTLY ISSUED ACCOUNTING STANDARDS**

For a discussion regarding the impact of accounting standards that were recently issued but not yet effective, on the Company's consolidated financial statements, see Notes to Consolidated Financial Statements, Note 1 *Summary of Significant Accounting Policies*.

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**THE ESTÉE LAUDER COMPANIES INC.**

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

We and our representatives from time to time make written or oral forward-looking statements, including statements contained in this and other filings with the Securities and Exchange Commission, in our press releases and in our reports to stockholders. The words and phrases "will likely result," "expect," "believe," "planned," "may," "should," "could," "anticipate," "estimate," "project," "intend," "forecast" or similar expressions are used in our forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, without limitation, our expectations regarding sales, earnings or other future financial performance and liquidity, product introductions, entry into new geographic regions, information systems initiatives, new methods of sale, our long-term strategy, restructuring and other charges and resulting cost savings, and future operations or operating results. Although we believe that our expectations are based on reasonable assumptions within the bounds of our knowledge of our business and operations, actual results may differ materially from our expectations. Factors that could cause actual results to differ from expectations include, without limitation:

(1) increased competitive activity from companies in the skin care, makeup, fragrance and hair care businesses, some of which have greater resources than we do;

(2) our ability to develop, produce and market new products on which future operating results may depend and to successfully address challenges in our business;

(3) consolidations, restructurings, bankruptcies and reorganizations in the retail industry and other factors causing a decrease in the number of stores that sell our products, an increase in the ownership concentration within the retail industry, ownership of retailers by our competitors or ownership of competitors by our customers that are retailers and our inability to collect receivables;

(4) destocking and tighter working capital management by retailers;

(5) the success, or changes in timing or scope, of new product launches and the success, or changes in the timing or the scope, of advertising, sampling and merchandising programs;

(6) shifts in the preferences of consumers as to where and how they shop for the types of products and services we sell;

(7) social, political and economic risks to our foreign or domestic manufacturing, distribution and retail operations, including changes in foreign investment and trade policies and regulations of the host countries and of the United States;

(8) changes in the laws, regulations and policies (including the interpretations and enforcement thereof) that affect, or will affect, our business, including those relating to our products or distribution networks, changes in accounting standards, tax laws and regulations, environmental or climate change laws, regulations or accords, trade rules and customs regulations, and the outcome and expense of legal or regulatory proceedings, and any action we may take as a result;

(9) foreign currency fluctuations affecting our results of operations and the value of our foreign assets, the relative prices at which we and our foreign competitors sell products in the same markets and our operating and manufacturing costs outside of the United States;

(10) changes in global or local conditions, including those due to the volatility in the global credit and equity markets, natural or man-made disasters, real or perceived epidemics, or energy costs, that could affect consumer purchasing, the willingness or ability of consumers to travel and/or purchase our products while traveling, the financial strength of our customers, suppliers or other contract counterparties, our operations, the cost and availability of capital which we may need for new equipment, facilities or acquisitions, the returns that we are able to generate on our pension assets and the resulting impact on funding obligations, the cost and availability of raw materials and the assumptions underlying our critical accounting estimates;

(11) shipment delays, commodity pricing, depletion of inventory and increased production costs resulting from disruptions of operations at any of the facilities that manufacture nearly all of our supply of a particular type of product (i.e. focus factories) or at our distribution or inventory centers, including disruptions that may be caused by the implementation of information technology initiatives, or by restructurings;

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**THE ESTÉE LAUDER COMPANIES INC.**

(12) real estate rates and availability, which may affect our ability to increase or maintain the number of retail locations at which we sell our products and the costs associated with our other facilities;

(13) changes in product mix to products which are less profitable;

(14) our ability to acquire, develop or implement new information and distribution technologies and initiatives on a timely basis and within our cost estimates and our ability to maintain continuous operations of such systems and the security of data and other information that may be stored in such systems or other systems or media;

(15) our ability to capitalize on opportunities for improved efficiency, such as publicly-announced strategies and restructuring and cost-savings initiatives, and to integrate acquired businesses and realize value therefrom;

(16) consequences attributable to local or international conflicts around the world, as well as from any terrorist action, retaliation and the threat of further action or retaliation;

(17) the timing and impact of acquisitions, investments and divestitures; and

(18) additional factors as described in our filings with the Securities and Exchange Commission, including the Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

We assume no responsibility to update forward-looking statements made herein or otherwise.

**Item 3. *Quantitative and Qualitative Disclosures About Market Risk.***

The information required by this item is set forth in Item 2 of this Quarterly Report on Form 10-Q under the caption "Liquidity and Capital Resources - Market Risk" and is incorporated herein by reference.

**Item 4. *Controls and Procedures.***

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act )) are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and to ensure that information required to be disclosed is accumulated and communicated to management, including our principal executive and financial officers, to allow timely decisions regarding disclosure. The Chief Executive Officer and the Chief Financial Officer, with assistance from other members of management, have reviewed the effectiveness of our disclosure controls and procedures as of March 31, 2016 and, based on their evaluation, have concluded that the disclosure controls and procedures were effective as of such date.

There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the third quarter of fiscal 2016 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. *Legal Proceedings.***

For a discussion of legal proceedings, see Notes to Consolidated Financial Statements, Note 8 *Contingencies.*

Table of Contents**THE ESTÉE LAUDER COMPANIES INC.****Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.****Sales of Unregistered Securities**

Shares of Class B Common Stock may be converted immediately into Class A Common Stock on a one-for-one basis by the holder and are automatically converted into Class A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a Permitted Transferee or soon after a record date for a meeting of stockholders where the outstanding Class B Common Stock constitutes less than 10% of the outstanding shares of Common Stock of the Company. There is no cash or other consideration paid by the holder converting the shares and, accordingly, there is no cash or other consideration received by the Company. The shares of Class A Common Stock issued by the Company in such conversions are exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 3(a)(9) thereof.

During the nine months ended March 31, 2016, the stockholders set forth in the table below converted shares of Class B Common Stock into Class A Common Stock on the dates set forth below:

| <b>Stockholder That Converted<br/>Class B Common Stock to Class<br/>A Common Stock</b> | <b>Date of Conversion</b> | <b>Number of Shares<br/>Converted/<br/>Received</b> |
|--|---------------------------|---|
| The 4202 Corporation   | August 27, 2015           | 200,000   |
| Ronald S. Lauder   | August 27, 2015           | 35,000  |
| The 4202 Corporation   | September 2, 2015         | 152,400   |

**Share Repurchase Program**

We are authorized by the Board of Directors to repurchase up to 216.0 million shares of our Class A Common Stock in the open market or in privately negotiated transactions, depending on market conditions and other factors. As of March 31, 2016, the cumulative total of acquired shares pursuant to the authorization was 195.5 million, reducing the remaining authorized share repurchase balance to 20.5 million. During the nine months ended March 31, 2016, we purchased approximately 7.9 million shares pursuant to the authorization for \$650.0 million as outlined in the following table:

| <b>Period</b>  | <b>Total Number<br/>of Shares<br/>Purchased</b> | <b>Average Price<br/>Paid Per<br/>Share</b> | <b>Total Number of<br/>Shares Purchased<br/>as Part of Publicly<br/>Announced<br/>Program</b> | <b>Maximum Number<br/>of Shares that May<br/>Yet Be Purchased<br/>Under the<br/>Program(1)</b> |
|----------------|---|---|---|--|
| July 2015      | 1,990,780                                       | \$ 87.91                                    | 1,990,780   | 26,385,805   |
| August 2015    | 1,719,181(2)                                    | 78.20                                       | 1,695,400   | 24,690,405   |
| September 2015 | 986,471(2)                                      | 78.63                                       | 854,597   | 23,835,808   |

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|               |              |       |           |            |
|---------------|--------------|-------|-----------|------------|
| October 2015  | 1,463,501    | 80.08 | 1,463,501 | 22,372,307 |
| November 2015 | 1,284,801(2) | 84.63 | 813,441   | 21,558,866 |
| December 2015 | 174,297(2)   | 85.20 | 174,528   | 21,384,338 |
| January 2016  | 895,751(2)   | 84.03 | 892,538   | 20,491,800 |
| February 2016 |              |       |           | 20,491,800 |
| March 2016    | 33(2)        | 86.37 |           | 20,491,800 |
|               | 8,514,815    | 82.57 | 7,884,785 |            |

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(1) The initial program covering the repurchase of 16.0 million shares was announced in September 1998 and increased by 40.0 million shares each in November 2012, November 2007, February 2007 and May 2005 and 20.0 million shares in both May 2004 and October 2002.

(2) Includes shares that were repurchased by the Company in connection with shares withheld to satisfy tax obligations upon the vesting of stock-based compensation.

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**Item 6. Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.1                      | Performance Share Unit Agreement with John Demsey under The Estée Lauder Companies Inc. Amended and Restated Fiscal 2002 Share Incentive Plan (including Notice of Grant) (filed as Exhibit 10.1 to our Current Report on Form 8-K filed on February 1, 2016).* |
| 10.2                      | Form of Performance Share Unit Agreement under The Estée Lauder Companies Inc. Amended and Restated Fiscal 2002 Share Incentive Plan (including Notice of Grant) (filed as Exhibit 10.2 to our Current Report on Form 8-K filed on February 1, 2016).*          |
| 31.1                      | Certification pursuant to Rule 13a-14(a) (CEO).   |
| 31.2                      | Certification pursuant to Rule 13a-14(a) (CFO).   |
| 32.1                      | Certification pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (CEO). (furnished)  |
| 32.2                      | Certification pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (CFO). (furnished)  |
| 101.INS                   | XBRL Instance Document  |
| 101.SCH                   | XBRL Taxonomy Extension Schema Document   |
| 101.CAL                   | XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.LAB                   | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE                   | XBRL Taxonomy Extension Presentation Linkbase Document  |
| 101.DEF                   | XBRL Taxonomy Extension Definition Linkbase Document  |

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\* Incorporated herein by reference.

Exhibit is a management contract or compensatory plan or arrangement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**THE ESTÉE LAUDER COMPANIES INC.**

Date: May 3, 2016

By:

/s/TRACEY T. TRAVIS  
Tracey T. Travis  
Executive Vice President  
and Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

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**THE ESTÉE LAUDER COMPANIES INC.**

**INDEX TO EXHIBITS**

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