

ESTEE LAUDER COMPANIES INC  
Form 8-K/A  
May 24, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K/A**

Amendment No. 1

**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**May 2, 2016**

**The Estée Lauder Companies Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**1-14064**

(Commission File Number)

**11-2408943**

(IRS Employer Identification No.)

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

**10153**  
(Zip Code)

Registrant's telephone number, including area code

212-572-4200

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 2.05 Costs Associated with Exit or Disposal Activities.**

On May 3, 2016, The Estée Lauder Companies Inc. (the Company) filed a Current Report on Form 8-K (the May 3, 2016 Form 8-K) regarding a multi-year initiative (Leading Beauty Forward). Leading Beauty Forward is expected to include a number of initiatives, and the Company indicated that restructuring and other charges to implement those initiatives through fiscal 2021 are expected to total between \$600 million and \$700 million (before tax). At that time, the Company was unable to make a determination of the estimated amount or range of amounts to be incurred for each major type of cost and future cash expenditures associated therewith, pursuant to Item 2.05 of Form 8-K. In the May 3, 2016 Form 8-K, the Company undertook to announce further details as initiatives are finalized.

The Company is filing this Form 8-K/A to amend the May 3, 2016 Form 8-K, to update the disclosure therein under Item 2.05. On May 18, 2016, the Company approved certain initiatives under Leading Beauty Forward. These initiatives, plus other initiatives approved to date not previously included in the May 3, 2016 Form 8-K, are related to the optimization of supply chain activities and select corporate functions, and, to a lesser extent, optimization of certain corporate market support structures and the exit of underperforming operations. These actions are expected to result in restructuring charges related to employee-related costs, contract terminations and other exit costs (substantially all of which are expected to result in future cash expenditures), as well as non-cash asset write-offs and accelerated depreciation. Once the relevant accounting criteria have been met, the Company expects to record restructuring and other charges of approximately \$89.7 million (before tax) in connection with these initiatives.

The following presents the expected restructuring charges by major cost type:

| Approval Date<br>(In millions) | Employee-<br>Related<br>Costs | Asset-<br>Related<br>Costs | Contract<br>Terminations | Other Exit<br>Costs | Total   |
|--------------------------------|-------------------------------|----------------------------|--------------------------|---------------------|---------|
| May 2016                       | \$ 48.7                       | \$ 0.4                     | \$ 1.4                   | \$ 3.3              | \$ 53.8 |

Total restructuring and other charges associated with Leading Beauty Forward are expected to be as follows:

| Approval Date<br>(In millions) | Sales Returns<br>(included in Net<br>Sales) | Cost of<br>Sales | Operating Expenses<br>Restructuring<br>Charges | Other<br>Charges | Total   |
|--------------------------------|---|------------------|--|------------------|---------|
| May 2016                       | \$ 2.1                                      | \$ 0.6           | \$ 53.8  | \$ 33.3          | \$ 89.7 |

To improve the profitability in certain of our brands and regions, we plan to exit certain businesses in select markets and channels of distribution, resulting in expected sales returns and inventory write-offs. Other charges expected to be incurred that are associated with the above restructuring activities primarily include consulting and other professional services related to the design of supply chain planning activities and the future structure of certain corporate functions.

The Company will continue to file additional amendments to the May 3, 2016 Form 8-K in connection with initiatives associated with Leading Beauty Forward that individually or collectively are determined to be significant. Such amendments would be filed after the Company is able to make good faith determinations of the estimated amount or range of amounts by each major type of cost and future cash expenditures relating to

such initiatives.

The forward-looking statements contained herein, including those relating to our expectations regarding charges, involve risks and uncertainties. Factors that could cause actual results to differ materially from those forward-looking statements include current economic and other conditions in the global marketplace, actions by retailers and consumers, competition, the Company's ability to successfully implement its long-term strategic plan and those factors described in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2015.

**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 hereunto duly authorized.

**THE ESTÉE LAUDER COMPANIES INC.**

Date: May 24, 2016

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