

ESTEE LAUDER COMPANIES INC  
Form 8-K  
February 14, 2019

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

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported)

**February 14, 2019**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure**

On February 5, 2019, The Estée Lauder Companies Inc. (the Company) filed a Form 8-K in connection with its press release announcing financial results for the fiscal quarter ended December 31, 2018. The release also included the Company's estimates related to its fiscal 2019 third quarter and full year net sales and diluted net earnings per common share.

This Form 8-K corrects the range provided by the Company with regard to its fiscal 2019 full year projections for reported diluted net earnings per share as disclosed on pages 8 and 10 of its February 5, 2019 press release. In this regard, \$4.55 - \$4.67 should have been \$4.47 - \$4.59. The \$.08 difference represents the impacts of goodwill and other intangible asset impairments and changes in contingent consideration, combined, and the finalization of the provisional charges for the impact of the U.S. Tax Cuts and Jobs Act ( TCJA ) of \$.07 and \$.01, respectively, which occurred in the first half of the fiscal year.

The non-GAAP diluted net earnings per share range for fiscal 2019 full year (\$4.92 - \$5.00) remains the same and does not need to be corrected.

The following reflects the correction and related clarifications to the reconciliation between GAAP and non-GAAP:

**Reconciliation between GAAP and non-GAAP**

	Year Ending June 30, 2019 (F)		Twelve Months June 30			
	Net Sales Growth Reported Basis	Constant Currency	Diluted EPS Growth Reported Basis	Constant Currency	Diluted Earnings Per Share 2019 (F)	2018
<i>(Unaudited)</i>						
Forecast / actual results including restructuring and other charges and adjustments	5%-6%(1)	8%-9%	52%-56%(1)*	59%-63%*	\$4.47-\$4.59(1)*	\$ 2.95(1)
<b>Non-GAAP</b>						
Restructuring and other charges					.33 - .37	.51*
Intangible Asset Impairments/Contingent Consideration					.07*	(.09)*
TCJA Impacts					.01*	1.14*
<b>Non-GAAP</b>		<b>9%-11%</b>			<b>\$4.92-\$5.00</b>	<b>\$ 4.51</b>
Impact of adoption of ASC 606	0%	0%			.01	
<b>Non-GAAP, excluding impact of adoption of ASC 606</b>	<b>5%-6%</b>	<b>9%-11%</b>			<b>\$4.93-\$5.01</b>	<b>\$ 4.51</b>
Impact of foreign currency on earnings per share					.22	

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<b>Forecasted constant currency net sales growth and earnings per share</b>	<b>8%-9%</b>	<b>14%-16%</b>	<b>\$5.15-\$5.23</b>	<b>\$ 4.51</b>
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*(1) Represents GAAP  
(F) Represents forecast*

*\* Reflects the correction and related clarifications described above.*

**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: February 14, 2019

By:

/s/ Tracey T. Travis

Tracey T. Travis  
Executive Vice President

and Chief Financial Officer

(Principal Financial and Accounting Officer)