

INTER PARFUMS INC  
Form 10-K  
March 13, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

(Mark one)

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

For the fiscal year ended December 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 no. 0-16469

**Inter Parfums, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

13-3275609  
(I.R.S. Employer Identification No.)

551 Fifth Avenue, New York, New York  
(Address of Principal Executive Offices)

10176  
(Zip Code)

Registrant's telephone number, including area code: 212.983.2640

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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of exchange on which registered
Common Stock, \$.001 par value per share	The Nasdaq Stock Market

Securities registered pursuant to Section 12(g) of the Act:

Title of each class	Name of exchange on which registered
None	None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation SK is not contained herein and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10K or any other amendment to this Form 10K.

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

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller Reporting Company

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$484,864,067 of voting equity and \$-0- of non-voting equity.

Indicate the number of shares outstanding of the registrant's \$.001 par value common stock as of the close of business on the latest practicable date March 10, 2017: 31,147,238.

Documents Incorporated By Reference: None.

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## FORWARD LOOKING STATEMENTS

This report includes forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, and if incorporated by reference into a registration statement under the Securities Act of 1933, as amended, within the meaning of Section 27A of such act. When used in this report, the words “anticipate,” “believe,” “estimate,” “will,” “should,” “could,” “may,” “intend,” “expect,” “plan,” “predict,” “potential,” or “continue” or similar expressions identify certain forward-looking statements. Although we believe that our plans, intentions and expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such plans, intentions or expectations will be achieved.

Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained in this report. Important factors that could cause actual results to differ materially from our forward-looking statements are set forth in this report, including under the heading “Risk Factors”. Such factors include: Our inability to successfully integrate or manage any future acquisitions; continuation and renewal of existing license and similar agreements; potential inability to obtain new licensing, arrangements or agreements for additional brands; potential reduction in sales of our fragrance products due to reduced consumer confidence as the result of a prolonged economic downturn, recession or terrorist attack in the United States, Europe or any of the other countries in which we do significant business; uncertainties and continued deterioration in global credit markets could negatively impact suppliers, customers and consumers; inability to protect our intellectual property rights; potential liability for infringement of third party brand names; product liability claims; effectiveness of our sales and marketing efforts and product acceptance by consumers; our dependence upon third party manufacturers and distributors; our dependence upon existing management; competition in the fragrance industry; risks related to our foreign operations, currency fluctuation and international tariff and trade barriers; compliance with governmental regulation; potential negative effects of “Brexit”; potential hacking and outages of our global information systems; seasonal variability of our business; our ability to operate our business without infringing, misappropriating or otherwise violating the intellectual property rights of other parties; and possible liability for improper comparative advertising or “Trade Dress”.

These factors are not intended to represent a complete list of the general or specific factors that may affect us. It should be recognized that other factors, including general economic factors and business strategies, may be significant, presently or in the future, and the factors set forth herein may affect us to a greater extent than indicated. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth in this report. Except as may be required by law, we undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

**REGULATION S-K ITEM 10(e)**

Regulation S-K, Item 10(e), “Use of Non-GAAP Financial Measures in commission filings,” prescribes the conditions for use of non-GAAP financial information in filings with the Securities and Exchange Commission.

Our reported results include a provision of \$1.9 million (\$1.4 million net of noncontrolling interests) for income taxes resulting from a pending nonrecurring tax settlement. Due to the significance of this transaction, as well as its nonrecurring nature, exclusion of such amount in the non-GAAP financial measures provides a more complete disclosure and facilitates a more accurate comparison of current results to historic results. Based upon the foregoing, we believe that our presentation of the non-GAAP financial information included on page 48 of this Form 10-K is an important supplemental measure of operating performance to investors.

## **PART I**

### **Item 1. Business**

#### *Introduction*

We are Inter Parfums, Inc. We operate in the fragrance business, and manufacture, market and distribute a wide array of fragrance and fragrance related products. Organized under the laws of the State of Delaware in May 1985 as Jean Philippe Fragrances, Inc., we changed our name to Inter Parfums, Inc. in July 1999. We have also retained our brand name, Jean Philippe Fragrances, for some of our mass market products.

Our worldwide headquarters and the office of our three (3) wholly-owned United States subsidiaries, Jean Philippe Fragrances, LLC and Inter Parfums USA, LLC, both New York limited liability companies, and IP Beauty, Inc. (formerly Nickel USA, Inc.), a Delaware corporation, are located at 551 Fifth Avenue, New York, New York 10176, and our telephone number is 212.983.2640. We also own 100% of Inter Parfums USA Hong Kong Limited indirectly through our 100% owned subsidiary, Inter Parfums USA, LLC.

Our consolidated wholly-owned subsidiary, Inter Parfums Holdings, S.A., and its majority-owned subsidiary, Interparfums SA, maintain executive offices at 4 Rond Point des Champs Elysees, 75008 Paris, France. Our telephone number in Paris is 331.5377.0000. Interparfums SA is the sole owner of three (3) distribution subsidiaries: Inter Parfums srl for Italy, Inter España Parfums et Cosmetiques, SL, for Spain and Interparfums Luxury Brands, Inc., a Delaware corporation for distribution of prestige brands in the United States. Interparfums SA is also the majority owner of Parfums Rochas Spain, SL, a Spanish limited liability company, which specializes in the distribution of Rochas fragrances, as well as the majority owner of Inter Parfums GmbH, a distribution subsidiary for Germany. In addition, Interparfums SA is also the sole owner of Interparfums (Suisse) SARL, a company formed to hold and manage certain brand names, and Interparfums Singapore Pte., Ltd., an Asian sales and marketing office.

Our common stock is listed on The Nasdaq Global Select Market under the trading symbol "IPAR". The common shares of our subsidiary, Interparfums SA, are traded on the NYSE Euronext Exchange.

We maintain our internet website at [www.interparfumsinc.com](http://www.interparfumsinc.com), which is linked to the Securities and Exchange Commission Edgar database. You can obtain through our website, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, interactive data files, current reports on Form 8-K, beneficial ownership reports



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(Forms 3, 4 and 5) and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 as soon as reasonably practicable after they have been electronically filed with or furnished to the SEC.

## *Company Overview*

*The following information is qualified in its entirety by and should be read together with the more detailed information and audited financial statements, including the related notes, contained or incorporated by reference in this report.*

### *General*

We operate in the fragrance business and manufacture, market and distribute a wide array of fragrance and fragrance related products. We manage our business in two segments, European based operations and United States based operations. Prestige fragrance products are produced and marketed by both our United States operations, and our European operations, the latter, through our 73% owned subsidiary in Paris, Interparfums SA, which is also a publicly traded company, as 27% of Interparfums SA shares trade on the NYSE Euronext.

Our business is not capital intensive, and it is important to note that we do not own manufacturing facilities. We act as a general contractor and source our needed components from our suppliers. These components are received at one of our distribution centers and then, based upon production needs, the components are sent to one of several third party fillers which manufacture the finished product for us and deliver them to one of our distribution centers.

Our prestige products focus on niche brands, each with a devoted following. By concentrating in markets where the brands are best known, we have had many successful launches. We typically launch new fragrance families for our brands every year or two, and more frequently seasonal and limited edition fragrances are introduced as well.

The creation and marketing of each product family is intimately linked with the brand's name, its past and present positioning, customer base and, more generally, the prevailing market atmosphere. Accordingly, we generally study the market for each proposed family of fragrance products for almost a full year before we introduce any new product into the market. This study is intended to define the general position of the fragrance family and more particularly its scent, bottle, packaging and appeal to the buyer. In our opinion, the unity of these four elements of the marketing mix makes for a successful product.

As with any business, many aspects of our operations are subject to influences outside our control. We discuss in greater detail risk factors relating to our business in Item 1A of this Annual Report on Form 10-K for the fiscal year ended December 31, 2016, and the reports that we file from time to time with the Securities and Exchange

Commission.

*European Operations*

We produce and distribute our fragrance products primarily under license agreements with brand owners, and fragrance product sales through our European operations represented approximately 78% of net sales for 2016. We have built a portfolio of prestige brands, which include *Balmain, Boucheron, Coach, Jimmy Choo, Karl Lagerfeld, Lanvin, Montblanc, Paul Smith, S.T. Dupont, Repetto, Rochas* and *Van Cleef & Arpels*, whose products are distributed in over 100 countries around the world.

With respect to the Company's largest brands, we own the Lanvin brand name for its class of trade, and license the Montblanc and Jimmy Choo brand names. As a percentage of net sales, product sales for the Company's largest brands were as follows:

	Year Ended December 31,		
	2016	2015	2014
Montblanc	23 %	21 %	22 %
Jimmy Choo	17 %	20 %	16 %
Lanvin	12 %	15 %	18 %

### *United States Operations*

Prestige brand fragrance products are also marketed through our United States operations, and represented 22% of sales for the year ended December 31, 2016. These fragrance products are sold under trademarks owned by us or pursuant to license or other agreements with the owners of brands, which include *Abercrombie & Fitch*, *Agent Provocateur*, *Anna Sui*, *bebe*, *Dunhill*, *Hollister*, *French Connection*, *Oscar de la Renta*, and *Shanghai Tang* brands.

### *Recent Developments*

#### *Buyout of License*

In December 2016, we reached an agreement with the Balmain brand calling for Balmain to buyout the Balmain license agreement, effective December 31, 2016, in exchange for a payment aggregating €5.4 million (approximately \$5.7 million). As a result of the buyout, we recognized a gain of \$4.7 million and we expect to receive the buyout payment by April 30, 2017. We have a three month inventory sell-off period ending March 31, 2017 and Balmain has also agreed to purchase all remaining inventory and tangible assets.

#### *Impairment loss*

We review intangible assets with finite lives for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Product sales of our Karl Lagerfeld brand have not met with our original expectations. During the fourth quarter of 2016, we decided that we will most likely exercise our rights for an

early termination of the Karl Lagerfeld license in 2024, rather than continue the license through its original expiration in 2032. As a result of the shortened expected life of the license, we recorded an impairment loss of \$5.7 million as of December 31, 2016.

*ST Dupont*

In September 2016, we renewed our license agreement with S.T. Dupont for the creation, development and distribution of fragrance products through December 31, 2019, without any material changes in terms and conditions. Our initial 11-year license agreement with S.T. Dupont was signed in June 1997, and had previously been extended through December 31, 2016.

*Settlement with French Tax Authorities*

The French Tax Authorities examined the 2012 tax return of Interparfums SA, and in August 2015 issued a \$6.9 million tax adjustment. It is our position that the French Tax Authorities are incorrect in their assessments and we believe that we have strong arguments to support our tax positions. The main issues challenged by the French Tax Authorities related to the commission rate and royalty rate paid to Interparfums Singapore Pte. and Interparfums (Suisse) SARL, respectively. Interparfums Singapore Pte. and Interparfums (Suisse) SARL are wholly-owned subsidiaries of Interparfums SA. Due to the subjective nature of the issues involved, in April 2016, Interparfums SA reached an agreement in principle to settle the entire matter with the French Tax Authorities. The settlement requires Interparfums SA to pay a tax assessment of \$1.9 million covering the issues for not only the 2012 tax year, but also covering the issues for the tax years ended 2013 through 2015. The settlement also includes an agreement as to future acceptable commission and royalty rates, which is not expected to have a significant impact on cash flow. The settlement, which is subject to formal documentation with the French Tax Authorities, was accrued for in March 2016. In July 2016, Interparfums SA paid \$1.1 million to the French Tax Authorities upon receipt of formal notification regarding tax years 2013 and 2014.

*Fragrance Products*

*General*

We are the owner of the Rochas brand, and Lanvin brand name and trademark for our class of trade. In addition, we have built a portfolio of licensed prestige brands whereby we produce and distribute our prestige fragrance products under license agreements with brand owners. Under license agreements, we obtain the right to use the brand name, create new fragrances and packaging, determine positioning and distribution, and market and sell the licensed products, in exchange for the payment of royalties. Our rights under license agreements are also generally subject to certain minimum sales requirements and advertising expenditures as are customary in our industry.

Our licenses for these brands expire on the following dates:

<b>Brand Name</b>	<b>Expiration Date</b>
Abercrombie & Fitch	December 31, 2021
Agent Provocateur	December 31, 2023
Anna Sui	December 31, 2021, plus two five-year optional terms if certain conditions are met
bebe Stores	June 30, 2020

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Boucheron  
Coach

December 31, 2025, plus a 5-year optional term if certain sales targets are met  
June 30, 2026

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Dunhill	September 30, 2023, subject to earlier termination on September 30, 2019, if certain minimum sales are not met
French Connection	December 31, 2027, plus a 10-year optional term if certain sales targets are met
Hollister	December 31, 2021
Jimmy Choo	December 31, 2021
Karl Lagerfeld	October 31, 2032
Montblanc	December 31, 2025
Oscar de la Renta	December 31, 2025, plus a 5-year optional term if certain sales targets are met
Paul Smith	December 31, 2017
Repetto	December 31, 2024
Shanghai Tang	December 31, 2025, subject to earlier termination on December 31, 2019, if certain minimum sales are not met; subject to 2 year extensions unless 1 year advance notice not to renew is provided
S.T. Dupont	December 31, 2019
Van Cleef & Arpels	December 31, 2018, plus a 5-year optional term if certain sales targets are met

In connection with the acquisition of the Lanvin brand names and trademarks, we granted Lanvin the right to repurchase the brand names and trademarks in 2025 for the greater of €70 million (approximately \$74 million) or one times the average of the annual sales for the years ending December 31, 2023 and 2024.

### *Fragrance Portfolio*

**Abercrombie & Fitch and Hollister**— In December 2014, we entered into a 7-year exclusive worldwide license to create, produce and distribute new fragrances and fragrance related products under the Abercrombie & Fitch and Hollister brand names. The Company distributes these fragrances internationally in specialty stores, high-end department stores and duty free shops, and in the U.S., in duty free shops and in select Abercrombie & Fitch and Hollister retail stores. In 2016, we launched a new men’s and women’s scent, *Wave*, for Hollister, along with a new men’s scent, *First Instinct* for Abercrombie & Fitch. *Wave 2*, a brand extension for Hollister and a women’s version of *First Instinct*, are in the works for 2017.

Abercrombie & Fitch Co. is a leading global specialty retailer of high-quality, casual apparel for men, women and kids with an active, youthful lifestyle. Abercrombie & Fitch operate stores in the United States, Canada, Europe, Asia, Australia and the Middle East.

**Agent Provocateur**— In July 2013, we entered into a 10.5-year exclusive worldwide license to create, produce and distribute fragrances and fragrance related products under London-based luxury lingerie brand, Agent Provocateur. In



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2013, we commenced distribution of selected fragrances within the brand's legacy fragrance portfolio, and in 2014, we launched our first new Agent Provocateur scents, *Fatale* and *Fatale Pink*. In 2016, we introduced Agent Provocateur *Aphrodisiaque*, our second fragrance family for the brand. Several new scents are scheduled to launch in 2017. Agent Provocateur fragrance sales are concentrated in the United Kingdom and the Middle East.

Founded in 1994 by Joseph Corré, and Serena Rees and acquired by the private equity firm, 3i Group plc in 2007, Agent Provocateur is an iconic, globally-recognized brand, breaking new ground with every collection and rightfully earning its place as a benchmark brand in the world of lingerie. It is a brand that is confident, sensual and irreverent. Agent Provocateur celebrates and empowers women with a unique brand image renowned for being provocative and yet always leaving something to the imagination.

**Anna Sui**—In June 2011, we entered into a 10-year exclusive worldwide fragrance license agreement to produce and distribute fragrances and fragrance related products under the Anna Sui brand. Our rights under the agreement commenced on January 1, 2012 when we took over production and distribution of the existing Anna Sui fragrance collections.

We are working in partnership with American designer, Anna Sui, and her creative team to build upon the brand's growing customer appeal, and develop new fragrances that capture the brand's very sweet feminine girly aspect, combined with touch of nostalgia, hipness and rock-and-roll. Anna Sui's devoted customer base, which spans the world, is concentrated in Asia.

Anna Sui product sales have declined in the past three years primarily owing to the slowdown in the Chinese economy where the brand is especially popular. We are currently distributing several lines of product, including top sellers, *La Vie de Bohème*, *Romantica* and *Secret Wish*.

**Balmain**— In December 2016, we reached an agreement with the Balmain brand calling for Balmain to buyout the Balmain license agreement, effective December 31, 2016, in exchange for a payment aggregating €5.4 million (approximately \$5.7 million). As a result of the buyout, we recognized a gain of \$4.7 million and we expect to receive the buyout payment by April 30, 2017. We have a three month inventory sell-off period ending March 31, 2017 and Balmain has also agreed to purchase all remaining inventory and tangible assets.

**Banana Republic**— Our license for the Banana Republic brand expired by its terms on December 31, 2016, and we have the right to sell-off all remaining inventory until December 31, 2017.

**bebe Stores**— In July 2008, we entered into an exclusive 6-year worldwide agreement with bebe Stores, Inc., that has been renewed through June 30, 2020, under which we design, manufacture and supply fragrances for company-owned bebe stores in the United States and Canada, as well as select specialty and department stores worldwide. We have incorporated bebe's signature look into fragrances for the brand's strong, hip, sexy, and sophisticated clientele. Scents currently available for domestic and international markets include: *bebe*, *bebe Sheer*, *bebe gold*, *bebe Glam* and *bebe Glam 24 Karat*.

**Boucheron**— In December 2010, we entered into an exclusive 15-year worldwide license agreement for the creation, development and distribution of fragrances under the Boucheron brand. Boucheron is the French jeweler "par excellence". Founded by Frederic Boucheron in 1858, the House has produced some of the world's most beautiful and precious creations. Today Boucheron creates jewelry and timepieces and, under license from global brand leaders, fragrances and sunglasses. Currently Boucheron operates through over 40 boutiques worldwide as well as an e-commerce site.

Our first new fragrance under the Boucheron brand, *Jaipur Bracelet*, debuted in 2012, and *Boucheron Place Vendôme*, which has a beautiful glasswork bottle with a cabochon, the emblematic stone of House Boucheron, was released in 2013. In 2015, we launched a new fragrance duo for the Boucheron brand around its iconic *Quatre* ring, Boucheron *Quatre*. A six scent collection is launching under the Boucheron brand in 2017.

**Coach**— In April 2015, we entered into an exclusive 11-year worldwide license with Coach, Inc. to create, produce and distribute new men’s and women’s fragrances and fragrance related products under the Coach brand name. We distribute these fragrances globally to department stores, specialty stores and duty free shops, as well as in Coach retail stores.

Coach, established in New York City in 1941, is a leading design house of modern luxury accessories and lifestyle collections with a rich heritage of pairing exceptional leathers and materials with innovative design. Coach is sold worldwide through Coach stores, select department stores and specialty stores, and through Coach’s website at [www.coach.com](http://www.coach.com). Coach’s common stock is traded on the New York Stock Exchange under the symbol COH and Coach’s Hong Kong Depositary Receipts are traded on The Stock Exchange of Hong Kong Limited under the symbol 6388.

In 2016, we launched our first Coach fragrance, a women’s scent, which has quickly become a top selling new prestige fragrance. A men’s scent is planned for 2017.

**Dunhill**—In December 2012, we entered into an exclusive 10-year worldwide fragrance license to create, produce and distribute fragrances and fragrance related products under the Dunhill brand.

The house of Dunhill was established in 1893 and since that time has been dedicated to providing high quality men’s luxury products, with core collections offered in menswear, leather goods and accessories. The brand has global reach through a premium mix of self-managed retail outlets, high-level department stores and specialty stores. Known for its commitment to elegance and innovation and being a leader of British men’s style, the brand continues to blend innovation and creativity with traditional craftsmanship.

We took over production and distribution of Dunhill legacy fragrances beginning in 2013, and we introduced a legacy scent flanker, *Desire Black*, in 2014. In 2015, we rolled out our new Dunhill scent, *Icon*, the success of which has made the Dunhill brand our largest and fastest growing brand within our United States based operations. For 2016, we launched several product extensions including *Icon Luxury Spray Set* and *Icon Elite*. The brand’s *Desire* family is adding a new scent, *Desire Extreme* in 2017.

**French Connection**— In September 2015, we entered into a 12-year license agreement to create, produce and distribute fragrances and fragrance related products under the French Connection brand names. We took over distribution of selected fragrances within the brand's existing fragrance portfolio in 2016.

French Connection operates in the fashion orientated market place offering a fashion-forward range of quality products at affordable prices. Its customers, typically aged 18-35, appreciate that the brand is at the leading edge of high street fashion and offers quality and style in its products. French Connection designs, produces and distributes branded fashion clothing, accessories and household items for men, women, and children in more than 50 countries around the world and has licensed partners operating French Connection stores across Asia, Australia and the Middle East. French Connection operates retail stores and concessions in the United Kingdom, Europe, United States and Canada and also operates an ecommerce business in each of those territories.

**Jimmy Choo**— In October 2009, we entered into an exclusive 12-year worldwide license agreement for the creation, development and distribution of fragrances under the Jimmy Choo brand.

With a heritage in luxury footwear, Jimmy Choo today encompasses a complete luxury lifestyle accessory brand with men's and women's shoes, handbags, small leather goods, sunglasses and eyewear. Its products are available in the growing network of Jimmy Choo freestanding stores as well as in the most prestigious department, specialty and duty free stores worldwide.

Our first fragrance under the Jimmy Choo brand, a signature scent, rolled out globally in 2011. Jimmy Choo product sales exceeded our expectations and sales topped \$40 million in that first year. In 2013, we launched our second Jimmy Choo line, *Flash*, and in 2014, we debuted Jimmy Choo *Man* our first men's scent which ranked in 2015 as the 9<sup>th</sup> best-selling men's fragrance in the United States. In 2015, the launch of Jimmy Choo *Illicit*, our third women's fragrance under that label, was the principal driver for brand growth. For 2016, we debuted a new women's flanker, Jimmy Choo *Illicit Flower*. In 2017, we have both a women's and men's fragrance initiative planned for the brand.

**Karl Lagerfeld**— In October 2012, we entered into a 20-year worldwide license agreement with Karl Lagerfeld B.V., the internationally renowned haute couture fashion house, to create, produce and distribute fragrances under the Karl Lagerfeld brand.

Under the creative direction of Karl Lagerfeld, one of the world's most influential and iconic designers, the Lagerfeld Portfolio represents a modern approach to distribution, an innovative digital strategy and a global 360 degree vision that reflects the designer's own style and soul. Our first line, a premium namesake duo scent for both men and women, was launched in 2014. However, in 2015, with sales concentrated in Russia and northern Europe, re-orders were disappointing and sales of this brand declined despite the launch of *Private Klub*, a line extension.

Karl Lagerfeld product sales have failed to meet with our original expectations. In 2016, the Company decided that it will most likely exercise its rights for an early termination of the Karl Lagerfeld license in 2024, rather than continue the license through its original expiration in 2032. As a result of the shortened expected life of the license, the Company recorded an impairment loss of \$5.7 million as of December 31, 2016. We will attempt to reinvigorate this brand by changing its strategic positioning and instituting new pricing in 2017.

**Lanvin**— In July 2007, we acquired the worldwide rights to the Lanvin brand names and international trademarks listed in Class 3, our class of trade. A synonym of luxury and elegance, the Lanvin fashion house, founded in 1889 by Jeanne Lanvin, expanded into fragrances in the 1920s.

Lanvin is currently our third largest brand by sales volume. Lanvin fragrances occupy an important position in the selective distribution market in France, Europe and Asia. Current lines in distribution include: *Arpège*, *Lanvin L'Homme*, *Éclat d'Arpège*, *Rumeur 2 Rose*, *Jeanne Lanvin*, *Marry Me!*, *Jeanne Lanvin Couture*, *Lanvin Me* and *Me L'Eau*. Our *Éclat d'Arpège* line accounts for approximately 50% of this brand's sales. We have extended our Lanvin fragrance families, and in order to capitalize on the success of our *Éclat d'Arpège* line, in 2015, we launched *Éclat d'Arpège Homme* as well as *Éclat de Fleurs*. For 2016, we released a new women's line, *Lanvin Modern Princess* in limited distribution to be followed by broader international distribution in 2017. In addition, another interpretation of *Éclat d'Arpège* is also in the works for 2017. Lanvin brand product sales continue to be affected by the economic slowdown in its two flagship markets, Russia and China.

**Montblanc**—In October 2015, we extended our license agreement with Montblanc by five years. The original agreement, signed in 2010, provided us with the exclusive worldwide license rights to create, produce and distribute fragrances and fragrance related products under the Montblanc brand through December 31, 2020. The new 10-year agreement, which went into effect on January 1, 2016, extends the partnership through December 31, 2025 without any material changes in operating conditions from the prior license.

Montblanc has achieved a world-renowned position in the luxury segment and has become a purveyor of exclusive products, which reflect today's exacting demands for timeless design, tradition and master craftsmanship. Through its leadership positions in writing instruments, watches and leather goods, promising growth outlook in women's jewelry, active presence in more than 70 countries, network of more than 350 boutiques worldwide and high standards of product design and quality, Montblanc has quickly grown to be our largest and fastest growing fragrance brand.

In 2011, we launched our first new Montblanc fragrance, *Legend*, which quickly became our best-selling men's line. In 2012, we launched our first women's fragrance under the Montblanc brand, and our second men's line, *Emblem*, was launched in 2014. Montblanc has quickly become our largest selling brand. The *Emblem* line was expanded in 2015 to include Montblanc *Emblem Intense* and a new women's scent, *Lady Emblem*. In 2016, we further extended our successful Montblanc *Legend* line with a new men's scent, *Montblanc Legend Spirit*.





**Oscar de la Renta**— In October 2013, we entered into a 12-year exclusive worldwide license to create, produce and distribute fragrances and fragrance related products under the Oscar de la Renta brand. In 2014, we took over distribution of fragrances within the brand's legacy fragrance portfolio, and our first new women's fragrance under the Oscar de la Renta brand, *Extraordinary*, was launched in 2015. For 2016, in addition to several flankers that we launched throughout the year in select markets, we debuted a new men's fragrance family, Oscar de la Renta *Gentlemen. Bella Blanca*, a new Oscar de la Renta scent, will be introduced in 2017.

Oscar de la Renta is one of the world's leading luxury goods firms. The New York-based company was established in 1965, and encompasses a full line of women's accessories, bridal, childrenswear, fragrance, beauty and home goods, in addition to its internationally renowned signature women's ready to wear collection. Oscar de la Renta products are sold globally in fine department and specialty stores, [www.oscardelarenta.com](http://www.oscardelarenta.com) and through wholesale channels. The Oscar de la Renta brand has a loyal following in the United States, Canada and Latin America.

**Paul Smith**— We signed an exclusive worldwide license agreement with Paul Smith in December 1998 for the creation, development and distribution of Paul Smith fragrances. In 2008, we extended this license for an additional seven years through December 31, 2017, and although we cannot assure you we will be successful, we are currently in discussions to extend this license through December 31, 2019.

Paul Smith is an internationally renowned British designer who creates fashion with a clear identity. Paul Smith has a modern style which combines elegance, inventiveness and a sense of humor and enjoys a loyal following, especially in the UK and Japan. Fragrances include: *Paul Smith, Paul Smith Extrême, Paul Smith Rose* and *Paul Smith Essential*.

**Repetto**— In December 2011, we entered into a 13-year exclusive worldwide license agreement to create, produce and distribute fragrances under the Repetto brand.

Created in 1947 by Rose Repetto at the request of her son, dancer and choreographer Roland Petit, Repetto is today a legendary name in the world of dance. For a number of years it has developed timeless and must-have collections with a fully modernized signature style ranging from dance shoes, ballet slippers, flat shoes, and sandals to more recently handbags and high-end accessories.

With Repetto boutiques in several countries throughout the world, the brand has branched out into Asia, notably China, Hong Kong, Singapore, Thailand, South Korea and Japan with a mix of cross-generational appeal and French chic. Our first Repetto fragrance line was launched in 2013 and a floral scent was added in 2015. Despite this brand's success with footwear, handbags and high end accessories, fragrance sales have been disappointing due to the lack of brand recognition.

**Rochas**— In May 2015, we acquired the Rochas brand from The Procter & Gamble Company. Founded by Marcel Rochas in 1925, the brand began as a fashion house and expanded into perfumery in the 1950s under H el ene Rochas' direction. This transaction included all brand names and registered trademarks for Rochas (*Femme, Madame, Eau de Rochas*, etc.), mainly for class 3 (cosmetics) and class 25 (fashion). Substantially the entire  106 million purchase price for the assets acquired (approximately \$118 million) was allocated to trademarks with indefinite lives, including approximately \$5.4 million in acquisition related expenses.

This acquisition opened up a new page in the Company's history by integrating for the first time both fragrances and fashion. This is allowing us to apply a global approach to managing a fragrance brand with complete freedom in terms of creativity and aesthetic choices, as well as a very high degree of visibility to establish a position of even greater preeminence for Rochas in the luxury goods universe. Rochas brand sales currently include approximately \$2 million of royalties generated by the fashion and accessory business via its portfolio of license agreements. Our first new fragrance for Rochas, *Mademoiselle Rochas*, is to be launched in the first quarter of 2017.

**Shanghai Tang**— In July 2013, we created a wholly-owned Hong Kong subsidiary, Inter Parfums USA Hong Kong Limited, which entered into a 12-year exclusive worldwide license to create, produce and distribute fragrances under China's leading luxury brand, Shanghai Tang. Our first Shanghai Tang fragrance collection for men and women debuted in 2015.

Founded in 1994, Shanghai Tang is the leading Chinese luxury brand with international recognition and distribution. As the global curator of modern Chinese chic, Shanghai Tang champions the richness and beauty of the Chinese culture through its contemporary lifestyle offer of apparel and accessories for men, women and children, as well as home collections. Shanghai Tang supports an international network of 48 boutiques, including The Shanghai Tang Mansion in Hong Kong, and its largest flagship Boutique, The Cathay Mansion in Shanghai, China and on-line.

**S.T. Dupont**— In June 1997, we signed an exclusive worldwide license agreement with S.T. Dupont for the creation, manufacture and distribution of S.T. Dupont fragrances. In 2011, the agreement was renewed through December 31, 2016, and in September 2016 was renewed again through December 31, 2019, without any material changes in terms and conditions. S.T. Dupont is a French luxury goods house founded in 1872, which is known for its fine writing instruments, lighters and leather goods.

S.T. Dupont fragrances include: *S.T. Dupont*, *S.T. Dupont Essence Pure*, *S.T. Dupont Passenger*, *S.T. Dupont Passenger Cruise*, *58 avenue Montaigne*, *So Dupont* and *S.T. Dupont Collection*.

**Van Cleef & Arpels**— In September 2006, we entered into an exclusive 12-year worldwide license agreement for the creation, development and distribution of fragrance products under the Van Cleef & Arpels brand and related trademarks.

Van Cleef & Arpels fragrances in current distribution include: *First*, *Van Cleef pour Homme*, *Tsar*, *Van Cleef*, *Féerie*, *Collection Extraordinaire*, and *Rêve*. For 2016, we launched a new men's line, *In New York*, and a new women's line, *So First*. Sales of the *Collection Extraordinaire* line have experienced continued growth since its debut.



## ***Business Strategy***

**Focus on prestige beauty brands.** Prestige beauty brands are expected to contribute significantly to our growth. We focus on developing and launching quality fragrances utilizing internationally renowned brand names. By identifying and concentrating in the most receptive market segments and territories where our brands are known, and executing highly targeted launches that capture the essence of the brand, we have had a history of successful launches. Certain fashion designers and other licensors choose us as a partner, because our Company's size enables us to work more closely with them in the product development process as well as our successful track record.

**Grow portfolio brands through new product development and marketing.** We grow through the creation of fragrance family extensions within the existing brands in our portfolio. Every year or two, we create a new family of fragrances for each brand in our portfolio. We frequently introduce seasonal and limited edition fragrances as well. With new introductions, we leverage our ability and experience to gauge trends in the market and further leverage the brand name into different product families in order to maximize sales and profit potential. We have had success in introducing new fragrance families (sub-brands, flanker brands or flankers) within our brand franchises. Furthermore, we promote the smooth and consistent performance of our prestige fragrance operations through knowledge of the market, detailed analysis of the image and potential of each brand name, a "good dose" of creativity and a highly professional approach to international distribution channels.

**Continue to add new brands to our portfolio, through new licenses or acquisitions.** Prestige brands are the core of our business and we intend to add new prestige beauty brands to our portfolio. Over the past twenty years, we have built our portfolio of well-known prestige brands through acquisitions and new license agreements. We intend to further build on our success in prestige fragrances and pursue new licenses and acquire new brands to strengthen our position in the prestige beauty market. To that end, during 2014, we signed fragrance licenses for Abercrombie & Fitch and Hollister brands; in 2015, we signed fragrance licenses for Coach and French Connection, extended our Montblanc fragrance license and purchased the Rochas brand, and in 2016, we extended the terms of our S.T. Dupont and bebe licenses. As of December 31, 2016, we had cash, cash equivalents and short-term investments of approximately \$256 million, which we believe should assist us in entering new brand licenses or outright acquisitions. However, we cannot assure you that we will be able to enter into any future agreements, or acquire brands or assets on terms favorable to us, or if we do, that any such transaction will be successful. We identify prestige brands that can be developed and marketed into a full and varied product families and, with our technical knowledge and practical experience gained over time, take licensed brand names through all phases of concept, development, manufacturing, marketing and distribution.

**Expand existing portfolio into new categories.** We intend to selectively broaden our product offering beyond the fragrance category and offer other fragrance related products and personal care products under some of our existing brands. We believe such product offerings meet customer needs and further strengthen customer loyalty.



**Continue to build global distribution footprint.** Our business is a global business and we intend to continue to build our global distribution footprint. In order to adapt to changes in the environment and our business, we have formed and are operating distribution subsidiaries in the major markets of the United States, Italy, Spain and Germany for distribution of prestige fragrances. We may look into future joint arrangements or acquire distribution companies within other key markets to distribute certain of our prestige brands. While building a global distribution footprint is part of our long-term strategy, we may need to make certain decisions based on the short-term needs of the business. We believe that in certain markets, vertical integration of our distribution network may be one of the keys to future growth of our Company, and ownership of such distribution should enable us to better serve our customers' needs in local markets and adapt more quickly as situations may determine.

### ***Production and Supply***

The stages of the development and production process for all fragrances are as follows:

· Simultaneous discussions with perfume designers and creators (includes analysis of esthetic and olfactory trends, target clientele and market communication approach)

· Concept choice

· Produce mock-ups for final acceptance of bottles and packaging

· Receive bids from component suppliers (glass makers, plastic processors, printers, etc.) and packaging companies

· Choose suppliers

· Schedule production and packaging

· Issue component purchase orders

· Follow quality control procedures for incoming components; and

· Follow packaging and inventory control procedures.

Suppliers who assist us with product development include:

· Independent perfumery design companies (Aesthete, Carré Basset, PI Design, Cent Degres)

· Perfumers (IFF, Givaudan, Firmenich, Robertet, Takasago, Mane) which create a fragrance consistent with our expectations and, that of the fragrance designers and creators

· Bottle manufacturers (Pochet du Courval, Verescence, Verreries Brosse, Bormioli Luigi, Stoelzle Masnières ), caps (Qualipac , ALBEA , RPC, Codiplas, LF Beauty, Texen Group)) or boxes (Autajon , MMPP, Nortier , Draeger)



Production specialists who carry out packaging (CCI, Edipar , Jacomo, SDPP, MF Productions, Biopack) or logistics (Bolloré Logistics for storage, order preparation and shipment)

Suppliers' accounts for our European operations are primarily settled in euro and for our United States operations, suppliers' accounts are primarily settled in U.S. dollars. For our European operations, prestige fragrances, components and contract filling needs are purchased from many different suppliers located around the world. For United States operations, components for our prestige fragrances are primarily sourced, produced and filled in the United States, and our mass market products are primarily manufactured, produced or filled in the United States or China.

### ***Marketing and Distribution***

Our products are distributed in over 100 countries around the world through a selective distribution network. For our international distribution, we either contract with independent distribution companies specializing in luxury goods or distribute prestige products through our distribution subsidiaries. In each country, we designate anywhere from one to three distributors on an exclusive basis for one or more of our name brands. We also distribute our products through a variety of duty free operators, such as airports and airlines and select vacation destinations.

As our business is a global one, we intend to continue to build our global distribution footprint. For distribution of brands within our European based operations we operate through our distribution subsidiaries in the major markets of the United States, Italy, Spain and Germany. Our third party distributors vary in size depending on the number of competing brands they represent. This extensive and diverse network together with our own distribution subsidiaries provides us with a significant presence in over 100 countries around the world.

Approximately 40% of our European based prestige fragrance net sales are denominated in U.S. dollars. We address certain financial exposures through a controlled program of risk management that includes the use of derivative financial instruments. We primarily enter into foreign currency forward exchange contracts to reduce the effects of fluctuating foreign currency exchange rates.

The business of our European operations has become increasingly seasonal due to the timing of shipments by our majority-owned distribution subsidiaries to their customers, which are weighted to the second half of the year.

For our United States operations, we distribute product to approved retailers and distributors in the United States as well as internationally, including duty free and other travel-related retailers. We utilize our in house sales team to

reach our third party distributors and customers outside the United States. In addition, the business of our United States operations has become increasingly seasonal as shipments are weighted toward the second half of the year.

*Geographic Areas*

United States export sales were approximately \$77.8 million, \$66.3 million and \$61.0 million in 2016, 2015 and 2014, respectively. Consolidated net sales to customers by region are as follows:

(in thousands)	Year ended December 31,		
	2016	2015	2014
North America	\$ 149,600	\$ 125,700	\$ 125,900
Europe	192,800	170,600	177,900
Central and South America	43,900	41,100	57,700
Middle East	42,200	41,900	40,300
Asia	81,600	78,200	85,600
Other	11,000	11,000	11,900
	\$521,100	\$468,500	\$499,300

Consolidated net sales to customers in major countries are as follows:

(in thousands)	Year Ended December 31,		
	2016	2015	2014
United States	\$ 144,000	\$ 122,000	\$ 119,000
United Kingdom	\$ 31,000	\$ 32,000	\$ 37,000
France	\$ 43,000	\$ 34,000	\$ 50,000

*Competition*

The market for prestige fragrance products is highly competitive and sensitive to changing preferences and demands. The prestige fragrance industry is highly concentrated around certain major players with resources far greater than ours. We compete with an original strategy, regular and methodical development of quality fragrances for a growing portfolio of internationally renowned brand names.

*Inventory*

We purchase raw materials and component parts from suppliers based on internal estimates of anticipated need for finished goods, which enables us to meet production requirements for finished goods. We generally deliver product to customers within 72 hours of the receipt of their orders. Our business is not capital intensive, and it is important to note that we do not own manufacturing facilities. We act as a general contractor and source our needed components from our suppliers. These components are received at one of our distribution centers and then, based upon production needs, the components are sent to one of several third party fillers which manufacture the finished product for us and then deliver them to one of our distribution centers.

### ***Product Liability***

Our United States operations maintain product liability coverage in an amount of \$5.0 million, and our European operations maintain product liability coverage in an amount of €20.0 million (approximately \$21.1 million). Based upon our experience, we believe this coverage is adequate and covers substantially all of the exposure we may have with respect to our products. We have never been the subject of any material product liability claims.

### ***Government Regulation***

A fragrance is defined as a “cosmetic” under the Federal Food, Drug and Cosmetics Act. A fragrance must comply with the labeling requirements of this FDC Act as well as the Fair Packaging and Labeling Act and its regulations. Some of our color cosmetic products may contain menthol and are also classified as a “drug”. Under U.S. law, a product may be classified as both a cosmetic and a drug. Additional regulatory requirements for products which are “drugs” include additional labeling requirements, registration of the manufacturer and the semi-annual update of a drug list. In addition, various jurisdictions prohibit the use of certain ingredients in fragrances and cosmetics.

Our fragrances are subject to the approval of the Bureau of Alcohol, Tobacco and Firearms as a result of the use of specially denatured alcohol. So far we have not experienced any difficulties in obtaining the required approvals.

Our fragrance products that are manufactured or sold in Europe are subject to certain regulatory requirements of the European Union, such as Cosmetic Directive 76/768/CEE and Regulation number 1223/2009 on cosmetic products, but as of the date of this report, we have not experienced any material difficulties in complying with such requirements.

### ***Trademarks***

The market for our products depends to a significant extent upon the value associated with our trademarks and brand names. We have licenses or other rights to use, or own, the material trademark and brand name rights used in connection with the packaging, marketing and distribution of our major products both in the United States and in other countries where such products are principally sold. Therefore, trademark and brand name protection is important to our business. Although most of the brand names we license, use or own are registered in the United States and in certain foreign countries in which we operate, we may not be successful in asserting trademark or brand name protection. In addition, the laws of certain foreign countries may not protect our intellectual property rights to the

same extent as the laws of the United States. The costs required to protect our trademarks and brand names may be substantial.

Under various license and other agreements we have the right to use certain registered trademarks throughout the world (except as otherwise noted) for fragrance products. These registered trademarks include:

- Abercrombie & Fitch
- Agent Provocateur
- Anna Sui
- bebe
- Boucheron
- Coach
- Dunhill
- French Connection
- Hollister
- Jimmy Choo
- Jordache
- Karl Lagerfeld
- Montblanc
- Oscar de la Renta
- Paul Smith
- Repetto
- Shanghai Tang
- S.T. Dupont
- Van Cleef & Arpels

In addition, we are the registered trademark owner of several trademarks for fragrance and beauty products, including:

- Rochas
- Lanvin
- Intimate
- Aziza

### ***Employees***

As of March 1, 2017, we had 347 full-time employees worldwide. Of these, 257 are full-time employees of our European operations, with 61 employees engaged in sales activities and 196 in administrative, production and marketing activities. Our United States operations have 90 employees, and of these, 16 were engaged in sales activities and 74 in administrative, production and marketing activities. We believe that our relationship with our employees is good.





**Item 1A. Risk Factors.**

You should carefully consider these risk factors before you decide to purchase or sell shares of our common stock. These factors could cause our future results to differ materially from those expressed or implied in forward-looking statements made by us. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment.

**We are dependent upon the continuation and renewal of various licenses and other agreements for a significant portion of our sales, and the loss of one or more licenses or agreements could have a material adverse effect on us.**

All of our rights relating to prestige fragrance brands, other than Lanvin and Rochas, are derived from licenses or other agreements from unaffiliated third parties, and our business is dependent upon the continuation and renewal of such licenses and other agreements on terms favorable to us. Each license or agreement is for a specific term and may have additional optional terms. Generally, each license is subject to us making required royalty payments (which are subject to certain minimums), minimum advertising and promotional expenditures and meeting minimum sales requirements. Other agreements are generally subject to meeting minimum sales requirements. Just as the loss of a license or other significant agreement may have a material adverse effect on us, a renewal on less favorable terms may also negatively impact us.

**Our business could be adversely affected by a prolonged downturn or recession in the United States, Europe or other countries in which we conduct business.**

A prolonged economic downturn or recession in the United States, Europe, China or any of the other countries in which we do significant business could materially and adversely affect our business, financial condition and results of operations. In particular, such a downturn or recession could adversely impact (i) the level of spending by our ultimate consumers, (ii) our ability to collect accounts receivable on a timely basis from certain customers, (iii) our ability of certain suppliers to fill our orders for raw materials, packaging or co-packed finished goods on a timely basis, and (iv) the mix of our product sales.

**Consumers may reduce discretionary purchases of our products as a result of a general economic downturn.**

We believe that a high degree of global economic uncertainty could have a negative effect on consumer confidence, demand and spending. In addition, we believe that consumer spending on beauty products is influenced by general economic conditions and the availability of discretionary income. Accordingly, we may experience sustained periods of declines in sales during periods of economic downturn as it may affect consumer purchasing patterns. In addition, a general economic downturn may result in reduced traffic in our customers' stores which may, in turn, result in reduced net sales to our retail store customers. Any resulting material reduction in our sales could have a material adverse effect on our business, financial condition and operating results.

**Uncertainties and deterioration in global credit markets, as evidenced by previous reductions in sovereign credit ratings in the United States and Europe, could negatively impact suppliers, customers and consumers, which could have an adverse impact on our business as a whole.**

Uncertainties and continued deterioration in the global credit markets as evidenced by previous reductions in sovereign credit ratings in the United States and Europe, could negatively impact our suppliers, customers and consumers which, in turn, could have an adverse impact on our business. While thus far, uncertainties in global credit markets have not significantly affected our access to credit due to our strong credit rating, a further deterioration in global financial markets could make future financing difficult or more expensive. Such lack of credit or lack of credit on favorable terms could have a material adverse effect on our business, financial condition and operating results.

**If our intangible assets, such as trademarks and licenses, become impaired, we may be required to record a significant non-cash charge to earnings which would negatively impact our results of operations.**

Under United States generally accepted accounting principles, we review our intangible assets, including our trademarks and licenses, for impairment annually in the fourth quarter of each fiscal year, or more frequently if events or changes in circumstances indicate the carrying value of our intangible assets may not be fully recoverable. The carrying value of our intangible assets may not be recoverable due to factors such as reduced estimates of future cash flows, including those associated with the specific brands to which intangibles relate, or slower growth rates in our industry. Estimates of future cash flows are based on a long-term financial outlook of our operations and the specific brands to which the intangible assets relate. However, actual performance in the near-term or long-term could be materially different from these forecasts, which could impact future estimates and the recorded value of the intangibles. Any significant impairment to our intangible assets would result in a significant charge to earnings in our financial statements during the period in which the impairment is determined to exist.

**If we are unable to protect our intellectual property rights, specifically trademarks and brand names, our ability to compete could be negatively impacted.**

The market for our products depends to a significant extent upon the value associated with trademarks and brand names that we license, use or own. We have licenses or other rights to use, or own the material trademark and brand name rights in connection with the packaging, marketing and distribution of our major products both in the United States and in other countries where such products are principally sold. Therefore, trademark and brand name protection is important to our business. Although most of the brand names we license, use or own are registered in the United States and in certain foreign countries in which we operate, we may not be successful in asserting trademark or brand name protection. In addition, the laws of certain foreign countries may not protect our intellectual property rights to the same extent as the laws of the United States. The costs required to protect our trademarks and brand names may be substantial.



**The illegal distribution and sale by third parties of counterfeit versions of the Company's products or the unauthorized diversion by third parties of the Company's products could have an adverse effect on the Company's revenues and a negative impact on the Company's reputation and business.**

Third parties may illegally distribute and sell counterfeit versions of the Company's products. These counterfeit products may be inferior in terms of quality and other characteristics compared to the Company's authentic products and/or the counterfeit products could pose safety risks that the Company's authentic products would not otherwise present to consumers. Consumers could confuse counterfeit products with the Company's authentic products, which could damage or diminish the image, reputation and/or value of the Company's brands and cause consumers to refrain from purchasing the Company's products in the future, which could adversely affect the Company's revenues and have a negative impact on the Company's reputation.

**Our success depends on our ability to operate our business without infringing, misappropriating or otherwise violating the trademarks, patents, copyrights and proprietary rights of other parties.**

Our commercial success depends at least in part on our ability to operate without infringing, misappropriating or otherwise violating the trademarks, patents, copyrights and other proprietary rights of others. However, we cannot be certain that the conduct of our business does not and will not infringe, misappropriate or otherwise violate such rights. Many companies have employed intellectual property litigation as a way to gain a competitive advantage, and to the extent we gain greater visibility and market exposure, we may also face a greater risk of being the subject of such litigation. For these and other reasons, third parties may allege that our products, services or activities infringe, misappropriate or otherwise violate their trademark, patent, copyright or other proprietary rights. Defending against allegations and litigation could be expensive, take significant time, divert management's attention from other business concerns, and delay getting our products to market. In addition, if we are found to be infringing, misappropriating or otherwise violating third party trademark, patent, copyright or other proprietary rights, we may need to obtain a license, which may not be available on commercially reasonable terms or at all, or redesign or rebrand our products, which may not be possible. We may also be required to pay substantial damages or be subject to a court order prohibiting us and our customers from selling certain products or engaging in certain activities. Our inability to operate our business without infringing, misappropriating or otherwise violating the trademarks, patents, copyrights and proprietary rights of others could therefore have a material adverse effect on our business, financial condition and results of operations.

**The success of our products is dependent on public taste.**

Our revenues are substantially dependent on the success of our products, which depends upon, among other matters, pronounced and rapidly changing public tastes, factors which are difficult to predict and over which we have little, if any, control. In addition, we have to develop successful marketing, promotional and sales programs in order to sell our

fragrances and fragrance related products. If we are not able to develop successful marketing, promotional and sales programs, then such failure will have a material adverse effect on our business, financial condition and operating results.

**We are subject to extreme competition in the fragrance industry.**

The market for fragrance products is highly competitive and sensitive to changing market preferences and demands. Many of our competitors in this market are larger than we are and have greater financial resources than are available to us, potentially allowing them greater operational flexibility. Our success in the prestige fragrance industry is dependent upon our ability to continue to generate original strategies and develop quality products that are in accord with ongoing changes in the market.

If there is insufficient demand for our existing fragrance products, or if we do not develop future strategies and products that withstand competition or we are unsuccessful in competing on price terms, then we could experience a material adverse effect on our business, financial condition and operating results.

**If we are unable to acquire or license additional brands, or obtain the required financing for these agreements and arrangements, then the growth of our business could be impaired.**

Our future expansion through acquisitions or new product license or distribution arrangements, if any, will depend upon the capital resources and working capital available to us. Further, we may be unable to obtain financing or credit that we may require for additional licenses, acquisitions or other transactions. We may be unsuccessful in identifying, negotiating, financing and consummating such acquisitions or arrangements on terms acceptable to us, or at all, which could hinder our ability to increase revenues and build our business. Just as the loss of a license or other significant agreement may have a material adverse effect on us, our failure to acquire rights to new brands may also negatively impact us.

**We may engage in future acquisitions that we may not be able to successfully integrate or manage. These acquisitions may dilute our stockholders and cause us to incur debt and assume contingent liabilities.**

We continuously review acquisition prospects that would complement our current product offerings, increase our size and geographic scope of operations or otherwise offer growth and operating efficiency opportunities. The financing, if available, for any of these acquisitions could significantly dilute our stockholders and/or result in an increase in our indebtedness. We may acquire or make investments in businesses or products in the future, and such acquisitions may entail numerous integration risks and impose costs on us, including:

difficulties in assimilating acquired operations or products, including the loss of key employees from acquired businesses

- diversion of management's attention from our core business
- adverse effects on existing business relationships with suppliers and customers

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risks of entering markets in which we have no or limited prior experience  
dilutive issuances of equity securities  
incurrence of substantial debt  
assumption of contingent liabilities  
incurrence of significant amortization expenses related to intangible assets and the potential impairment of acquired assets and  
incurrence of significant immediate write-offs.

Our failure to successfully complete the integration of any acquired business could have a material adverse effect on our business, financial condition and operating results.

**Joint arrangements or strategic alliances in geographic markets in which we have limited or no prior experience may expose us to additional risks.**

We review, and from time to time may establish, arrangements and strategic alliances that we believe would complement our current product offerings, increase the size and geographic scope of our operations or otherwise offer growth and operating efficiency opportunities. These business relationships may require us to rely on the local expertise of our partners with respect to market development, sales, local regulatory compliance and other matters. Further, there may be challenges with ensuring that such arrangements or strategic alliances implement the appropriate internal controls to ensure compliance with the various laws and regulations applicable to us as a U.S. public company. Accordingly, in addition to commercial and operational risk, these arrangements and strategic alliances may entail risks such as reputational risk and regulatory compliance risk. In addition, there can be no assurance that we will be able to identify suitable alliance or candidates, that we will be able to consummate any such alliances or arrangements on favorable terms, or that we will realize the anticipated benefits of entering into any such alliances or arrangements.

**We are dependent upon Messrs. Jean Madar and Philippe Benacin, the loss of their services could harm our business**

Jean Madar, our Chief Executive Officer, and Philippe Benacin, our President and Chief Executive Officer of Interparfums SA, are responsible for day-to-day operations as well as major decisions. Termination of their relationships with us, whether through death, incapacity or otherwise, could have a material adverse effect on our operations, and we cannot assure you that qualified replacements can be found.

**Our reliance on third party manufacturers could have a material adverse effect on us.**

We rely on outside sources to manufacture our fragrances and cosmetics. The failure of such third party manufacturers to deliver either compliant, quality components or finished goods on a timely basis could have a material adverse effect on our business. Although we believe there are alternate manufacturers available to supply our requirements, we cannot assure you that current or alternative sources will be able to supply all of our demands on a timely basis. We do not intend to develop our own manufacturing capacity. As these are third parties over whom we have little or no control, the failure of such third parties to provide components or finished goods on a timely basis could have a material adverse effect on our business, financial condition and operating results.

**Our reliance on third party distributors could have a material adverse effect on us.**

We sell a substantial percentage of our prestige fragrances through independent distributors specializing in luxury goods. Given the growing importance of distribution, we have modified our distribution model by owning a controlling interest in certain of our distributors within key markets. However, we have little or no control over third party distributors and the failure of such third parties to provide services on a timely basis could have a material adverse effect on our business, financial condition and operating results. In addition, if we replace existing third party distributors with new third party distributors or with our own distribution arrangements, then transition issues could have a material adverse effect on our business, financial condition and operating results.

**Terrorist attacks, acts of war or military actions and/or other civil unrest may adversely affect territories in which we operate, and therefore affect our business, financial condition and operating results.**

Terrorist attacks such as those that have occurred in Paris, France where we have our European headquarters, amongst other locations, and attempted terrorist attacks, military responses to terrorist attacks, other military actions, or governmental action in response to or in anticipation of a terrorist attack, or civil unrest as occurring in the Middle East, the Ukraine and Africa, may adversely affect prevailing economic conditions, resulting in work stoppages, reduced consumer spending or reduced demand for our products. These developments subject our worldwide operations to increased risks and, depending on their magnitude, could reduce net sales and therefore could have a material adverse effect on our business, financial condition and operating results.

**The loss of or disruption in our distribution facilities could have a material adverse effect on our business, financial condition and operating results.**

We currently have several distribution facilities in Europe and the United States. The loss of any of those facilities, as well as the inventory stored in those facilities, would require us to find replacement facilities and assets. In addition, acts of God, such as extreme weather conditions, natural disasters and the like or terrorist attacks, could disrupt our distribution operations. If we cannot replace our distribution capacity and inventory in a timely, cost-efficient manner, then such failure could have a material adverse effect on our business, financial condition and operating results.

**Changes in laws, regulations and policies that affect our business could adversely affect our financial results.**

Our business is subject to numerous laws, regulations and policies. Changes in the laws, regulations and policies, including the interpretation or enforcement thereof, that affect, or will affect, our business, including changes in accounting standards, tax laws and regulations, environmental or climate change laws, regulations or accords, trade rules and customs regulations, or increased cosmetics regulation, and the outcome and expense of legal or regulatory proceedings, and any action we may take as a result could adversely affect our financial results.

**Our success depends, in part, on the quality and safety of our products.**

Our success depends, in part, on the quality and safety of our products. If our products are found to be defective or unsafe, or if they otherwise fail to meet our consumers' standards, then our relationships with customers or consumers could suffer, the appeal of one or more of our brands could be diminished, and we could lose sales and/or become subject to liability claims, any of which could result in a material adverse effect on our business, results of operations and financial condition.

**We are subject to risks related to our foreign operations.**

We operate on a global basis, with a substantial portion of our net sales and net income generated outside the United States, and we anticipate for the foreseeable future that a substantial portion of our net sales and net income will be generated outside the United States. We intend to reinvest these earnings in our foreign operations indefinitely, except where we are able to repatriate these earnings to the United States without incurring material incremental tax obligations. A substantial portion of our cash, cash equivalents and short-term investments that result from these earnings remain outside the United States. Foreign operations are subject to many risks and uncertainties, including:

- changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, as well as changes in United States laws and regulations relating to foreign trade and investment; and
  
- adverse weather conditions, social, economic and geopolitical conditions, such as terrorist attacks, war or other military action.

These risks could have a material adverse effect on our business, prospects, results of operations and financial condition.

**The United Kingdom's pending departure from the European Union could adversely impact our business and financial results.**

In June 2016, the United Kingdom held a referendum for the United Kingdom to exit the European Union (“Brexit”), the announcement of which resulted in significant but short-term currency exchange rate fluctuations and volatility in global stock markets. It is expected that the British government will commence negotiations to determine the terms of Brexit. Given the lack of certainty and comparable precedent, the implications of Brexit or how such implications might affect the Company are unclear. Brexit could, among other things, disrupt trade and the free movement of goods, services and people between the United Kingdom and the European Union or other countries as well as create legal and global economic uncertainty. These and other potential implications of Brexit could adversely affect the Company’s business and financial results.

**Changes in foreign tax provisions, the adoption of new tax legislation or exposure to additional tax liabilities could affect our profitability and cash flows.**

In addition to being subject to taxation in the United States, we are subject to income and other taxes in other foreign jurisdictions. Our effective tax rate in the future could be adversely affected by changes to our operating structure, changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes in tax laws and the discovery of new information in the course of our tax return preparation process. From time to time, tax proposals are introduced or considered by the United States Congress or the legislative bodies in foreign jurisdictions that could also affect our tax rate, the carrying value of our deferred tax assets, or our other tax liabilities. Our tax liabilities are also affected by the amounts we charge for inventory, services, licenses, funding, cross-jurisdictional transfer pricing, and other items in intercompany transactions. A negative determination or ultimate disposition in any tax audit, changes in tax laws or tax rates, or the ability to utilize our deferred tax assets could materially affect our tax provision, net income and cash flows in future periods.

**The international character of our business renders us subject to fluctuation in foreign currency exchange rates and international trade tariffs, barriers and other restrictions.**

A substantial portion of our European operations' net sales (approximately 40%) are sold in U.S. dollars. In an effort to reduce our exposure to foreign currency exchange fluctuations, we engage in a controlled program of risk management that includes the use of derivative financial instruments for all major currencies with which we operate. Despite such actions, fluctuations in foreign currency exchange rates for the U.S. dollar, particularly with respect to the euro, could have a material adverse effect on our operating results. Possible import, export, tariff and other trade barriers, which could be imposed by the United States, other countries or the European Union might also have a material adverse effect on our operating results.

**Our business is subject to governmental regulation, which could impact our operations.**

Fragrance products must comply with the labeling requirements of the Federal Food, Drug and Cosmetics Act as well as the Fair Packaging and Labeling Act and their regulations. Some of our color cosmetic products may also be classified as a "drug". Additional regulatory requirements for products which are "drugs" include additional labeling requirements, registration of the manufacturer and the semi-annual update of a drug list. In addition, various jurisdictions prohibit the use of certain ingredients in fragrances and cosmetics.

Our fragrances are subject to the approval of the Bureau of Alcohol, Tobacco and Firearms as a result of the use of specially denatured alcohol. So far we have not experienced any difficulties in obtaining the required approvals.





Our fragrance products that are manufactured or sold in Europe are subject to certain regulatory requirements of the European Union, such as Cosmetic Directive 76/768/CEE and Regulation number 1223/2009 on cosmetic products, but as of the date of this report, we have not experienced any material difficulties in complying with such requirements.

However, we cannot assure you that, should we use proscribed ingredients in our fragrance products that we develop or market, or develop or market fragrance products with different ingredients, or should existing regulations or requirements be revised, we would not in the future experience difficulty in complying with such requirements, which could have a material adverse effect on our results of operations.

**Our information systems and websites may be susceptible to outages, hacking and other risks.**

We have information systems that support our business processes, including product development, production, marketing, order processing, sales, distribution, finance and intra-company communications. We also have Internet websites in the United States and Europe. These systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, hacking and similar events. Despite the implementation of network security measures, our systems may be vulnerable to computer viruses, hacking and similar disruptions from unauthorized tampering. The occurrence of these or other events could disrupt or damage our information systems and adversely affect our business and results of operations.

**Our failure to protect our reputation, or the failure of our partners to protect their reputations, could have a material adverse effect on our brand images.**

Our ability to maintain our reputation is critical to our various brand images. Our reputation could be jeopardized if we fail to maintain high standards for merchandise quality and integrity or if we, or the third parties with whom we do business, do not comply with regulations or accepted practices. Any negative publicity about these types of concerns may reduce demand for our merchandise. Failure to comply with ethical, social, product, labor and environmental standards, or related political considerations, such as animal testing, could also jeopardize our reputation and potentially lead to various adverse consumer actions, including boycotts. Failure to comply with local laws and regulations, including applicable U.S. trade sanctions, to maintain an effective system of internal controls or to provide accurate and timely financial statement information could also hurt our reputation. We are also dependent on the reputations of our brand partners and licensors, which can be affected by matters outside of our control. Damage to our reputation or the reputations of our brand partners or licensors or loss of consumer confidence for any of these or other reasons could have a material adverse effect on our results of operations, financial condition and cash flows, as well as require additional resources to rebuild our reputation.

**Our business is subject to seasonal variability.**

Our business has become increasingly seasonal due to the timing of shipments to our customers, which are weighted to the second half of the year. Accordingly, our financial performance, sales, working capital requirements, cash flow and borrowings generally experience variability during the third and fourth quarters.

**The trading prices of our securities periodically may rise or fall based on the accuracy of predictions of our earnings or other financial performance.**

Our business planning process is designed to maximize our long-term strength, growth and profitability, not to achieve an earnings target in any particular fiscal quarter. We believe that this longer-term focus is in the best interests of our Company and our stockholders. At the same time, however, we recognize that it may be helpful to provide investors with guidance as to our forecast of net sales and earnings per share. Accordingly, we provide guidance as to our expected annual net sales, and earnings per share, which is updated as appropriate throughout the year. While we generally provide updates to our guidance when we report our results each fiscal quarter if called for, we assume no responsibility to update any of our forward-looking statements at such times or otherwise. In addition, longer-term guidance that we may from time to time provide is based on goals that we believe, at the time guidance is given, are reasonably attainable. Such targets are more difficult to predict than our current quarter and fiscal year expectations.

In all of our public statements when we make, or update, a forward-looking statement about our sales and/or earnings expectations or expectations regarding other initiatives, we accompany such statements directly, or by reference to a public document, with a list of factors that could cause our actual results to differ materially from those we expect. Such a list is included, among other places, in our earnings press release (by reference to our periodic filings with the Securities and Exchange Commission) and in our periodic filings with the Securities and Exchange Commission (*e.g.*, in our reports on Form 10-K and Forms 10-Q). These and other factors may make it difficult for outside observers, such as research analysts, to predict what our earnings will be in any given fiscal quarter or year.

Outside analysts and investors have the right to make their own predictions of our financial results for any future period. Outside analysts, however, have access to no more material information about our results or plans than any other public investor, and we do not endorse or adopt their predictions as to our future performance. Nor do we assume any responsibility to correct the predictions of outside analysts or others when they differ from our own internal expectations. If and when we announce actual results that differ from those that outside analysts or others have been predicting, the market price of our securities could be affected. Investors who rely on the predictions of outside analysts or others when making investment decisions with respect to our securities do so at their own risk. We take no responsibility for any losses suffered as a result of such changes in the prices of our securities.

**We may become subject to possible liability for improper comparative advertising or “Trade Dress”.**

Brand name manufacturers and sellers of brand name products may make claims of improper comparative advertising or trade dress (packaging) with respect to the likelihood of confusion between some of our mass market products and those of brand name manufacturers and sellers. They may seek damages for loss of business or injunctive relief to seek to have the use of the improper comparative advertising or trade dress halted. However, we believe that our displays and packaging constitute fair competitive advertising and are not likely to cause confusion between our

products and others. Further, we have not experienced to any material degree, any of such problems to date.

**Item 1B. Unresolved Staff Comments.**

None.

**Item 2. Properties****United States Operations**

<b>Use</b>	<b>Location</b>	<b>Approximate Size</b>	<b>Term Expires</b>
Office Space- Corporate headquarters and United States operations	551 Fifth Avenue, 15 <sup>th</sup> Floor, New York, NY 10176	16,800 square feet	April 30, 2024
Distribution center	60 Stults Road Dayton, NJ 08810	140,000 square feet	October 31, 2018
Corporate Office for Inter Parfums USA Hong Kong Limited	Leighton Centre 77 Leighton Road Causeway Bay, Hong Kong Suite 1413	9,685 square feet	June 14, 2017

**European Operations**

<b>Use</b>	<b>Location</b>	<b>Approximate Size</b>	<b>Term Expires</b>	<b>Other Information</b>
Office Space-Paris corporate headquarters and European operations	4 Rond Point Des Champs Elysees	571 square meters	March 2022	Lessee has early termination right every 3 years on 6 months' notice

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	Ground and 1st Fl. Paris, France			
	4 Rond Point Des			
Office Space-Paris corporate headquarters and European operations	Champs Elysees 540 square meters 4th Fl. Paris, France	March 2023	Lessee has early termination right every 3 years on 6 months' notice	
	4 Rond Point Des			
Office Space-Paris corporate headquarters and European operations	Champs Elysees 155 square meters 5th Fl.- left Paris, France	March 2022	Lessee has early termination right on 3 months' notice	
	4 Rond Point Des			
Office Space-Paris corporate headquarters and European operations	Champs Elysees 157 square meters 6th Fl.-Right Paris, France	March 2022	Lessee has early termination right every 3 years on 6 months' notice	
	4 Rond Point Des			
Office Space-Paris corporate headquarters and European operations	Champs Elysees 544 square meters 2nd Fl. Paris, France	September 2017	Lessee has early termination right every 3 years on 6 months' notice	
	4 Rond Point Des			
Office Space-Paris corporate headquarters and European operations	Champs Elysees 60 square meters 6th Fl. Paris, France	September 2017	Lessee has early termination right every 3 years on 6 months' notice	
European Distribution Center	Criquebeuf sur 31,000 square meters	May 2020	NA	

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	Seine (27340), the				
	"Le Bosc Hetrel"				
	business park				
Rochas Studio & Production Department	1 Rond Point des Champs Elysees 2 <sup>nd</sup> Fl.  Paris, France	755 square meters	June 2021	Lessee has early termination right every 3 years on 6 months' notice	
Office Space –  Singapore regional office, for Asia-Pacific region	163 Penang Road,  #06-03/04 Winsland House 2,  Singapore	2900 square feet	November 2019	NA	
European operations	238463				
Office Space-US Distribution for European operations	112 Madison Ave. New York, NY 10016	7500 sq feet	October 2024	Lessee has (i) early termination rights at the 5 year mark with 9 months' notice; (ii) renewal option for 5 year term with 11-14 months' notice; (iii) right of first offer on the 11 <sup>th</sup> floor	

Interparfums SA has had an agreement with Bolloré Logistics (and its predecessor, Sagatrans, S.A.) for warehousing and distribution services for several years. The current agreement with Bolloré Logistics for warehousing and distribution services expires on December 31, 2017. Service fees payable to Bolloré Logistics are calculated based upon a percentage of sales, which is customary in the industry. Service fees actually paid in 2016, 2015 and 2014 were € 4.3 million, €3.4 million and €3.2 million, respectively.

We believe our office and warehouse facilities are satisfactory for our present needs and those for the foreseeable future.

### **Item 3. Legal Proceedings**

We are not a party to any material lawsuits.

### **Item 4. Mine Safety Disclosures**

Not applicable.



**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***The Market for Our Common Stock*

Our Company's common stock, \$.001 par value per share, is traded on The Nasdaq Global Select Market under the symbol "IPAR". The following table sets forth in dollars, the range of high and low closing prices for the past two fiscal years for our common stock.

Fiscal 2016	High Closing Price	Low Closing Price
Fourth Quarter	36.40	29.40
Third Quarter	35.07	27.05
Second Quarter	31.71	27.19
First Quarter	32.47	20.37

Fiscal 2015	High Closing Price	Low Closing Price
Fourth Quarter	33.45	22.33
Third Quarter	35.22	29.97
Second Quarter	34.83	23.40
First Quarter	29.37	22.73

As of February 23, 2017, the number of record holders, which include brokers and broker's nominees, *etc.*, of our common stock was 42. We believe there are approximately 9,500 beneficial owners of our common stock.

*Corporate Performance Graph*

The following graph compares the performance for the periods indicated in the graph of our common stock with the performance of the Nasdaq Market Index and the average performance of a group of the Company's peer corporations consisting of: Avon Products Inc., CCA Industries, Inc., Colgate-Palmolive Co., Estee Lauder Companies, Inc., Inter Parfums, Inc., Kimberly Clark Corp., Natural Health Trends Corp., Proctor & Gamble Co., Revlon, Inc., Spectrum Brands Holdings, Inc., Stephan Co., Summer Infant, Inc. and United Guardian, Inc. The graph assumes that the value

of the investment in our common stock and each index was \$100 at the beginning of the period indicated in the graph, and that all dividends were reinvested.

Below is the list of the data points for each year that corresponds to the lines on the above graph.

	12/11	12/12	12/13	12/14	12/15	12/16
Inter Parfums, Inc.	100.00	127.37	241.41	188.05	166.25	233.18
NASDAQ Composite	100.00	116.41	165.47	188.69	200.32	216.54
Peer Group	100.00	108.26	135.85	153.37	145.85	152.71

***Dividends***

In January 2015, our Board of Directors authorized an 8% increase in the annual dividend to \$0.52 per share and in January 2016, our Board of Directors authorized a 15% increase in the cash dividend to \$0.60 per share on an annual basis. In October 2016, our Board of Directors authorized an additional 13% increase in the annual dividend to \$0.68 per share. The next quarterly cash dividend of \$0.17 per share is payable on April 14, 2017 to shareholders of record on March 31, 2017.

***Sales of Unregistered Securities***

The following sets forth certain information as to the sales of securities, which were not registered under the Securities Act, including options granted to purchase our common stock, during the fourth quarter of 2016 and through the date of this report.

On February 1, 2017, we granted options to purchase an aggregate of 5,000 shares for a five-year period at the exercise price of \$33.947 per share, the fair market value of our common stock on the date of grant, to five non-employee directors, who are all deemed our affiliates, under our 2004 Non-Employee Director Stock Option Plan. Such options vest 25% each year over a four-year period on a cumulative basis. This transaction was exempt from the registration requirements of Section 5 of the Securities Act under Sections 4(2) and 4(6) of the Securities Act. Each option holder agreed that, if the option is exercised, the option holder would purchase his common stock for investment and not for resale to the public. Also, we provide all option holders with all reports we file with the SEC and press releases issued by us. In addition, in December 2016 and January 2017, our non-employee directors exercised stock options to purchase an aggregate of 2,000 shares of restricted common stock. Such transactions were also exempt from the registration requirements of Section 5 of the Securities Act under Sections 4(2) and 4(6) of the Securities Act.

***Repurchases of Our Common Stock***

For each of the three (3) months during the fourth quarter of 2016, we repurchased the following shares of our common stock:

Month	Number of Shares
October 2016	0
November 2016	0
December 2016	22,747

As listed in the table above, in December 2016, the Chief Executive Officer and the President each exercised 19,000 outstanding stock options of the Company's common stock. The aggregate exercise prices of \$0.7 million was paid by each of them tendering to the Company an aggregate of 20,568 shares of the Company's common stock, previously owned by them, valued at fair market value on the dates of exercise. All shares issued pursuant to these option exercises were issued from treasury stock of the Company. In addition, the Chief Executive Officer tendered an

additional 2,179 shares for payment of certain withholding taxes resulting from his option exercises.

**Item 6. Selected Financial Data**

The following selected financial data have been derived from our financial statements, and should be read in conjunction with those financial statements, including the related footnotes.

(In thousands except per share data)	Years Ended December 31,				
	2016	2015	2014	2013	2012
Income statement data:					
Net sales	\$521,072	\$468,540	\$499,261	\$563,579	\$654,117
Cost of sales	194,601	179,069	212,224	234,800	246,931
Selling, general and administrative expenses	258,787	228,268	233,634	250,025	325,799
Operating income	66,678	61,203	53,403	78,754	278,414
Income before taxes	67,074	60,496	56,715	80,646	274,765
Net income attributable to the noncontrolling interest	9,917	8,532	7,909	11,755	45,754
Net income attributable to Inter Parfums, Inc.	33,331	30,437	29,436	39,211	131,136
Net income attributable to Inter Parfums, Inc. common shareholders per share:					
Basic	\$1.07	\$0.98	\$0.95	\$1.27	\$4.29
Diluted	\$1.07	\$0.98	\$0.95	\$1.27	\$4.26
Weighted average common shares outstanding:					
Basic	31,072	30,996	30,931	30,764	30,575
Diluted	31,176	31,100	31,060	30,954	30,716
Depreciation and amortization	\$15,341	\$9,078	\$10,166	\$11,110	\$15,554

(In thousands except per share data)	As at December 31,				
	2016	2015	2014	2013	2012
Balance sheet and other data:					
Cash and cash equivalents	\$161,828	\$176,967	\$90,138	\$125,650	\$307,335
Short-term investments	94,202	82,847	190,152	181,677	-0-
Working capital	337,977	337,674	382,935	399,344	366,680
Total assets	682,409	687,659	604,506	664,058	759,920
Short-term bank debt	-0-	-0-	298	6,104	27,776
Long-term debt (including current portion)	74,562	98,606	-0-	-0-	-0-
Inter Parfums, Inc. shareholders' equity	370,391	365,587	382,065	407,211	381,476
Dividends declared per share	\$0.62	\$0.52	\$0.48	\$0.96	\$0.32

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

We operate in the fragrance business, and manufacture, market and distribute a wide array of fragrances and fragrance related products. We manage our business in two segments, European based operations and United States based operations. Certain prestige fragrance products are produced and marketed by our European operations through our 73% owned subsidiary in Paris, Interparfums SA, which is also a publicly traded company as 27% of Interparfums SA shares trade on the NYSE Euronext.

We produce and distribute our European based fragrance products primarily under license agreements with brand owners, and European based fragrance product sales represented approximately 79%, 77% and 82% of net sales for 2016, 2015 and 2014, respectively. We have built a portfolio of prestige brands, which include *Balmain*, *Boucheron*, *Coach*, *Jimmy Choo*, *Karl Lagerfeld*, *Lanvin*, *Montblanc*, *Paul Smith*, *S.T. Dupont*, *Repetto*, *Rochas* and *Van Cleef & Arpels*, whose products are distributed in over 100 countries around the world.

With respect to the Company's largest brands, we own the Lanvin brand name for its class of trade, and license the Montblanc and Jimmy Choo brand names. As a percentage of net sales, product sales for the Company's largest brands were as follows:

	Year Ended December 31,		
	2016	2015	2014
Montblanc	23 %	21 %	22 %
Jimmy Choo	17 %	20 %	16 %
Lanvin	12 %	15 %	18 %

Through our United States operations we also market fragrance and fragrance related products. United States operations represented 22%, 23% and 21% of net sales in 2016, 2015 and 2014, respectively. These fragrance products are sold primarily pursuant to license or other agreements with the owners of the *Abercrombie & Fitch*, *Agent Provocateur*, *Anna Sui*, *Banana Republic*, *bebe*, *Dunhill*, *French Connection*, *Hollister*, *Oscar de la Renta*, and *Shanghai Tang* brands.

Quarterly sales fluctuations are influenced by the timing of new product launches as well as the third and fourth quarter holiday season. In certain markets where we sell directly to retailers, seasonality is more evident. We sell

directly to retailers in France as well as through our own distribution subsidiaries in Italy, Germany, Spain and the United States.

We grow our business in two distinct ways. First, we grow by adding new brands to our portfolio, either through new licenses or other arrangements or out-right acquisitions of brands. Second, we grow through the introduction of new products and by supporting new and established products through advertising, merchandising and sampling as well as by phasing out existing products that no longer meet the needs of our consumers. The economics of developing, producing, launching and supporting products influence our sales and operating performance each year. Our introduction of new products may have some cannibalizing effect on sales of existing products, which we take into account in our business planning.



Our business is not capital intensive, and it is important to note that we do not own manufacturing facilities. We act as a general contractor and source our needed components from our suppliers. These components are received at one of our distribution centers and then, based upon production needs, the components are sent to one of several third party fillers, which manufacture the finished product for us and then deliver them to one of our distribution centers.

As with any global business, many aspects of our operations are subject to influences outside our control. We believe we have a strong brand portfolio with global reach and potential. As part of our strategy, we plan to continue to make investments behind fast-growing markets and channels to grow market share.

During 2016, the economic and political uncertainty and financial market volatility taking place in Eastern Europe, the Middle East and China had a small negative impact on our business, and at this time we do not believe it will significantly affect our overall business for the foreseeable future. However, if the degree of uncertainty or volatility worsens or is prolonged, then there will likely be a negative effect on ongoing consumer confidence, demand and spending and as a result, our business. Currently, we believe general economic and other uncertainties still exist in select markets in which we do business, and we continue to monitor global economic uncertainties and other risks that may affect our business.

Our reported net sales are impacted by changes in foreign currency exchange rates. A strong U.S. dollar has a negative impact on our net sales. However, earnings are positively affected by a strong dollar, because approximately 40% of net sales of our European operations are denominated in U.S. dollars, while almost all costs of our European operations are incurred in euro. Our Company addresses certain financial exposures through a controlled program of risk management that includes the use of derivative financial instruments. We primarily enter into foreign currency forward exchange contracts to reduce the effects of fluctuating foreign currency exchange rates. We are also carefully monitoring currency trends in the United Kingdom as a result of the volatility created from the United Kingdom's decision to exit the European Union. We have evaluated our current pricing models and currently we do not expect any significant pricing changes. However, if the devaluation of the British Pound worsens, it may affect future gross profit margins from sales in the territory. We do not expect any material losses on accounts receivables to be collected in British Pounds as we routinely hedge those amounts.

## **Recent Important Events**

### ***Buyout of License***

In December 2016, the Company reached an agreement with the Balmain brand calling for Balmain to buyout the Balmain license agreement, effective December 31, 2016, in exchange for a payment aggregating €5.4 million

(approximately \$5.7 million). As a result of the buyout, the Company recognized a gain of \$4.7 million and expects to receive the buyout payment by April 30, 2017. The Company has a three month inventory sell-off period ending March 31, 2017 and Balmain has also agreed to purchase all remaining inventory and tangible assets.

### ***Impairment Loss***

The Company reviews intangible assets with finite lives for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Product sales of our Karl Lagerfeld brand have not met with our original expectations. During the fourth quarter of 2016, the Company decided that it will most likely exercise its rights for an early termination of the Karl Lagerfeld license in 2024, rather than continue the license through its original expiration in 2032. As a result of the shortened expected life of the license, the Company recorded an impairment loss of \$5.7 million as of December 31, 2016.

### ***S.T. Dupont***

In September 2016, we renewed our license agreement with S.T. Dupont for the creation, development and distribution of fragrance products through December 31, 2019, without any material changes in terms and conditions. Our initial 11-year license agreement with S.T. Dupont was signed in June 1997, and had previously been extended through December 31, 2016.

### ***Settlement with French Tax Authorities***

As previously reported, the French Tax Authorities examined the 2012 tax return of Interparfums SA, and in August 2015 issued a \$6.9 million tax adjustment. It is the Company's position that the French Tax Authorities are incorrect in their assessments and the Company believes that it has strong arguments to support its tax positions. The main issues challenged by the French Tax Authorities related to the commission rate and royalty rate paid to Interparfums Singapore Pte. and Interparfums (Suisse) SARL, respectively. Interparfums Singapore Pte. and Interparfums (Suisse) SARL are wholly-owned subsidiaries of Interparfums SA. Due to the subjective nature of the issues involved, in April 2016, Interparfums SA reached an agreement in principle to settle the entire matter with the French Tax Authorities. The settlement requires Interparfums SA to pay a tax assessment of \$1.9 million covering the issues for not only the 2012 tax year, but also covering the issues for the tax years ended 2013 through 2015. The settlement also includes an agreement as to future acceptable commission and royalty rates, which is not expected to have a significant impact on cash flow. The settlement, which is subject to formal documentation with the French Tax Authorities, was accrued for in March 2016. In July 2016, Interparfums SA paid \$1.1 million to the French Tax Authorities upon receipt of formal notification regarding tax years 2013 and 2014.

### **Discussion of Critical Accounting Policies**

We make estimates and assumptions in the preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ significantly from those estimates under different assumptions and conditions. We believe the following discussion addresses our most critical accounting policies, which are those that are most important to the portrayal of our financial condition and results of operations. These accounting policies generally require our management's most difficult and subjective judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Management of the Company has discussed the selection of significant accounting policies and the effect of estimates with the Audit Committee of the Board of Directors.

### ***Revenue Recognition***

We sell our products to department stores, perfumeries, specialty stores, and domestic and international wholesalers and distributors. Sales of such products by our domestic subsidiaries are denominated in U.S. dollars and sales of such products by our foreign subsidiaries are primarily denominated in either euro or U.S. dollars. We recognize revenues when merchandise is shipped and the risk of loss passes to the customer. Net sales are comprised of gross revenues less returns, trade discounts and allowances.

### ***Accounts Receivable***

Accounts receivable represent payments due to the Company for previously recognized net sales, reduced by allowances for sales returns and doubtful accounts. Accounts receivable balances are written-off against the allowance for doubtful accounts when they become uncollectible. Recoveries of accounts receivable previously recorded against the allowance are recorded in the consolidated statement of income when received. We generally grant credit based upon our analysis of the customer's financial position as well as previously established buying patterns.

### ***Sales Returns***

Generally, we do not permit customers to return their unsold products. However, for U.S. distribution of our prestige products, we allow returns if properly requested, authorized and approved. We regularly review and revise, as deemed necessary, our estimate of reserves for future sales returns based primarily upon historic trends and relevant current data, including information provided by retailers regarding their inventory levels. In addition, as necessary, specific accruals may be established for significant future known or anticipated events. The types of known or anticipated events that we have considered, and will continue to consider, include, but are not limited to, the financial condition of our customers, store closings by retailers, changes in the retail environment and our decision to continue to support new and existing products. We record estimated reserves for sales returns as a reduction of sales, cost of sales and accounts receivable. Returned products are recorded as inventories and are valued based upon estimated realizable value. The physical condition and marketability of returned products are the major factors we consider in estimating realizable value. Actual returns, as well as estimated realizable values of returned products, may differ significantly, either favorably or unfavorably, from our estimates, if factors such as economic conditions, inventory levels or competitive conditions differ from our expectations.

### *Inventories*

Inventories are stated at the lower of cost and net realizable value. Cost is principally determined by the first-in, first-out method. We record adjustments to the cost of inventories based upon our sales forecast and the physical condition of the inventories. These adjustments are estimates, which could vary significantly, either favorably or unfavorably, from actual results if future economic conditions or competitive conditions differ from our expectations.

### *Equipment and Other Long-Lived Assets*

Equipment, which includes tools and molds, is recorded at cost and is depreciated on a straight-line basis over the estimated useful lives of such assets. Changes in circumstances such as technological advances, changes to our business model or changes in our capital spending strategy can result in the actual useful lives differing from our estimates. In those cases where we determine that the useful life of equipment should be shortened, we would depreciate the net book value in excess of the salvage value, over its revised remaining useful life, thereby increasing depreciation expense. Factors such as changes in the planned use of equipment, or market acceptance of products, could result in shortened useful lives.

We evaluate indefinite-lived intangible assets for impairment at least annually during the fourth quarter, or more frequently when events occur or circumstances change, such as an unexpected decline in sales, that would more likely than not indicate that the carrying value of an indefinite-lived intangible asset may not be recoverable. When testing indefinite-lived intangible assets for impairment, the evaluation requires a comparison of the estimated fair value of the asset to the carrying value of the asset. The fair values used in our evaluations are estimated based upon discounted future cash flow projections using a weighted average cost of capital of 6.2%. The cash flow projections are based upon a number of assumptions, including, future sales levels and future cost of goods and operating expense levels, as well as economic conditions, changes to our business model or changes in consumer acceptance of our products which are more subjective in nature. If the carrying value of an indefinite-lived intangible asset exceeds its fair value, an impairment charge is recorded.

We believe that the assumptions we have made in projecting future cash flows for the evaluations described above are reasonable and currently no impairment indicators exist for our indefinite-lived intangible assets. However, if future actual results do not meet our expectations, we may be required to record an impairment charge, the amount of which could be material to our results of operations.

At December 31, 2016 indefinite-lived intangible assets aggregated \$115.8 million. The following table presents the impact a change in the following significant assumptions would have had on the calculated fair value in 2016 assuming all other assumptions remained constant:

\$ in millions	Change	Increase (decrease) to fair value
Weighted average cost of capital	+10 %	\$ (16.2 )
Weighted average cost of capital	-10 %	\$ 20.0
Future sales levels	+10 %	\$ 17.0
Future sales levels	-10 %	\$ (17.0 )

Intangible assets subject to amortization are evaluated for impairment testing whenever events or changes in circumstances indicate that the carrying amount of an amortizable intangible asset may not be recoverable. If impairment indicators exist for an amortizable intangible asset, the undiscounted future cash flows associated with the expected service potential of the asset are compared to the carrying value of the asset. If our projection of undiscounted future cash flows is in excess of the carrying value of the intangible asset, no impairment charge is recorded. If our projection of undiscounted future cash flows is less than the carrying value of the intangible asset, an impairment charge would be recorded to reduce the intangible asset to its fair value. The cash flow projections are based upon a number of assumptions, including future sales levels and future cost of goods and operating expense levels, as well as economic conditions, changes to our business model or changes in consumer acceptance of our products which are more subjective in nature. In those cases where we determine that the useful life of long-lived assets should be shortened, we would amortize the net book value in excess of the salvage value (after testing for impairment as described above), over the revised remaining useful life of such asset thereby increasing amortization expense. We believe that the assumptions we have made in projecting future cash flows for the evaluations described above are reasonable. Product sales of our Karl Lagerfeld brand have not met with our original expectations. During the fourth quarter of 2016, the Company decided that it will most likely exercise its rights for an early termination of the Karl Lagerfeld license in 2024, rather than continue the license through its original expiration in 2032. As a result of the shortened expected life of the license, the Company recorded an impairment loss of \$5.7 million as of December 31, 2016.

In determining the useful life of our Lanvin brand names and trademarks, we applied the provisions of ASC topic 350-30-35-3. The only factor that prevented us from determining that the Lanvin brand names and trademarks were indefinite life intangible assets was Item c. "Any legal, regulatory, or contractual provisions that may limit the useful life." The existence of a repurchase option in 2025 may limit the useful life of the Lanvin brand names and trademarks to the Company. However, this limitation would only take effect if the repurchase option were to be exercised and the repurchase price was paid. If the repurchase option is not exercised, then the Lanvin brand names and trademarks are expected to continue to contribute directly to the future cash flows of our Company and their useful life would be considered to be indefinite.

With respect to the application of ASC topic 350-30-35-8, the Lanvin brand names and trademarks would only have a finite life to our Company if the repurchase option were exercised, and in applying ASC topic 350-30-35-8, we assumed that the repurchase option is exercised. When exercised, Lanvin has an obligation to pay the exercise price and the Company would be required to convey the Lanvin brand names and trademarks back to Lanvin. The exercise price to be received (Residual Value) is well in excess of the carrying value of the Lanvin brand names and trademarks, therefore no amortization is required.



### *Derivatives*

We account for derivative financial instruments in accordance with ASC topic 815, which establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. This topic also requires the recognition of all derivative instruments as either assets or liabilities on the balance sheet and that they are measured at fair value.

We currently use derivative financial instruments to hedge certain anticipated transactions and interest rates, as well as receivables denominated in foreign currencies. We do not utilize derivatives for trading or speculative purposes. Hedge effectiveness is documented, assessed and monitored by employees who are qualified to make such assessments and monitor the instruments. Variables that are external to us such as social, political and economic risks may have an impact on our hedging program and the results thereof.

### *Income Taxes*

The Company accounts for income taxes using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in its financial statements or tax returns. The net deferred tax assets assume sufficient future earnings for their realization, as well as the continued application of currently anticipated tax rates. Included in net deferred tax assets is a valuation allowance for deferred tax assets, where management believes it is more-likely-than-not that the deferred tax assets will not be realized in the relevant jurisdiction. If the Company determines that a deferred tax asset will not be realizable, an adjustment to the deferred tax asset will result in a reduction of net income at that time. In addition, the Company follows the provisions of uncertain tax positions as addressed in ASC topic 740.

### *Quantitative Analysis*

During the three-year period ended December 31, 2016, we have not made any material changes in our assumptions underlying these critical accounting policies or to the related significant estimates. The results of our business underlying these assumptions have not differed significantly from our expectations.

While we believe the estimates we have made are proper and the related results of operations for the period are presented fairly in all material respects, other assumptions could reasonably be justified that would change the amount of reported net sales, cost of sales, and selling, general and administrative expenses as they relate to the provisions for

anticipated sales returns, allowance for doubtful accounts and inventory obsolescence reserves. For 2016, had these estimates been changed simultaneously by 5% in either direction, our reported gross profit would have increased or decreased by approximately \$0.5 million and selling, general and administrative expenses would have changed by approximately \$0.02 million. The collective impact of these changes on 2016 operating income, net income attributable to Inter Parfums, Inc., and net income attributable to Inter Parfums, Inc. per diluted common share would be an increase or decrease of approximately \$0.5 million, \$0.2 million and \$0.01, respectively.

## Results of Operations

Net Sales (in millions)	Years ended December 31,				
	2016	% Change	2015	% Change	2014
European based product sales	\$404.0	11	% \$362.7	(8	)% \$394.0
United States based product sales	117.1	11	% 105.8	1	% 105.3
Total net sales	\$521.1	11	% \$468.5	(6	)% \$499.3

Net sales increased 11% in 2016 to \$521.1 million, as compared to \$468.5 million in 2015. At comparable foreign currency exchange rates, net sales increased 12%. Net sales decreased 6% in 2015 to \$468.5 million, as compared to \$499.3 million in 2014. At comparable foreign currency exchange rates, net sales increased 1.5%. The average U.S. dollar/euro exchange rates were 1.11 in 2016 and 2015 and 1.33 in 2014.

European based prestige product sales increased 11% in 2016 to \$404.0 million, as compared to \$362.7 million in 2015. At comparable foreign currency exchange rates, European based prestige product sales increased 12.5%. European based prestige product sales decreased 8% in 2015 to \$362.7 million, as compared to \$394.0 million in 2014. At comparable foreign currency exchange rates, European based prestige product sales increased 1.8% in 2015.

In 2016, Montblanc, our largest brand, continued to lead the way in sales growth reaching \$121.7 million in brand sales, a 25% increase from the prior year. The successful launch of Montblanc *Legend Spirit* and the continued popularity of the original *Legend* line were important contributors to Montblanc brand sales. Our newer brands were also contributors to the increase in net sales. Coach brand sales, which commenced in the second half of 2016, were well ahead of expectations generating \$23.1 million in incremental sales. Strong demand for the *Eau de Rochas* and *Rochas Man* lines in Spain and France contributed to the successful integration of Rochas, and brand sales aggregated \$32.3 million in 2016. We began consolidating brand sales when we acquired Rochas in June 2015. In the absence of a major new product launch, Jimmy Choo fragrance sales declined 2% in 2016 as the bar was set unusually high in 2015 when brand sales were up 18% compared to the preceding year. Lanvin brand sales declined 13% in 2016 as that brand's product sales continue to be affected by the economic slowdowns in its two flagship markets of Russia and China. We hope to reverse that trend with the recent launch of a new scent by Lanvin, *Modern Princess*.

It was anticipated that 2015 was going to be very challenging from a currency perspective for our European based operations. The significant strength of the U.S. dollar began early on in 2015, and continued throughout the year. As mentioned above, the average U.S. dollar/euro exchange rate for all of 2015 was 1.11, as compared to 1.33 for 2014. The currency impact was most apparent with our three largest brands, led by Jimmy Choo, where brand sales for 2015 increased 41% in local currency, but only 18% in dollars, as compared to 2014. The excellent performance in Jimmy Choo fragrance sales reflects robust gains from the Jimmy Choo *Man* line, and the launch of Jimmy Choo *Illicit*, the brand's third women's fragrance initiative. With only a new line extension launched for the Lanvin brand in 2015,

sales were off only 6% in local currency, but 21% in dollars, in 2015 as compared to 2014. Montblanc brand sales increased 6% in local currency but declined 12% in dollars in 2015, as compared to 2014. The brand benefitted from both established scents, such as *Legend* and *Emblem* along with initial sales for the *Lady Emblem* line. The most disappointing performance was that of the Karl Lagerfeld brand, which saw brand sales decline 43% in local currency or 53% in dollars, as its initial 2014 launch did not gain the traction originally anticipated.

Irrespective of the strong U.S. dollar environment, we maintain confidence in our future as we continue to strengthen advertising and promotional investments supporting all portfolio brands, accelerate brand development and build upon the strength of our worldwide distribution network. For 2017, our first new product for Rochas, a women's fragrance, will be introduced early in the year, initially in about 12 countries. Also this winter, Lanvin *Modern Princess*, which recently debuted in France, will roll out in wider international distribution. A multi-scent collection for Boucheron is now in selective distribution, and come this spring, we have important new initiatives unveiling for the Jimmy Choo signature scent for women and Jimmy Choo Man, with a brand extension for each. A fragrance duo is in the pipeline for the Karl Lagerfeld brand next summer, and our first men's scent for Coach will launch in the fall.

United States based product sales increased 11% in 2016 to \$117.1 million, as compared to \$105.8 million in 2015. International distribution of our first new Abercrombie & Fitch men's scent, First Instinct, and the Hollister duo, Wave, were major contributors to our top line growth in 2016 as they were rolled out into several international markets throughout the year. Dunhill, which launched its *Icon* fragrance line in early 2015, continues to be a consistent top performing brand. Sales increased 4% in 2016 despite a difficult comparison to 2015, where Dunhill brand sales were up 37% compared to the prior year. The success of the 2015 launch of Dunhill *Icon* has enabled Dunhill to quickly become the largest brand within our United States operations.

Although Oscar de la Renta brand sales had increased 18% in 2015, benefitting from the 2015 launch of *Extraordinary* by Oscar de la Renta, sales of this brand decreased 28% in 2016 due to large part to the absence of any major product launch. For the Spring of 2017, we have a new Oscar de la Renta woman's scent ready to launch. In addition, sales of Anna Sui fragrances continued to be depressed due to negative market conditions in China throughout the 2014 to 2016 periods. We hope to reverse this trend and anticipate either stable sales or modest growth for Anna Sui fragrances for 2017.

For 2017, we expect our newest brands Abercrombie & Fitch and Hollister, to lead our growth story. Overall, growth within our United States based operations is expected to come from our prestige fragrance licenses, by launching new products and pursuing expanded distribution

Lastly, we hope to benefit our worldwide operations from our strong financial position to potentially acquire one or more brands, either on a proprietary basis or as a licensee. However, we cannot assure you that any new license or acquisition agreements will be consummated.

### *Net Sales to Customers by Region*

	Years ended December 31,		
	2016	2015	2014
	(in millions)		
North America	\$ 149.6	\$ 125.7	\$ 125.9
Western Europe	152.6	123.6	130.9
Eastern Europe	40.3	47.0	47.0
Central and South America	43.9	41.1	57.7
Middle East	42.2	41.9	40.3
Asia	81.5	78.2	85.6
Other	11.0	11.0	11.9
	\$ 521.1	\$ 468.5	\$ 499.3

In 2016, we continued to feel the effect of negative market conditions in Eastern Europe, the Middle East and China, while Western Europe and North America continued to perform well.

For 2015 compared to 2014, the results demonstrate the effect of negative market conditions in China and South America. The 2015 decline in Western Europe includes the effect of the 17% devaluation of the euro against the dollar and the difficult comparison for Karl Lagerfeld brand sales in 2015 compared to the initial launch of that brand in the 2014 period.

### *Gross Margins*

	Years ended December 31,		
	2016	2015	2014
	(in millions)		
Net sales	\$ 521.1	\$ 468.5	\$ 499.3
Cost of sales	194.6	179.0	212.3
Gross margin	\$ 326.5	\$ 289.5	\$ 287.0

Gross margin as a percent of net sales    62.7 %   61.8 %   57.5 %

As a percentage of net sales, gross profit margins were 62.7%, 61.8%, and 57.5% in 2016, 2015 and 2014, respectively. For European operations, gross profit margin was 66%, 65% and 60% in 2016, 2015 and 2014, respectively. The margin fluctuation as a percentage of sales for European operations in 2016, as compared to 2015, is primarily the result of increased product sales, much of which was through our distribution subsidiaries that sell product directly to retailers. In addition to increased sales of Montblanc and Coach product sold through our United States distribution subsidiary, the Rochas brand was also a major contributor as its sales are concentrated in France and Spain, both of which are countries where we distribute directly to retailers.

We carefully monitor movements in foreign currency exchange rates as almost 40% of our European based operations net sales is denominated in U.S. dollars, while most of our costs are incurred in euro. From a margin standpoint, a strong U.S. dollar has a positive effect on our gross margin while a weak U.S. dollar has a negative effect. The average dollar/euro exchange rate was 1.11 in 2016 and 2015 and 1.33 in 2014. Although currency fluctuation had only a minor effect on gross margin as a percentage of sales in our European operations for 2016, in 2015 it was the primary cause of the gross margin fluctuation.

For United States operations, gross profit margin was 50% for both 2016 and 2015 and 48% in 2014. Sales growth in recent years for our United States operations has primarily come from higher margin prestige product licenses while sales of other lower margin fragrance products have been in a decline.

Costs relating to purchase with purchase and gift with purchase promotions are reflected in cost of sales and aggregated \$30.0 million, \$25.4 million and \$24.4 million in 2016, 2015 and 2014, respectively, and represented 5.8%, 5.4% and 4.9% of net sales, respectively.

Generally, we do not bill customers for shipping and handling costs and such costs, which aggregated \$5.1 million, \$4.7 million and \$5.2 million in 2016, 2015 and 2014, respectively, are included in selling, general and administrative expenses in the consolidated statements of income. As such, our Company's gross margins may not be comparable to other companies, which may include these expenses as a component of cost of goods sold.

***Selling, General & Administrative Expenses***

	Years ended December 31,		
	2016	2015	2014
	(in millions)		
Selling, general & administrative expenses	\$258.8	\$228.3	\$233.6
Selling, general & administrative expenses as a percent of net sales	50 %	49 %	47 %

Selling, general and administrative expenses increased 13% in 2016 as compared to 2015 and decreased 2% in 2015 as compared to 2014. As a percentage of sales, selling, general and administrative expenses were 50%, 49% and 47% in 2016, 2015 and 2014, respectively. For European operations, selling, general and administrative expenses increased 14% in 2016, as compared to 2015 and represented 53% of sales in 2016 as compared to 52% in 2015. As discussed in more detail below, the 2016 increase is primarily from increased promotion and advertising expenditures.

For United States operations, selling, general and administrative expenses increased 9% in 2016 and represented 38% of sales, as compared to 39% in 2015. This increase is in line with sales growth from our newest prestige product licenses, such as Abercrombie & Fitch, Hollister and Dunhill, all of which bear royalty and advertising expenses.

Promotion and advertising included in selling, general and administrative expenses aggregated \$99.0 million, \$83.8 million and \$86.7 million in 2016, 2015 and 2014, respectively. Promotion and advertising as a percentage of sales



represented 19.0%, 17.9% and 17.4% of net sales in 2016, 2015 and 2014, respectively. As planned, we invest heavily in promotional spending to support new product launches and continued worldwide building of brand awareness for our brand portfolio.

Royalty expense included in selling, general and administrative expenses aggregated \$37.8 million, \$33.8 million and \$35.6 million in 2016, 2015 and 2014, respectively. Royalty expense as a percentage of sales represented 7.3%, 7.2% and 7.1% of net sales in 2016, 2015 and 2014, respectively. The small increases are the result of increased licensing activities within our U.S. operations.

Service fees, which are fees paid to third parties relating to the activities of our distribution subsidiaries, aggregated \$9.9 million, \$12.3 million and \$11.1 million in 2016, 2015 and 2014, respectively. Service fees decreased in 2016 as a result of our U.S. distribution subsidiary, Interparfums Luxury Brands, Inc.'s 2016 conversion to an in-house sales team model. However, much of this savings was mitigated by an increase in compensation costs of the in-house sales team. Approximately two-thirds of the 2015 increase in service fees was the result of higher fees paid in the U.S. resulting from increased sales. The balance of the increase is from the addition of our newly formed distribution subsidiary in Spain, Parfums Rochas.

### ***Buyout of License***

In December 2016, the Company reached an agreement with the Balmain brand calling for Balmain to buyout the Balmain license agreement, effective December 31, 2016, in exchange for a payment aggregating €5.4 million (approximately \$5.7 million). As a result of the buyout, the Company recognized a gain of \$4.7 million and expects to receive the buyout payment by April 30, 2017. The Company has a three month inventory sell-off period ending March 31, 2017 and Balmain has also agreed to purchase all remaining inventory and tangible assets.

### ***Impairment Loss***

The Company reviews intangible assets with finite lives for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Product sales of our Karl Lagerfeld brand have not met with our original expectations. During the fourth quarter of 2016, the Company decided that it will most likely exercise its rights for an early termination of the Karl Lagerfeld license in 2024, rather than continue the license through its original expiration in 2032. As a result of the shortened expected life of the license, the Company recorded an impairment loss of \$5.7 million as of December 31, 2016.

### ***Income from Operations***

As a result of the above analysis regarding net sales, gross profit margins, selling, general and administrative expenses, buyout of license and impairment loss, income from operations increased 9% to \$66.7 million in 2016 as compared to 2015, after increasing 15% to \$61.2 million in 2015 from \$53.4 million in 2014. Operating margins aggregated 12.8%, 13.1% and 10.7% for the years ended December 31, 2016, 2015 and 2014, respectively. Excluding the gain on buyout of license and impairment loss, income from operations in 2016 would have aggregated \$67.7 million, an increase of 10.6%, compared to 2015 and represented an operating margin of 13.0%. In summary, for the past two years, the increase in gross margin was mitigated by an increase in selling, general and administrative expenses, primarily promotion and advertising expenditures, explaining the effect on operating margin. The Company plans to continue to increase sales without a substantial increase in fixed costs. Our goal is to reach an operating margin of at least 14% in the coming years.

### ***Other Income and Expenses***

Interest expense aggregated \$2.3 million, \$2.8 million and \$1.5 million in 2016, 2015 and 2014, respectively. The significant increase in 2015 is related to the financing of the Rochas brand acquisition and includes an approximate \$1.0 million loss in 2015 relating to the interest rate swap. There was a small gain on the swap in 2016. We use the credit lines available to us, as needed, to finance our working capital needs as well as our financing needs for acquisitions. Loans payable – banks and long-term debt including current maturities aggregated \$74.6 million, \$98.6 million and \$0.3 million as of December 31, 2016, 2015 and 2014, respectively.

Foreign currency gains or (losses) aggregated (\$0.6) million (\$0.9) million and \$0.9 million in 2016, 2015 and 2014, respectively. Currency exchange rates were extremely volatile during the first quarter of 2015. The 2015 loss includes approximately \$2.4 million in losses from intercompany balances of our majority owned subsidiary, Interparfums SA, and its other foreign subsidiaries, which were not hedged. We typically enter into foreign currency forward exchange contracts to manage exposure related to receivables from unaffiliated third parties denominated in a foreign currency and occasionally to manage risks related to future sales expected to be denominated in a foreign currency. Almost 40% of 2016 net sales of our European operations were denominated in U.S. dollars.

Interest and dividend income aggregated \$3.3 million, \$3.0 million and \$3.9 million in 2016, 2015 and 2014, respectively. Cash and cash equivalents and short-term investments are primarily invested in certificates of deposit with varying maturities.

### ***Income Taxes***

Our effective income tax rate was 35.5%, 35.6% and 34.2% in 2016, 2015 and 2014, respectively, and differs from statutory rates due to the effect of state and local taxes and tax rates in foreign jurisdictions. The effective tax rate for our European operations was 35.9%, 36% and 33.5% in 2016, 2015 and 2014, respectively. The French Tax Authorities examined the 2012 tax return of Interparfums SA, and in August 2015 issued a \$6.9 million tax adjustment. The main issues challenged by the French Tax Authorities related to the commission rate and royalty rate paid to Interparfums Singapore Pte. and Interparfums (Suisse) SARL, respectively. Interparfums Singapore Pte. and Interparfums (Suisse) SARL are wholly-owned subsidiaries of Interparfums SA. Due to the subjective nature of the issues involved, in April 2016, Interparfums SA reached an agreement in principle to settle the entire matter with the French Tax Authorities. The settlement requires Interparfums SA to pay a tax assessment of \$1.9 million covering the issues for not only the 2012 tax year, but also covering the issues for the tax years ended 2013 through 2015. The settlement also includes an agreement as to future acceptable commission and royalty rates, which is not expected to have a significant impact on cash flow. The settlement, which is subject to formal documentation with the French Tax Authorities, was accrued as of March 31, 2016. In addition, the 2016 effective tax rate for European operations was favorably impacted by approximately 1.5%, due to lower tax rates in France, Spain, and the United States. The

increase in 2015 is primarily the result of higher 2015 profits in high tax rate jurisdictions as compared to 2014.

The effective tax rate for our U.S. operations was 34.0%, 35.1% and 36.5% in 2016, 2015 and 2014, respectively. The early adoption in 2016 of Accounting Standards Update 2016-09 (“ASU 2016-09”) resulted in the recognition of excess tax benefits of \$0.4 million in our provision for income taxes rather than in additional paid-in capital. Under previous guidance, excess tax benefits and certain tax deficiencies from share-based compensation arrangements were recorded in additional paid-in capital when the awards vested or were settled. ASU 2016-09 requires that all excess tax benefits and all tax deficiencies be recognized as income tax expense or benefit in the income statement and adoption is on a prospective basis. In 2015, changes in allocation percentages related to state and local taxes of our U.S. operations resulted in a reduced effective tax rate.

Other than as discussed above, we did not experience any significant changes in tax rates, and none were expected in jurisdictions where we operate.

### *Net Income and Earnings per Share*

	Year ended December 31,		
	2016	2015	2014
	(In thousands except share and per share data)		
Net income attributable to European operations	\$ 35,037	\$ 31,328	\$ 29,276
Net income attributable to United States operations	8,211	7,641	8,069
Net income	43,248	38,969	37,345
Less: Net income attributable to the noncontrolling interest	9,917	8,532	7,909
Net income attributable to Inter Parfums, Inc.	\$ 33,331	\$ 30,437	\$ 29,436
Net income attributable to Inter Parfums, Inc. common shareholders:			
Basic	\$ 1.07	\$ 0.98	\$ 0.95
Diluted	1.07	0.98	0.95
Weighted average number of shares outstanding:			
Basic	31,072,328	30,996,137	30,931,308
Diluted	31,175,598	31,100,215	31,060,326

Net income has continued to increase over the past three years and aggregated \$43.2 million, \$39.0 million and \$37.3 million in 2016, 2015 and 2014, respectively. Net income attributable to European operations was \$35.0 million, \$31.3 million and \$29.3 million in 2016, 2015 and 2014, respectively, while net income attributable to United States operations was \$8.2 million, \$7.6 million and \$8.1 million in 2016, 2015 and 2014, respectively. The significant fluctuations in net income for European operations in are directly related to the previous discussions relating to changes in sales, gross profit margins, selling, general and administrative expenses, buyout of license, impairment loss, and the pending settlement with the French Tax Authorities. In summary, improved gross profit margins in 2016 were offset by increased advertising and promotional expenditures. In addition, for our European operations, net income includes the effects of the \$4.7 million gain on buyout of license, \$5.7 million impairment loss and the \$1.9 million pending income tax settlement with the French Tax Authorities.

For United States operations, in summary, in 2016 sales increased 11% while gross margins as a percentage of sales were unchanged and selling, general and administrative expenses increased 9%, as compared to the corresponding period of the prior year.

The noncontrolling interest arises primarily from our 73% owned subsidiary in Paris, Interparfums SA, which is also a publicly traded company as 27% of Interparfums SA shares trade on the NYSE Euronext. Net income attributable to the noncontrolling interest is related to the profitability of our European operations, and aggregated 28.3%, 27.2% and 27.0% of European operations net income in 2016, 2015 and 2014, respectively. Net income attributable to Inter Parfums, Inc. aggregated \$33.3 million, \$30.4 million and \$29.4 million in 2016, 2015 and 2014, respectively. Net margins attributable to Inter Parfums, Inc. aggregated 6.4%, 6.5% and 5.9% in 2016, 2015 and 2014, respectively.

See information regarding Regulation S-K Item 10(e), “Use of Non-GAAP Financial Measures in commission filings,” on page v of this Form 10-K.

***Adjusted Net Income Attributable to Inter Parfums, Inc.***

Adjusted Net Income Attributable to Inter Parfums, Inc., is deemed a “non-GAAP financial measure” under the rules of the Securities and Exchange Commission. This non-GAAP measure is calculated using GAAP amounts derived from our consolidated financial statements. Adjusted net income attributable to Inter Parfums, Inc. has limitations and should not be considered in isolation or as a substitute for net income, operating income, cash flow from operations or other consolidated income or cash flow data prepared in accordance with GAAP. Because not all companies use identical calculations, this presentation of adjusted income may not be comparable to a similarly titled measure of other companies.

***Adjusted Net Income Attributable to Inter Parfums, Inc. Reconciliation***

Adjusted net income attributable to Inter Parfums, Inc. is defined as net income attributable to Inter Parfums, Inc., plus the previously discussed pending nonrecurring tax settlement, net of the portion of the settlement attributable to the noncontrolling interest. We believe that certain investors would consider adjusted net income attributable to Inter Parfums, Inc. a useful means of evaluating our financial performance. The following table provides a reconciliation of net income attributable to Inter Parfums, Inc. to adjusted net income attributable to Inter Parfums, Inc. for the periods indicated.

	Year ended December 31,		
	2016	2015	2014
	(In thousands except share and per share data)		
Net income attributable to Inter Parfums, Inc.	\$ 33,331	\$ 30,437	\$ 29,436
	1,400	—	—



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Pending nonrecurring tax settlement (net of portion attributable to the noncontrolling interest of \$500)			
Net income attributable to Inter Parfums, Inc.	\$ 34,731	\$ 30,437	\$ 29,436
Adjusted net income attributable to Inter Parfums, Inc. common shareholders:			
Basic	\$ 1.12	\$ 0.98	\$ 0.95
Diluted	1.11	0.98	0.95
Weighted average number of shares outstanding:			
Basic	31,072,328	30,996,137	30,931,308
Diluted	31,175,598	31,100,215	31,060,326

## Liquidity and Capital Resources

The Company's financial position remains strong. At December 31, 2016, working capital aggregated \$338 million and we had a working capital ratio of almost 3.4 to 1. Cash and cash equivalents and short-term investments aggregated \$256 million most of which is held in euro by our European operations and is readily convertible into U.S. dollars. We have not had any liquidity issues to date, and do not expect any liquidity issues relating to such cash and cash equivalents and short-term investments held by our European operations. Approximately 88% of the Company's total assets are held by European operations. In addition to the cash and cash equivalents and short-term investments referred to above, approximately \$174 million of trademarks, licenses and other intangible assets are held by European operations.

The Company hopes to benefit from its strong financial position to potentially acquire one or more brands, either on a proprietary basis or as a licensee. Opportunities for external growth continue to be examined, with the priority of maintaining the quality and homogeneous nature of our portfolio. However, we cannot assure you that any new license or acquisition agreements will be consummated.

Cash provided by operating activities aggregated \$54.6 million, \$50.1 million and \$36.6 million in 2016, 2015 and 2014, respectively. In 2016, working capital items used \$0.2 million in cash from operating activities, as compared to \$0.6 million in 2015 and \$10.9 million in 2014. Although accounts receivable is up from that of the prior year, days sales outstanding remained relatively consistent at 71 days in 2016, as compared to 75 days and 66 days in 2015 and 2014, respectively. Inventory days on hand aggregated 185 days in 2016, as compared to 213 days in 2015 and 198 days in 2014, respectively. Fluctuations are primarily a function of new product launch dates. The high level of days on hand in 2015 reflects the inventory buildup needed to support product development for the newest brands, as new scents for Coach, Abercrombie & Fitch and Hollister each made their debut in 2016.

Cash flows used in investing activities reflect the purchase and sales of short-term investments by our European operations. These investments are primarily certificates of deposit with maturities greater than three months. At December 31, 2016, approximately \$76 million of such certificates of deposit contain penalties where we would forfeit a portion of the interest earned in the event of early withdrawal.

Our business is not capital intensive as we do not own any manufacturing facilities. However, on a full year basis, we spend approximately \$4.0 million on tools and molds, depending on our new product development calendar. Capital expenditures also include amounts for office fixtures, computer equipment and industrial equipment needed at our distribution centers.

In connection with the 2015 acquisition of the Rochas brand, we entered into a 5-year term loan payable in equal quarterly installments of €5.0 million (approximately \$5.3 million) plus interest. This term loan requires the maintenance of certain financial covenants, tested semi-annually, including a maximum leverage ratio and a minimum interest coverage ratio. The facility also contains new debt restrictions among other standard provisions. The Company is in compliance with all of the covenants and other restrictions of the debt agreements. In order to reduce exposure to rising variable interest rates, the Company entered into a swap transaction effectively exchanging the variable interest rate to a fixed rate of approximately 1.2%. The swap is a derivative instrument and is therefore recorded at fair value and changes in fair value are reflected in the accompanying consolidated statements of income.

Our short-term financing requirements are expected to be met by available cash on hand at December 31, 2016, cash generated by operations and short-term credit lines provided by domestic and foreign banks. The principal credit facilities for 2017 consist of a \$20.0 million unsecured revolving line of credit provided by a domestic commercial bank and approximately \$26.0 million in credit lines provided by a consortium of international financial institutions. There were no balances due from short-term borrowings as of December 31, 2016 and 2015.

Proceeds from sale of stock of subsidiary reflect the proceeds from shares issued by our French subsidiary, Interparfums SA, pursuant to options exercised. Purchase of subsidiary shares from noncontrolling interest represents the purchase of treasury shares of Interparfums SA, which are expected to be issued to Interparfums SA employees in 2019 pursuant to its Free Share Plan.

In January 2014, our Board of Directors authorized the continuation of the regular \$0.48 per share annual dividend for 2014, and in January 2015, our Board of Directors authorized an 8% increase to \$0.52 per share. In January 2016, the Board of Directors authorized a 15% increase in the annual dividend to \$0.60 per share, and in October 2016, our Board of Directors authorized an additional 13% increase in the annual dividend to \$0.68 per share. The next quarterly cash dividend of \$0.17 per share is payable on April 14, 2017 to shareholders of record on March 31, 2017. Dividends paid, including dividends paid once per year to noncontrolling stockholders of Interparfums SA, aggregated \$22.9 million, \$19.6 million and \$19.5 million for the years ended December 31, 2016, 2015 and 2014, respectively. The cash dividends to be paid in 2017 are not expected to have any significant impact on our financial position.

We believe that funds provided by or used in operations can be supplemented by our present cash position and available credit facilities, so that they will provide us with sufficient resources to meet all present and reasonably foreseeable future operating needs.

Inflation rates in the U.S. and foreign countries in which we operate did not have a significant impact on operating results for the year ended December 31, 2016.

***Contractual Obligations***

The following table summarizes our contractual obligations over the periods indicated, as well as our total contractual obligations (\$ in thousands):

Contractual Obligations	Payments due by period				
	Total	Less than 1 year	Years 2-3	Years 4-5	More than 5 years
Long-Term Debt	\$74,558	\$21,494	\$42,523	\$10,541	\$-0-
Operating Leases	\$27,635	\$5,390	\$9,596	\$6,697	\$5,952
Purchase Obligations <sup>(1)</sup>	\$907,206	\$113,633	\$226,386	\$234,357	\$332,830
Total	\$1,009,399	\$140,517	\$278,505	\$251,595	\$338,782

Consists of purchase commitments for advertising and promotional items, minimum royalty guarantees, including fixed or minimum obligations, and estimates of such obligations subject to variable price provisions. Future (1) advertising commitments were estimated based on planned future sales for the license terms that were in effect at December 31, 2016, without consideration for potential renewal periods and do not reflect the fact that our distributors share our advertising obligations.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.*****General***

We address certain financial exposures through a controlled program of risk management that primarily consists of the use of derivative financial instruments. We primarily enter into foreign currency forward exchange contracts in order to reduce the effects of fluctuating foreign currency exchange rates. We do not engage in the trading of foreign currency forward exchange contracts or interest rate swaps.

***Foreign Exchange Risk Management***

We periodically enter into foreign currency forward exchange contracts to hedge exposure related to receivables denominated in a foreign currency and to manage risks related to future sales expected to be denominated in a currency other than our functional currency. We enter into these exchange contracts for periods consistent with our

identified exposures. The purpose of the hedging activities is to minimize the effect of foreign exchange rate movements on the receivables and cash flows of Interparfums SA, our French subsidiary, whose functional currency is the euro. All foreign currency contracts are denominated in currencies of major industrial countries and are with large financial institutions, which are rated as strong investment grade.

All derivative instruments are required to be reflected as either assets or liabilities in the balance sheet measured at fair value. Generally, increases or decreases in fair value of derivative instruments will be recognized as gains or losses in earnings in the period of change. If the derivative is designated and qualifies as a cash flow hedge, then the changes in fair value of the derivative instrument will be recorded in other comprehensive income.

Before entering into a derivative transaction for hedging purposes, we determine that the change in the value of the derivative will effectively offset the change in the fair value of the hedged item from a movement in foreign currency rates. Then, we measure the effectiveness of each hedge throughout the hedged period. Any hedge ineffectiveness is recognized in the income statement.

At December 31, 2016, we had foreign currency contracts in the form of forward exchange contracts with notional amounts of approximately U.S. \$69.8 million, GB £1.8 million and JPY ¥50.0 million which all have maturities of less than one year. We believe that our risk of loss as the result of nonperformance by any of such financial institutions is remote.

### ***Interest Rate Risk Management***

We mitigate interest rate risk by monitoring interest rates, and then determining whether fixed interest rates should be swapped for floating rate debt, or if floating rate debt should be swapped for fixed rate debt. We entered into an interest rate swap in June 2015 on €100 million of debt, effectively exchanging the variable interest rate to a fixed rate of approximately 1.2%. This derivative instrument is recorded at fair value and changes in fair value are reflected in the accompanying consolidated statements of income.

## **Item 8. Financial Statements and Supplementary Data**

The required financial statements commence on page F-1.

### ***Supplementary Data***

#### **Quarterly Data (Unaudited)**

#### **For the Year Ended December 31, 2016**

(In Thousands Except Per Share Data)

1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Full Year
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Net sales	\$ 111,522	\$ 117,157	\$ 157,622	\$ 134,771	\$ 521,072
Gross margin	71,317	74,428	94,832	85,894	326,471
Net income	9,448	7,729	21,479	4,592	43,248
Net income attributable to Inter Parfums, Inc.	7,334	5,831	16,239	3,927	33,331
Net income attributable to Inter Parfums, Inc. per share:					
Basic	\$0.24	\$0.19	\$0.52	\$0.13	\$1.07
Diluted	\$0.24	\$0.19	\$0.52	\$0.13	\$1.07
Weighted average common shares outstanding:					
Basic	31,039	31,055	31,080	31,072	31,072
Diluted	31,115	31,160	31,197	31,231	31,176



**Quarterly Data (Unaudited)****For the Year Ended December 31, 2015**

(In Thousands Except Per Share Data)

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Full Year
Net sales	\$ 109,249	\$ 102,021	\$ 138,944	\$ 118,326	\$ 468,540
Gross margin	67,610	60,325	85,826	75,710	289,471
Net income	13,305	5,520	18,634	1,510	38,969
Net income attributable to Inter Parfums, Inc.	10,007	4,351	14,220	1,859	30,437
Net income attributable to Inter Parfums, Inc. per share:					
Basic	\$0.32	\$0.14	\$0.46	\$0.06	\$0.98
Diluted	\$0.32	\$0.14	\$0.46	\$0.06	\$0.98
Weighted average common shares outstanding:					
Basic	30,979	30,988	31,005	31,012	30,996
Diluted	31,072	31,107	31,098	31,125	31,100

**Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures.*****Evaluation of Disclosure Controls and Procedures***

Our Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of our disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rule 13a-15(e)) as of the end of the period covered by this annual report on Form 10-K (the "Evaluation Date"). Based on their review and evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of the Evaluation Date, our Company's disclosure controls and procedures were effective.

***Management's Annual Report on Internal Control over Financial Reporting***

The management of Inter Parfums, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13(a)-15(f) under the Securities Exchange Act of 1934. With the participation of the Chief Executive Officer and the Chief Financial Officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in *Internal Control – Integrated Framework (2013)*, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2016.

Our independent auditor, Mazars USA LLP, a registered public accounting firm, has issued its report on its audit of our internal control over financial reporting. This report appears below.

**Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting**

Board of Directors and Shareholders

Inter Parfums, Inc.

New York, New York

We have audited Inter Parfums, Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Inter Parfums, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of the changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Inter Parfums, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Inter Parfums, Inc. as of December 31, 2016 and the related consolidated statements of income, comprehensive income (loss), changes in shareholders' equity, cash flows and Schedule II for the year ended December 31, 2016 and our report dated March 13, 2017 expressed an unqualified opinion thereon.

Mazars USA LLP

/s/ Mazars USA LLP

New York, New York

March 13, 2017

***Changes in Internal Control Over Financial Reporting***

There has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act of 1934) that occurred during the fourth quarter of 2016 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. In 2015, the Company implemented *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

**Item 9B. Other Information.**

None.

## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

#### *Executive Officers and Directors*

As of the date of this report, our executive officers and directors were as follows:

Name	Position
Jean Madar	Chairman of the Board, Chief Executive Officer of Inter Parfums, Inc. and Director General of Interparfums SA
Philippe Benacin	Vice Chairman of the Board, President of Inter Parfums, Inc. and Chief Executive Officer of Interparfums SA
Russell Greenberg	Director, Executive Vice President and Chief Financial Officer
Philippe Santi	Director, Executive Vice President and Chief Financial Officer, Interparfums SA
François Heilbronn	Director
Jean Levy	Director
Robert Bensoussan	Director
Patrick Choël	Director
Michel Dyens	Director
Frederic Garcia-Pelayo	Executive Vice President and Chief Operating Officer of Interparfums SA

Our directors will serve until the next annual meeting of stockholders and thereafter until their successors shall have been elected and qualified. Messrs. Jean Madar and Philippe Benacin have a verbal agreement or understanding to vote their shares and the shares of their respective holding companies in a like manner.

With the exception of Mr. Benacin, the officers are elected annually by the directors and serve at the discretion of the board of directors. There are no family relationships between executive officers or directors of our Company.

#### *Board of Directors*

Our board of directors has the responsibility for establishing broad corporate policies and for the overall performance of our Company. Although certain directors are not involved in day-to-day operating details, members of the board of directors are kept informed of our business by various reports and documents made available to them. Our board of directors held 16 meetings (or executed consents in lieu thereof), including meetings of committees of the full board of directors during 2016, and all of the directors attended at least 75% of the meetings (or executed consents in lieu thereof) of the full board of directors and committees of which they were a member. Our board of directors presently consists of nine (9) directors.

We have adopted a Code of Business Conduct that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, as well as other persons performing similar functions, and we agree to provide to any person without charge, upon request, a copy of our Code of Business Conduct. Any person who requests a copy of our Code of Business Conduct should provide their name and address in writing to: Inter Parfums, Inc., 551 Fifth Avenue, New York, NY 10176, Att.: Shareholder Relations. In addition, our Code of Conduct is also maintained on our website, at [www.interparfumsinc.com](http://www.interparfumsinc.com).



During 2016, our board of directors had the following standing committees:

**Audit Committee** – The Audit Committee has the sole authority and is directly responsible for, the appointment, compensation and oversight of the work of the independent accountants employed by our company which prepare or issue audit reports for our company. During 2016, the Audit Committee consisted of Messrs. Heilbronn, Levy and Choël. The charter of the Audit Committee is posted on our company’s website.

The Company does not have an “audit committee financial expert” within the definition of the applicable Securities and Exchange Commission rules. First, finding qualified nominees to serve as a director of a public company without substantial financial resources has been challenging. Second, despite the applicable Securities and Exchange Commission rule which states that being named as the audit committee financial expert does not impose any greater duty, obligation or liability, our company has been met with resistance from both present and former directors to being named as such, primarily due to potential additional personal liability. However, as the result of the background, education and experience of the members of the Audit Committee, our board of directors believes that such committee members are fully qualified to fulfill their obligations as members of the Audit Committee.

**Executive Compensation and Stock Option Committee** – The Executive Compensation and Stock Option Committee oversees the compensation of our company’s executives and administers our company’s stock option plans. During 2016, the members of such committee consisted of Messrs. Heilbronn, Levy and Choël. The charter of the Executive Compensation and Stock Option Committee is posted on our company’s website.

**Nominating Committee** – The members of such committee consist of Messrs. Heilbronn, Levy and Choël. The purpose of the Nominating Committee is to determine and recommend qualified persons to the Board of Directors who will be put forth as management's slate of directors for vote of the Corporation's stockholders, as well as to fill vacancies in the Board of Directors. The charter of the Nominating Committee is posted on our company’s website.

### ***Business Experience***

The following sets forth biographical information as to the business experience of each executive officer and director of our company for at least the past five years.

*Jean Madar*

Jean Madar, age 56, a Director, has been the Chairman of the Board since our company's inception, and is a co-founder of our company with Mr. Philippe Benacin. From inception until December 1993 he was the President of our company; in January 1994, he became Director General of Interparfums SA, our company's subsidiary; and in January 1997, he became Chief Executive Officer of our company. Mr. Madar was previously the managing director of Interparfums SA, from September 1983 until June 1985. At such subsidiary, he had the responsibility of overseeing the marketing operations of its foreign distribution, including market research analysis and actual marketing campaigns. Mr. Madar graduated from The French University for Economic and Commercial Sciences (ESSEC) in 1983. We believe that Mr. Madar's skills in guiding, leading and determining the strategic direction of our company since its inception together with Mr. Benacin, in addition to his contacts in the fragrance and cosmetic industry, render him qualified to serve as a member of our board of directors.

*Philippe Benacin*

Mr. Benacin, age 58, a Director, is President of our Company and the Chief Executive Officer of Interparfums SA, has been the Vice Chairman of the Board since September 1991, and is a co-founder of our company with Mr. Madar. He was elected the Executive Vice President in September 1991, Senior Vice President in April 1993, and President of the Company in January 1994. In addition, he has been the Chief Executive Officer of Interparfums SA for more than the past five years. Mr. Benacin graduated from The French University for Economic and Commercial Sciences (ESSEC) in 1983. In June 2014 Mr. Benacin was elected as a member of the Supervisory Board of Vivendi, and Chairman of its Corporate Governance, Nominations and Remuneration Committee. We believe that Mr. Benacin's skills in guiding, leading and determining the strategic direction of our company since its inception together with Mr. Madar, in addition to his contacts in the fragrance and cosmetic industry, render him qualified to serve as a member of our board of directors.

*Russell Greenberg*

Mr. Greenberg, age 60, the Chief Financial Officer, was Vice-President, Finance when he joined the Company in June 1992; became Executive Vice President in April 1993; and was appointed to our board of directors in February 1995. He is a certified public accountant licensed in the State of New York, and is a member of the American Institute of Certified Public Accountants and the New York State Society of Certified Public Accountants. After graduating from The Ohio State University in 1980, he was employed in public accounting until he joined our company in June 1992. We believe that Mr. Greenberg's skills in accounting and tax, as well as his knowledge of the fragrance industry and our Company's operations, render him qualified to serve as a member of our board of directors.

*Philippe Santi*

Philippe Santi, age 55 and a Director since December 1999, is the Executive Vice President and Chief Financial Officer of Interparfums SA. Mr. Santi, who is a Certified Accountant and Statutory Auditor in France, has been the Chief Financial Officer of Interparfums SA since February 1995. Prior to February 1995, Mr. Santi was the Chief Financial Officer for Stryker France and an Audit Manager for Ernst and Young. We believe that Mr. Santi's skills in accounting and tax, as well as his knowledge of the fragrance industry and our Company's European operations, render him qualified to serve as a member of our board of directors.

*Francois Heilbronn*

Mr. Heilbronn, age 56, a Director since 1988, an independent director and a member of the Audit Committee, Nominating Committee and the Executive Compensation and Stock Option Committee, is a graduate of Harvard Business School with a Master of Business Administration degree and is currently the managing partner of the consulting firm of M.M. Friedrich, Heilbronn & Fiszer. He was formerly employed by The Boston Consulting Group, Inc. from 1988 through 1992 as a manager. Mr. Heilbronn graduated from Institut d' Etudes Politiques de Paris in June 1983. From 1984 to 1986, he worked as a financial analyst for Lazard Freres & Co. In addition, during 2009, Mr. Heilbronn became an Associate Professor in Business Strategy at Sciences Po, Paris, France. As the result of his business and financial acumen, as well as his experience as managing partner of a business consulting firm in the area of mergers and acquisitions of large international companies in retail, consumer goods and consumer services throughout the world, we believe Mr. Heilbronn is qualified to serve as a member of our board of directors.

*Jean Levy*

Jean Levy, age 84, a Director since August 1996, an independent director and a member of the Audit Committee, Nominating Committee and the Executive Compensation and Stock Option Committee, worked for twenty-seven years at L'Oreal, and was the President and Chief Executive Officer of Cosmair, the exclusive United States licensee of L'Oreal, from 1983 through June 1987. In addition, he is the former President and Chief Executive Officer of Sanofi Beaute (France). For more than the past five years, Mr. Levy has been an independent advisor as well as a consultant for economic development to local governments in France. A graduate of l'Institut d'Etudes Politiques de Paris, he also attended Yale Graduate School and was a recipient of a Fulbright Scholarship. He was also a Professor at l'Institut d'Etudes Politiques de Paris. He was formerly a director of Zannier Group and Escada Beaute Worldwide and Rallye, S.A. In addition, Mr. Levy was also a director (Chairman of the Board until October 2001) of Financière d'Or, and its subsidiary, Histoire d'Or which is in the retail jewelry business. Mr. Levy was formerly a consultant to Ernst & Young, Paris through 2004. Due to Mr. Levy having over thirty years' experience as an executive officer, including more than ten years as President and Chief Executive Officer of well-known cosmetic companies such as Cosmair and Sanofi Beaute (France), we believe he is qualified to serve as a member of our board of directors.

*Robert Bensoussan*

Robert Bensoussan, age 58, has been a Director since March 1997, and also is an independent director. Mr. Bensoussan is the co-founder of Sirius Equity, a retail and branded luxury goods investment company. Since 2008, Sirius has invested in UK shoe and clothing retailer LK Bennett, Italian sportswear retailer and wholesaler Jeckerson Spa and feelunique.com, Europe's largest online beauty retailer. Mr. Bensoussan served previously as Executive Chairman and CEO of LK Bennett and is now Non-Executive Chairman. He has also acted as the Non-Executive Chairman of Jerkerson Spa since May 2008 and of feelunique.com since December 2012. Mr. Bensoussan is a board member of lululemon athletica inc. He is also a member of three private Boards, including Men's retailer Celio International (Belgium), Zen Cars (Belgium), an electric car rental company, and Eagle Moss Ltd. (UK) a part-works publisher. Previously Mr. Bensoussan was as director of, and had an indirect ownership interest J. Choo Limited until July 2011, and CEO (from 2001 to 2007) and a member of the Board of Jimmy Choo Ltd (from 2001 to 2011), a privately held luxury shoe wholesaler and retailer. We believe Mr. Bensoussan is qualified to serve as a member of our board of directors due to his business and financial acumen, as well as his experience in the retail and branded luxury goods market.

*Patrick Choël*

Mr. Choël, age 73, was appointed to the board of directors in June 2006 as an independent director, and is a member of the Audit Committee, Nominating Committee and the Executive Compensation and Stock Option Committee. Mr. Choël is a director of our majority-owned subsidiary, Interparfums SA, a publicly held company, and Christian Dior and Guerlain, both privately held companies. He is also the manager of Université 82, a business consultant and advisor. For approximately 10 years, through March 2004, Mr. Choël worked as the President and CEO of two divisions of LVMH, first Parfums Christian Dior, a leading world-wide prestige beauty/fragrances business, and later, the LVMH Perfumes and Cosmetics Division, which included such well-known brands as Parfums Christian Dior, Guerlain, and Parfums Givenchy, among others. Prior to such time, for approximately 30 years, he worked at various executive positions at Unilever, including President and CEO of Elida Fabergé France and President and CEO of Chesebrough Pond's USA. We believe that Mr. Choël, who has previously worked as President and Chief Executive Officer of two divisions of LVMH Moët Hennessy Louis Vuitton S.A., which included such well-known brands as Parfums Christian Dior, Guerlain, and Parfums Givenchy, is qualified to serve as a member of our board of directors.

*Michel Dyens*

Michel Dyens, age 77, is the owner, Chairman and Chief Executive Officer of Michel Dyens & Co., which he founded more than 25 years ago. With headquarters in New York and Paris, Michel Dyens & Co. is a leading independent investment banking firm focused on mergers and acquisitions. Michel Dyens & Co. has vast experience in the luxury goods, beauty, spirits and other premium branded consumer goods in which it has concluded numerous landmark

deals. Michel Dyens & Co. has advised in such deals as the sale of the Grey Goose ultra-premium vodka brand to Bacardi, John Frieda Professional Hair Care and Molton Brown to the Kao Company, the Svedka vodka brand to Constellation Brands, Chambord liqueur to Brown-Forman, Harry Winston to Aber Diamond Company and Boucheron to Gucci. Michel Dyens & Co. also has a strong track record of deals in media and internet, including the deals in which AuFeminin was sold to Axel Springer and Cyréalís to M6, among others.

Recently, Michel Dyens & Co. represented Mr. ChinWook Lee, the founder and CEO of Dr. Jart+, for the sale of an interest in Have & Be Co. Ltd. to The Estée Lauder Companies. Michel Dyens & Co. also advised the shareholders of the largest independent hair color and hair care company in Brazil, Niely Cosméticos in the sale of the company to L'Oréal, as well as advising the owner of the super-premium liqueur St-Germain in the sale of the brand to Bacardi, the Colomer Group (American Crew and CND/Shellac brands) in its sale to Revlon, and Sydney Frank Importing Company in the sale of the company to Jaegermeister. Other recent transactions include the sale of Essie cosmetics business to L'Oréal, the acquisition of the Swiss watchmaker Hublot by LVMH, the sale of TIGI (BedHead and Catwalk brands) to Unilever and the sale of NIOXIN Research Laboratories to Procter & Gamble.

Mr. Dyens is also the owner of Varenne Enterprises, a media company which he founded more than 25 years ago. From April 2004 to September 2014, Mr. Dyens was an independent director of Interparfums SA, a majority-owned subsidiary of the Company, which has its shares publicly traded on the Euronext Exchange. We believe Mr. Dyens is qualified to serve as a member of our board of directors due to his knowledge of our company's luxury business, his business and financial acumen, as well as his experience in the luxury goods market.

*Frederic Garcia-Pelayo*

Frederic Garcia-Pelayo, age 57, has been with Interparfums SA for more than the past 20 years. He is currently the Executive Vice President and Chief Operating Officer of Interparfums SA, and was previously the Director of its Luxury and Fashion division beginning in March 2005. He was also previously the Director of Marketing and Distribution for Perfume and Cosmetics and was first named Executive Vice President in 2004.

***Section 16(a) Beneficial Ownership Reporting Compliance***

Based solely upon a review of Forms 3, 4 and 5 and any amendments to such forms furnished to us, and written representations from various reporting persons furnished to us, except as set forth below, we are not aware of any reporting person who has failed to file the reports required to be filed under Section 16(a) of the Securities Exchange Act of 1934 on a timely basis.

**Item 11. Executive Compensation**

***Compensation Discussion and Analysis***

*General*

The executive compensation and stock option committee of our board of directors is comprised entirely of independent directors and oversees all elements of compensation (base salary, annual bonus, long-term incentives and perquisites) of our company's executive officers and administers our company's stock option plans, other than the non-employee directors stock option plan, which is self-executing.



The objectives of our compensation program are designed to strike a balance between offering sufficient compensation to either retain existing or attract new executives on the one hand, and maintaining compensation at reasonable levels on the other hand. We do not have the resources comparable to the cosmetic giants in our industry, and, accordingly, cannot afford to pay excessive executive compensation. In furtherance of these objectives, our executive compensation packages generally include a base salary, as well as annual incentives tied to individual performance and long-term incentives tied to our operating performance.

Mr. Madar, the Chairman and Chief Executive Officer, takes the initiative after discussions with Mr. Russell Greenberg, Executive Vice President, Chief Financial Officer and a Director, and recommends executive compensation levels for executives for United States operations. Mr. Benacin, the Chief Executive Officer of Interparfums SA, takes the initiative after discussions with Philippe Santi, the Chief Financial Officer of Interparfums SA, and recommends executive compensation levels for executives in European operations. The recommendations are presented to the compensation committee for its consideration, and the compensation committee makes a final determination regarding salary adjustments and annual award amounts to executives, including Jean Madar and Philippe Benacin. Messrs. Madar and Benacin are not present during deliberations or determination of their executive compensation by the compensation committee. Further, Messrs. Madar and Benacin, in addition to being executive officers and directors, are our largest beneficial shareholders, and therefore, their interests are aligned with our shareholder base in keeping executive compensation at a reasonable level.

The compensation committee was pleased that the most recent shareholder advisory vote on executive compensation held at our last annual meeting of shareholders in September 2016 overwhelmingly approved the compensation policies and decisions of the compensation committee. The compensation committee has determined to continue its present compensation policies in order to determine similar future decisions.

Our compensation committee believes that individual executive compensation is at a level comparable with executives in other companies of similar size and stage of development that operate in the fragrance industry, and takes into account our company's performance as well as our own strategic goals. Further, the compensation committee believes that its present policies to date, with its emphasis on rewarding performance, has served to focus the efforts of our executives, which in turn has permitted our company to weather economic and political turmoil in certain parts of the world and keep our company on track for continued profitability, which management believes will result in enhanced shareholder value.

### *Elements of Compensation*

#### *General*

The compensation of our executive officers is generally comprised of base salaries, including a fee paid to the holding companies of each of Messrs. Madar and Benacin, annual cash bonuses and long-term equity incentive awards. In determining specific components of compensation, the compensation committee considers individual performance, level of responsibility, skills and experience, other compensation awards or arrangements and overall company performance. The compensation committee reviews and approves all elements of compensation for all of our executive officers taking into consideration recommendations from the Chief Executive Officer of our company and the Chief Executive Officer of Interparfums SA, as well as information regarding compensation levels at competitors in our industry.

Our named executive officers have all been with the company for more than the past ten (10) years, with Messrs. Madar and Benacin being founders of the company in 1985. As Messrs. Madar and Greenberg for United States operations, and Benacin and Santi for European operations, are most familiar with the individual performance, level of responsibility, skills and experience of each executive officer in their respective operating segments, the compensation committee relies upon the information provided by such executive officers in determining individual performance, level of responsibility, skills and experience of each executive officer.

The compensation committee views the competitive market place very broadly, which would include executive officers from both public and privately held companies in general, including fashion and beauty companies, but not limited to the peer companies contained in the corporate performance graph contained in our annual report. Rather than tie the compensation committee's determination of compensation proposals to any specific peer companies, the members of our committee have used their business experience, judgment and knowledge to review the executive compensation proposals recommended to them by Mr. Madar for United States operations and Mr. Benacin for European operations. As such, compensation committee did not determine the need to "benchmark" of any material item of compensation or overall compensation.

The members of the compensation committee have extensive experience and business acumen and are well qualified in determining the appropriateness of executive compensation levels. Mr. Heilbronn is a managing partner of a business consulting firm in the area of mergers and acquisitions of large international companies in retail, consumer goods and consumer services throughout the world. Mr. Levy has over thirty years' experience as an executive officer, including more than ten years as President and Chief Executive Officer of well-known cosmetic companies such as Cosmair and Sanofi Beaute (France). Mr. Choël, the final committee member, is presently a business consultant and advisor, who previously worked as President and Chief Executive Officer of two divisions of LVMH Moët Hennessy Louis Vuitton S.A., which included such well-known brands as Parfums Christian Dior, Guerlain, and Parfums Givenchy. Mr. Choël has also been President and CEO of both Elida Fabergé France and Chesebrough Pond's USA.

#### *Base Salary*

Base salaries for executive officers are initially determined by evaluating the responsibilities of the position held and the experience of the individual, and by reference to the competitive market place for executive talent. Base salaries for executive officers are reviewed on an annual basis, and adjustments are determined by evaluating our operating performance, the performance of each executive officer, as well as whether the nature of the responsibilities of the executive has changed.

As stated above, as Messrs. Madar and Greenberg for United States operations, and Benacin and Santi for European operations, are most familiar with the individual performance, level of responsibility, skills and experience of each executive officer in their respective segments, the committee relies upon the information provided by such executive

officers in determining individual performance, level of responsibility, skills and experience of each executive officer.

For executive officers of United States operations, the bulk of their annual compensation is in base salary including a fee paid to the holding company for Mr. Madar for services rendered outside the United States. However, for executive officers of European operations base salary comprises a smaller percentage of overall compensation. We have paid a lower percentage of overall compensation in the form of base salary to executive officers of European operations for several years, principally because European operations historically have had higher profitability than United States operations, and European operations are run differently from United States operations by the Chief Executive Officer of European operations, Mr. Benacin. As the result of this historically higher profitability, European operations have had the ability to pay higher bonus compensation in addition to base salary. As bonus compensation is and has historically been discretionary, no targets were set in order to maintain flexibility. Further, if results of operations for European operations were not satisfactory (again, no target amounts were set to maintain flexibility), then bonus compensation, as well as overall compensation could be lowered without otherwise affecting base salary. Finally, by keeping annual bonus compensation at a higher percentage of overall compensation and base salary at a lower percentage, our company benefits because the base amount for annual salary adjustments would be smaller.

For 2016, Mr. Benacin did not receive any increase in his base salary of €420,000 (\$465,000), while in 2015, Mr. Benacin did receive a modest increase of €6,000 from €414,000 to €420,000. Further, Mr. Benacin's personal holding company received the same \$250,000 in 2016 that he received in 2015 and 2014 for services rendered outside of the United States by Mr. Benacin for the benefit of the Company's United States operations in his capacity as President of our company. Payment is being made by the Company's United States operations to Mr. Benacin's holding company in accordance with the consulting agreement with Mr. Benacin's holding company, which provides for review on an annual basis of the amount of compensation payable to such company.

The compensation committee took into account the following salient factors in authorizing payment to Mr. Benacin's holding company— services rendered to United States operations for several years by Mr. Benacin in connection with licensing and distribution of international brands, as well as future services to be performed by Mr. Benacin internationally relating to licensing and distribution of international brands for United States operations.

For 2016, two named executive officers of Interparfums SA, Mr. Philippe Santi, Executive Vice President and the Chief Financial Officer of Interparfums SA, and Mr. Frederic Garcia-Pelayo, Executive Vice President and Chief Operating Officer of Interparfums SA, each received €7,200 (\$8,000) salary increases that brought their 2016 base salaries to €307,200 (\$340,000), which was in line with their modest increases in their base salaries to €300,000 and €294,000 in 2015 and 2014, respectively. The compensation committee considered the recommendations of Mr. Benacin, results of operations for the year, as well as the services performed for European operations by Messrs. Santi and Garcia-Pelayo in authorizing these salary levels.

A different approach is taken for United States operations as that segment is smaller and less profitable. A more significant base salary is paid in order to attract and retain employees with the skills and talents needed to run the operation with a lesser emphasis placed on bonuses. Neither of the executive officers for United States operations have employment agreements (although Mr. Madar's personal holding company has a consulting agreement that provides for review on an annual basis of the amount of compensation payable to such company), as we believe that having flexibility in structuring annual base salary is a benefit, which permits us to act quickly to meet a changing economic environment.

For each of 2016, 2015 and 2014, Mr. Madar's base salary remained steady and aggregated \$630,000, which includes \$250,000 received by Mr. Madar's personal holding company in each year for services rendered outside of the United States by Mr. Madar in his capacity as Chief Executive Officer. In determining Mr. Madar's base salary including the consulting fee for 2016, the Committee took into account Mr. Madar's leadership of our company in general, the increasing profitability of United States operations over the past several years, and his leadership in assisting United States operations in obtaining new licensing opportunities and his assistance in developing new products and expanding international distribution of U.S. operations.

Russell Greenberg, the Executive Vice President and Chief Financial Officer, has received the same \$30,000 increase in base salary for 2016, 2015 and 2014, and for 2016 his base salary was \$600,000. In connection with these increases in salary, the Compensation Committee considered the following material factors in granting Mr. Greenberg his salary increases: his individual performance, level of responsibility, skill and experience, as well as the recommendation of the Chief Executive Officer.

Mr. Andy Clarke was the President of Inter Parfums USA, LLC, the largest subsidiary of the United States operations until he left the Company on December 31, 2016. For each of 2016, 2015 and 2014, he received a modest \$10,000 increase in base salary, reaching a high of \$340,000 in 2016. Beginning in 2012 in lieu of a base salary increase, Mr. Clarke was awarded a commission on certain sales that he was instrumental in bringing to our company. For 2016, 2015 and 2014, Mr. Clarke received commissions relating to those sales of \$167,693, \$225,341 and \$217,232, respectively. For a detailed discussion of Mr. Clarke's commission structure for 2016, 2015 and 2014, please see "*Bonus Compensation/Annual Incentives*". The Compensation Committee considered Mr. Clarke's contribution to sales growth of our company's United States operations as well as the integration of several new licensed brands into United States operations as the basis for increasing his base salary.

#### *Bonus Compensation/Annual Incentives*

As discussed above, we have paid a higher percentage of overall compensation in the form of bonus compensation to executive officers of European operations for several years, principally because European operations historically have had higher profitability than United States operations. As the result of this historically higher profitability, European

operations have had the ability to pay higher bonus compensation in addition to base salary. As bonus compensation is discretionary, no targets were set in order to maintain flexibility. Further, if results of operations for European operations were not satisfactory (again, no target amounts were set to maintain flexibility), then bonus compensation, as well as overall compensation could be lowered without otherwise affecting base salary. Individual performance, level of responsibility, skill and experience, were the salient factors considered by the Compensation Committee in awarding bonus compensation described below.

For 2016, Mr. Benacin, the chief decision maker for European operations, proposed and the compensation committee concurred in the payment of bonus compensation of €70,000 (\$77,000) to Mr. Benacin (approximately 17% of base salary), and €290,000 (\$321,000) to each of Messrs. Santi and Garcia- Pelayo (approximately 94% of base salary). This bonus compensation was in line with payments made for both 2015 and 2014, which are set forth below.

For 2015, Mr. Benacin proposed and the compensation committee concurred in the payment of bonus compensation of €86,000 (\$95,000) to Mr. Benacin (approximately 20% of base salary), and €280,000 (\$311,000) to each of Messrs. Santi and Garcia- Pelayo (approximately 93% of base salary). This bonus compensation was in line with 2014 bonus compensation to Mr. Benacin of €86,000 (approximately 21% of base salary) and to Messrs. Santi and Garcia of €273,000 (approximately 93% of base salary).

A different approach is taken for United States operations as that segment is smaller and less profitable. As discussed above, a more significant base salary is paid in order to attract and retain employees with the skills and talents needed to run United States operations with a lesser emphasis placed on bonuses. Based upon the recommendation of the Chief Executive Officer, for each of 2016, 2015 and 2014, Mr. Greenberg received a discretionary cash bonus of \$50,000. The Compensation Committee considered the following material factors in granting Mr. Greenberg his bonuses: his individual performance, level of responsibility, skill and experience, as well as the recommendation of the Chief Executive Officer.

Mr. Clarke, who was an executive officer of United States operations until December 31, 2016, received additional compensation in the form of commissions on certain sales that he was instrumental in bringing to our company, which was based upon a percentage of Anna Sui brand sales as well as sales to the secondary market. The commission rate was determined based on internal estimates of sales targets for such new business, and for 2016, he received commissions aggregating \$167,693.

Due to decreased sales of the Anna Sui brand products in 2014, Mr. Clarke received a commission of only \$217,000, which was down from \$306,000 in 2013. In order to partially offset the loss of commission income and in recognition of the services performed by Mr. Clarke in the development and integration for United States operations of certain newly licensed brands, Agent Provocateur, Shanghai Tang and Oscar de la Renta, as well as the acquisition of the new license for the Abercrombie & Fitch and Hollister brands in December 2014, the Chief Executive Officer recommended and the compensation committee approved a \$50,000 discretionary bonus for Mr. Clarke in 2014. For 2015, Mr. Clarke received commissions totaling \$225,000, which again were low as the result of the continuation of the depressed Chinese market where Anna Sui sales are concentrated. However, in recognition of Mr. Clarke's services in leading development of the newly licensed Abercrombie & Fitch and Hollister brands, Mr. Clarke received the same discretionary bonus of \$50,000 to offset a portion of his loss of sales commissions.



Mr. Madar, the Chief Executive Officer has not received any cash bonus in the past three years.

As required by French law, Interparfums SA maintains its own profit sharing plan for all French employees who have completed three months of service, including executive officers of our European operations other than Mr. Benacin, the Chief Executive Officer of Interparfums SA. Benefits are calculated based upon a percentage of taxable income of Interparfums SA and allocated to employees based upon salary. The maximum amount payable per year per employee is €28,960, or approximately \$30,500.

Calculation of the total annual benefits contribution is made according to the following formula:

67% of (Interparfums SA net income, less 2.5% of shareholders equity without net income for the year) times a fraction, the numerator of which is wages, and the denominator of which is net income before tax + wages + taxes (other than income tax) + valuation allowances + amortization expenses + interest expenses.

Contribution to individual employees is then made pro rata based upon their individual salaries for the year.

### *Long-Term Incentives*

*Stock Options.* We link long-term incentives with corporate performance through the grant of stock options. All options are granted with an exercise price equal to the fair market value of the underlying shares of our common stock on the date of grant, and terminate on or shortly after severance of the executive's relationship with us. Unless the market price of our common stock increases, corporate executives will have no tangible benefit. Thus, they are provided with the additional incentive to increase individual performance with the ultimate goal of increasing our overall performance. We believe that enhanced executive incentives which result in increased corporate performance tend to build company loyalty. As a general rule, the number of options granted is determined by several factors including individual performance, company operating results and past option grants to such executives.

For executive officers of United States operations and European operations, we typically grant nonqualified stock options with a term of 6 years that vest ratably over a 5-year period on a cumulative basis, so that the option will become fully exercisable at the beginning of the sixth year from the date of grant.

We believe that the vesting period of these options serve a dual purpose: 1. executives will not receive any benefit if they leave prior to such portion of the option vesting; and 2. having a vesting period, matches the service period with the potential benefits of the option. Pursuant to our stock option plan, non-qualified stock options granted to executives terminate immediately upon the executive's termination of association with our company. This termination provision coupled with a vesting period reduces benefits afforded to an executive when an executive officer leaves our employ.

Over the past several years, as our company has grown and the market price of our common stock has increased, Messrs. Madar and Benacin have realized substantial compensation as the result of the exercise of their options. As the two executives most responsible for continued growth and success of our company, the compensation committee believes the granting of options is an appropriate tool to tie a substantial portion of their compensation to the success of our company and is completely warranted.

The actual compensation realized as the result of the exercise of options in the past, as well as the future potential of such rewards, are powerful incentives for increased individual performance and ultimately increased company performance. In view of the fact that the executive officers named above contribute significantly to our profitable operations, the compensation committee believes the option grants are valid incentives for these executive officers and are fair to our shareholders. Generally we grant options to executive officers in December of each year.

In December for each of the years during the period 2014 to 2016, upon the recommendation of the company's Chief Executive Officer, the compensation committee granted options to purchase a total of 19,000 shares of our common stock to each of Jean Madar and Philippe Benacin at the fair market value on the date of grant. Option grants to Messrs. Madar and Benacin were identical as each is the Chief Executive Officer of their respective operating segments. Also in December for each of the years 2014-2016, the compensation committee granted options to purchase 25,000 shares to Mr. Greenberg, the Chief Financial Officer. Options to purchase 7,500 shares were granted to Mr. Clarke in 2014 and 2015, but no options were granted to Mr. Clarke in 2016 as he left the company at the end of the year. The Compensation Committee determined that the option grants for Messrs. Madar, Benacin and Greenberg, which have remained the same for years 2014-2016, were reasonable, so based upon the recommendation of the Chief Executive Officer, it determined to keep the option grants for such executive officers at the same level for 2016.

Upon recommendation of both Messrs. Madar and Benacin, in December 2016 and 2015, the compensation committee authorized the grants of options to purchase a total of 6,000 shares to Messrs. Santi and Garcia-Pelayo, which was the same amount as the aggregate amount granted in December 2014 and January 2015. The compensation committee believes that these grants were proper in view of their contribution to our company's results in each of 2014, 2015 and 2016.

*Interparfums SA Stock Compensation Plan.* In September 2016, Interparfums SA, approved a plan to grant an aggregate of 15,100 shares of its stock to employees with no performance condition requirement, and an aggregate of 133,000 shares to officers and managers, subject to certain corporate performance conditions. The shares will be distributed in September 2019 so long as the individual is employed by Interparfums SA at the time, and in the case of officers and managers, only to the extent that the performance conditions have been met. Once distributed, the shares will be unrestricted and the employees will be permitted to trade their shares. Under this plan, Mr. Benacin is estimated to receive 3,000 shares and Messrs. Santi and Garcia are estimated to receive 7,000 shares each.



The fair value of the grant of €22.46 per share (approximately \$25.00 per share) has been determined based on the quoted stock price of Interparfums SA shares as reported by the NYSE Euronext on the date of grant taking into account the dividend yield as no dividends on this grant will be earned until the shares are distributed. The estimated number of shares to be distributed of 137,381 has been determined taking into account employee turnover. The aggregate cost of the grant of €3.1 million (approximately \$3.4 million) will be recognized as compensation cost by Interparfums SA on a straightline basis over the requisite three year service period. For the year ended December 31, 2016, \$0.4 million of compensation cost has been recognized.

*Stock Appreciation Rights.* Our stock option plans authorize us to grant stock appreciation rights, or SARs. A SAR represents a right to receive the appreciation in value, if any, of our common stock over the base value of the SAR. To date, we have not granted any SARs under our plans. While the compensation committee currently does not plan to grant any SARs under our plans, it may choose to do so in the future as part of a review of the executive compensation strategy.

*Restricted Stock.* We have not in the past, and we do not have any future plans to grant restricted stock to our executive officers. However, while the compensation committee currently does not plan to authorize any restricted stock plans, the compensation committee may choose to do so in the future as part of a review of the executive compensation strategy. Our French operating subsidiary, Interparfums, SA, however, has instituted the Interparfums SA Stock Compensation Plan in September 2016 as discussed above.

#### *Other Compensation*

Mr. Benacin is the Chief Executive Officer of Interparfums SA (European operations), as well as a founder of our company, and we believe we should recognize his responsibility, skills and experience, as well as the results of our company. For 2016, Mr. Benacin received an automobile allowance of €10,800, which is the same amount paid in since 2010. Also, Mr. Garcia- Pelayo, Director Export Sales of Interparfums SA, also receives an automobile allowance of €6,800 per year.

#### *No Stock Ownership Guidelines*

We do not require any minimum level of stock ownership by any of our executive officers. As stated above, Messrs. Madar and Benacin, are our largest beneficial shareholders, which aligns their interests with our shareholder base in keeping executive compensation at a reasonable level.



*Retirement and Pension Plans*

We maintain a 401(k) plan for United States operations. However, we do not match any contributions to such plan, as we have determined that base compensation together with annual bonuses and stock option awards, are sufficient incentives to retain talented employees. Our European operations maintain a pension plan for its employees as required by French law. For 2016, each of Messrs. Benacin, Santi and Garcia-Pelayo received an increase of €14,300 (\$16,000) in their value of deferred compensation earnings.

*Compensation Committee Report*

We have reviewed and discussed with management the Compensation Discussion and Analysis provisions to be included in this Annual Report on Form 10-K for fiscal year ended December 31, 2016 and the proxy statement for the upcoming annual meeting of shareholders. Based on this review and discussion, we recommend to the board of directors that the Compensation Discussion and Analysis referred to above be included in this Annual Report on Form 10-K as well as the proxy statement for the upcoming annual meeting of shareholders.

Francois Heilbronn

Jean Levy and

Patrick Choël

The following table sets forth a summary of all compensation awarded to, earned by or paid to our “named executive officers,” who are our principal executive officer, our principal financial officer, and each of the three most highly compensated executive officers of our company. This table covers all such compensation during fiscal years ended December 31, 2016, December 31, 2015 and December 31, 2014. For all compensation related matters disclosed in the summary compensation table, and elsewhere where applicable, all amounts paid in euro have been converted to U.S. dollars at the average rate of exchange in each year.

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)(2)	Change in Deferred Compensation Earnings (\$)	Pension and Nonqualified Other Compensation (\$)(3)	Total (\$)
Jean Madar, Chairman and Chief Executive Officer	2016	630,000	-0-	-0-	141,709	-0-	-0-	-0-	771,709
	2015	630,000	-0-	-0-	112,408	-0-	-0-	-0-	742,408
	2014	630,000	-0-	-0-	140,220	-0-	-0-	-0-	770,220
Russell Greenberg, Chief Financial Officer and Executive Vice President	2016	600,000	50,000	-0-	186,456	-0-	-0-	-0-	836,456
	2015	570,000	50,000	-0-	147,905	-0-	-0-	-0-	767,905
	2014	540,000	50,000	-0-	184,500	-0-	-0-	-0-	774,500
Philippe Benacin, President Inter Parfums, Inc., Chief Executive Officer of Interparfums SA	2016	714,722	77,462	84,232	141,706	-0-	15,824	11,951	1,045,897
	2015	716,074	95,434	-0-	112,408	-0-	18,573	11,985	954,474
	2014	799,833	114,217	-0-	140,220	-0-	18,461	13,343	1,086,074
Philippe Santi, Executive Vice President and Chief Financial Officer, Interparfums SA	2016	339,948	320,914	196,754	44,749	-0-	15,824	-0-	918,189
	2015	332,910	310,716	-0-	42,271	17,276	18,573	-0-	721,746
	2014	390,461	362,571	-0-	36,900	-0-	18,461	-0-	808,393
Frédéric Garcia-Pelayo, Executive Vice President and Chief Operating Officer Interparfums SA	2016	339,948	320,914	196,754	44,749	-0-	15,824	7,525	925,714
	2015	332,910	310,716	-0-	42,271	17,276	18,573	7,590	729,336
	2014	390,461	362,571	-0-	36,900	-0-	18,461	9,031	817,424

1 Amounts reflected under Option Awards represent the grant date fair values in 2016, 2015 and 2014 based on the fair value of stock option awards using a Black-Scholes option pricing model. The assumptions used in this model are



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detailed in Footnote 12 to the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2016 and filed with the SEC.

2 As required by French law, Interparfums SA maintains its own profit sharing plan for all French employees who have completed three months of service, including executive officers of our European operations other than Mr. Benacin, the Chief Executive Officer of Interparfums SA. Benefits are calculated based upon a percentage of taxable income of Interparfums SA and are allocated to employees based upon salary. The maximum amount payable per year is 28,960 euro, or approximately \$30,500.

Calculation of total annual benefits contribution is made according to the following formula:

67% of (Interparfums SA net income, less 2.5% of shareholders equity without net income for the year) times a fraction, the numerator of which is wages, and the denominator of which is net income before tax + wages + taxes (other than income tax) + valuation allowances + amortization expenses + interest expenses.

Contribution to individual employees is then made pro rata based upon their individual salaries for the year.

3 The following table identifies (i) perquisites and other personal benefits provided to our named executive officers in fiscal 2016, and quantifies those required by SEC rules to be quantified and (ii) all other compensation that is required by SEC rules to be separately identified and quantified.

Name and Principal Position	Perquisites and other Personal Benefits (\$)	Personal Automobile Expense(\$)	Lodging Expense(\$)	Total (\$)
Jean Madar, Chairman Chief Executive Officer	-0-	-0-	-0-	-0-
Russell Greenberg, Chief Financial Officer and Executive Vice President	-0-	-0-	-0-	-0-
Philippe Benacin, President of Inter Parfums, Inc. and Chief Executive Officer of Interparfums SA	-0-	11,951	-0-	11,951
Philippe Santi, Executive Vice President and Chief Financial Officer, Interparfums SA	-0-	-0-	-0-	-0-

Frédéric Garcia-Pelayo,  
Executive Vice President and  
Chief Operating Officer,  
Interparfums SA

-0-	7,525	-0-	7,525
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*Plan Based Awards*

The following table sets certain information relating to each grant of an award made by our company to the executive officers of our company listed in the Summary Compensation Table during the past fiscal year.

Name	Grant Date	Grants of Plan-Based Awards						All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities	Exercise or Base Price of Option (\$/Sh)	Closing Price (\$/Sh)
		Estimated Future Payouts Under Non-Equity Incentive Plan Awards	Estimated Future Payouts Under Equity Incentive Plan Awards	Estimated Future Payouts Under Non-Equity Incentive Plan Awards	Estimated Future Payouts Under Equity Incentive Plan Awards	Estimated Future Payouts Under Non-Equity Incentive Plan Awards	Estimated Future Payouts Under Equity Incentive Plan Awards				
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		Underlying Options (#)		
Jean Madar	12/30/16	-0-	-0-	-0-	-0-	-0-	-0-	-0-	19,000	32.825	32.75
Russell Greenberg	12/30/16	-0-	-0-	-0-	-0-	-0-	-0-	-0-	25,000	32.825	32.75
Philippe Benacin	12/30/16	-0-	-0-	-0-	-0-	-0-	-0-	-0-	19,000	32.825	32.75
Philippe Santi	12/30/16	-0-	-0-	-0-	-0-	-0-	-0-	-0-	6,000	32.825	32.75
Frédéric Garcia-Pelayo	12/30/16	-0-	-0-	-0-	-0-	-0-	-0-	-0-	6,000	32.825	32.75

*Options*

As discussed above, we typically grant nonqualified stock options with a term of 6 years that vest ratably of a 5-year period on a cumulative basis, so that the option will become fully exercisable at the beginning of the sixth year from the date of grant.

We believe that the vesting period of these options serves a dual purpose: 1. executives will not receive any benefit if they leave prior to such portion of the option vesting; and 2. having a vesting period matches the service period with the potential benefits of the option.

Under our company's stock option plans, the exercise price is determined by the average of the high and low price on the date of grant, not the closing price as reported by The Nasdaq Stock Market.

We also note that the Summary Compensation Table does not include income realized by the named executive officers as the result of the exercise of stock options, but rather reflects the dollar amount recognized for financial statement reporting purposes for options granted in accordance with ASC topic 718-20. However, value realized as the result of stock option exercises is set forth in the table entitled “Option Exercises and Stock Vested”.

*Interparfums SA Stock Compensation Plan.*

The following table sets certain information relating to each grant of an award made by Interparfums SA to the executive officers of our company listed in the Summary Compensation Table during the past fiscal year.

## Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option (\$/Sh)	Closing Price (\$/Sh)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Jean Madar	NA	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	NA	NA
Russell Greenberg	NA	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	NA	NA
Philippe Benacin	9/6/16	-0-	-0-	-0-	NA	3,000	NA	-0-	-0-	-0-	\$25.00
Philippe Santi	9/6/16	-0-	-0-	-0-	NA	7,000	NA	-0-	-0-	-0-	\$25.00
Frédéric Garcia-Pelayo	9/6/16	-0-	-0-	-0-	NA	7,000	NA	-0-	-0-	-0-	\$25.00

In September 2016, Interparfums SA approved a plan to grant an aggregate of 15,100 shares of its stock to employees with no performance condition requirement, and an aggregate of 133,000 shares to officers and managers, subject to certain corporate performance conditions. The shares will be distributed in September 2019 so long as the individual is employed by Interparfums SA at the time, and in the case of officers and managers, only to the extent that the performance conditions have been met. Once distributed, the shares will be unrestricted and the employees will be permitted to trade their shares. Under this plan in September 2019, Mr. Benacin is estimated to receive 3,000 shares of Interparfums SA stock, and Messrs. Santi and Garcia are estimated to 7,000 shares each.

The fair value of the grant of €22.46 per share (approximately \$25.00 per share) has been determined based on the quoted stock price of Interparfums SA shares as reported by the NYSE Euronext on the date of grant taking into account the dividend yield as no dividends on this grant will be earned until the shares are distributed. The estimated number of shares to be distributed of 137,381 has been determined taking into account employee turnover. The aggregate cost of the grant of €3.1 million (approximately \$3.4 million) will be recognized as compensation cost by Interparfums SA on a straightline basis over the requisite three year service period. For the year ended December 31, 2016, \$0.4 million of compensation cost has been recognized.

*Interparfums SA Profit Sharing Plan*

As required by French law, Inter Parfums, SA maintains its own profit sharing plan for all French employees who have completed three months of service, including executive officers of our European operations other than Mr.

Benacin, the Chief Executive Officer of Inter Parfums, SA. Benefits are calculated based upon a percentage of taxable income of Interparfums SA and allocated to employees based upon salary. The maximum amount payable per year per employee is 28,960 euro, or approximately \$30,500.

Calculation of total annual benefits contribution is made according to the following formula:

67% of (Interparfums SA net income, less 2.5% of shareholders equity without net income for the year) times a fraction, the numerator of which is wages, and the denominator of which is net income before tax + wages + taxes (other than income tax) + valuation allowances + amortization expenses + interest expenses.

Contribution to individual employees is then made pro rata based upon their individual salaries for the year.

**Outstanding Equity Awards at Fiscal Year-End**

The following table sets forth certain information relating to outstanding equity awards of our Company held by the executive officers listed in the Summary Compensation Table as of December 31, 2016.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

Name	Option Awards		Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Exercised Unexercisable(1)			
Jean Madar	19,000	-0-	-0-	15.59	12/29/17
	15,200	3,800	-0-	19.325	12/30/18
	11,400	7,600	-0-	35.75	12/30/19
	7,600	11,400	-0-	27.795	12/30/20
	3,800	15,200	-0-	23.605	12/30/21
	-0-	19,000	-0-	32.825	12/29/22
Russell Greenberg	20,000	-0-	-0-	15.59	12/29/17
	20,000	5,000	-0-	19.325	12/30/18
	15,000	10,000	-0-	35.75	12/30/19
	10,000	15,000	-0-	27.795	12/30/20
	5,000	20,000	-0-	23.605	12/30/21
	-0-	25,000	-0-	32.825	12/29/22
Philippe Benacin	19,000	-0-	-0-	15.59	12/29/17
	15,200	3,800	-0-	19.325	12/30/18
	11,400	7,600	-0-	35.75	12/30/19
	7,600	11,400	-0-	27.795	12/30/20
	3,800	15,200	-0-	23.605	12/30/21
	-0-	19,000	-0-	32.825	12/29/22
Philippe Santi	600	-0-	-0-	15.590	12/29/17
	600	600	-0-	19.325	12/30/18
	800	800	-0-	22.195	1/30/19

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3,000	2,000	-0-	35.75	12/30/19
2,000	3,000	-0-	27.795	12/30/20
200	800	-0-	25.821	1/27/2021
1,200	4,800	-0-	23.605	12/30/21
-0-	6,000	-0-	32.825	12/29/22

Frédéric Garcia-Pelayo

1,200	-0-	-0-	15.590	12/29/17
1,200	600	-0-	19.325	12/30/18
1,200	800	-0-	22.195	1/30/19
3,000	2,000	-0-	35.75	12/30/19
2,000	3,000	-0-	27.795	12/30/20
200	800	-0-	25.821	1/27/2021
1,200	4,800	-0-	23.605	12/30/21
-0-	6,000	-0-	32.825	12/29/22

[Footnotes from table above]

1 All options expire 6 years from the date of grant, and vest 20% each year commencing one year after the date of grant.



The following table sets certain information relating to outstanding equity awards granted by Interparfums SA, our majority-owned French subsidiary which has its shares traded on the NYSE Euronext, held by the executive officers of our company listed in the Summary Compensation Table as of the end of the past fiscal year.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

**OF INTERPARFUMS SA**

Name	Option Awards					Stock Awards				
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Exercisable Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Rights that Have Not Vested (#)(1)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights that Have Not Vested (\$)(2)	
Jean Madar	-0-	-0-	-0-	-0-	N/A	-0-	-0-	-0-	NA	
Russell Greenberg	-0-	-0-	-0-	-0-	N/A	-0-	-0-	-0-	NA	
Philippe Benacin	-0-	-0-	-0-	-0-	N/A	-0-	-0-	3,000	86,647	
Philippe Santi	-0-	-0-	-0-	-0-	N/A	-0-	-0-	7,000	202,176	
Frédéric Garcia-Pelayo	-0-	-0-	-0-	-0-	N/A	-0-	-0-	7,000	202,176	

[Footnotes from table above]

1 Estimated number of shares are to be issued only to the extent that the performance conditions have been met.

2 As of December 30, 2016, the market value was €27.40, which was the closing price of Interparfums SA as reported by Euronext, and the exchange rate was 1.0541 U.S. dollars to €1.



In September 2016, Interparfums SA, approved a plan to grant an aggregate of 15,100 shares of its stock to employees with no performance condition requirement, and an aggregate of 133,000 shares to officers and managers, subject to certain corporate performance conditions. The shares will be distributed in September 2019 so long as the individual is employed by Interparfums SA at the time, and in the case of officers and managers, only to the extent that the performance conditions have been met. Once distributed, the shares will be unrestricted and the employees will be permitted to trade their shares. Under this plan in September 2019, Mr. Benacin is estimated to receive 3,000 shares of Interparfums SA stock, and Messrs. Santi and Garcia are estimated to 7,000 shares each.

The fair value of the grant of €22.46 per share (approximately \$25.00 per share) has been determined based on the quoted stock price of Interparfums SA shares as reported by the NYSE Euronext on the date of grant taking into account the dividend yield as no dividends on this grant will be earned until the shares are distributed. The estimated number of shares to be distributed of 137,381 has been determined taking into account employee turnover. The aggregate cost of the grant of €3.1 million (approximately \$3.4 million) will be recognized as compensation cost by Interparfums SA on a straightline basis over the requisite three year service period. For the year ended December 31, 2016, \$0.4 million of compensation cost has been recognized.

### *Option Exercises and Stock Vested*

The following table sets forth certain information relating to each option exercise affected during the past fiscal year, and each vesting of stock, including restricted stock, restricted stock units and similar instruments of our company during the past fiscal year, for the executive officers of our company listed in the Summary Compensation Table.

### **OPTION EXERCISES AND STOCK VESTED**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise (\$) <sup>1</sup>	Number of Shares Acquired on Vesting	Value Realized on Vesting (\$)
Jean Madar	19,000	667,850	-0-	-0-
Russell Greenberg	30,000	461,473	-0-	-0-
Philippe Benacin	19,000	667,850	-0-	-0-
Philippe Santi	3,000	32,646	-0-	-0-

Frédéric Garcia-Pelayo	600	8,684	-0-	-0-
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[Footnotes from table above]

<sup>1</sup> Total value realized on exercise of options in dollars is based upon the difference between the fair market value of the common stock on the date of exercise, and the exercise price of the option.

The following table sets forth certain information relating to each option exercise effected during the past fiscal year, and each vesting of stock, including restricted stock, restricted stock units and similar instruments during the past fiscal year, of Interparfums SA, our majority-owned French subsidiary which has its shares traded on the Euronext, for the executive officers of our company listed in the Summary Compensation Table.

**OPTION EXERCISES AND STOCK VESTED**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>1</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Jean Madar	13,530	181,165	-0-	-0-
Russell Greenberg	2,901	32,102	-0-	-0-
Philippe Benacin	13,530	153,467	-0-	-0-
Philippe Santi	1,320	14,914	-0-	-0-
Frédéric Garcia-Pelayo	1,320	14,914	-0-	-0-

[Footnotes from table above]

<sup>1</sup> Total value realized on exercise of options in dollars is based upon the difference between the fair market value of the common stock on the date of exercise, and the exercise price of the option.

***Pension Benefits***

The following table sets forth certain information relating to payment of benefits in connection with retirement plans during the past fiscal year, for the executive officers of our company listed in the Summary Compensation Table.

**PENSION BENEFITS**

Name	Plan Name
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		Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
Jean Madar	NA	NA	-0-	-0-
Russell Greenberg	NA	NA	-0-	-0-
	Inter Parfums			
Philippe Benacin	SA Pension Plan	NA	234,000	15,800
	Inter Parfums			
Philippe Santi	SA Pension Plan	NA	365,000	15,800
	Inter Parfums			
Frédéric Garcia-Pelayo	SA Pension Plan	NA	212,000	15,800

Interparfums SA maintains a pension plan for all of its employees, including all executive officers. The calculation of commitments for severance benefits involves estimating the probable present value of projected benefit obligations. This projected benefit obligations is then prorated to take into account seniority of the employees of Interparfums SA on the calculation date.

In calculating benefits, the following assumptions were applied:

- voluntary retirement at age 65;
- a rate of 45% for employer payroll contributions for all employees;
- a 4% average annual salary increase;
- an annual rate of turnover for all employees under 55 years of age and nil above;
- the TH 00-02 mortality table for men and the TF 00-02 mortality table for women;
- a discount rate of 2.0%.

The normal retirement age is 65 years, but employees, including Messrs. Benacin, Santi and Garcia-Pelayo, can collect reduced benefits if they retire at age 62.

#### ***Nonqualified Deferred Compensation***

We do not maintain any nonqualified deferred compensation plans.

#### ***Employment and Consulting Agreements***

As part of our acquisition in 1991 of the controlling interest in Interparfums SA, now a subsidiary, we entered into an employment agreement with Philippe Benacin. The agreement provides that Mr. Benacin will be employed as Vice Chairman of the Board and President and Chief Executive Officer of Inter Parfums Holdings and its subsidiary, Interparfums SA. The initial term expired on September 2, 1992, and has subsequently been automatically renewed for additional annual periods. The agreement provides for automatic annual renewal terms, unless either party terminates the agreement upon 120 days' notice. For 2017, Mr. Benacin presently receives an annual salary of €420,000 (approximately \$465,000, and automobile expenses of €10,800 (approximately \$12,000), which are subject to increase in the discretion of the board of directors. The agreement also provides for indemnification and a covenant not to compete for one year after termination of employment.

In 2014, we entered into a consulting agreement with Mr. Benacin's holding company, Philippe Benacin Holding SAS, which provides for review on an annual basis of the amount of compensation payable to such company. The agreement also provides for indemnification for Mr. Benacin and his holding company and a covenant not to compete for one year after termination of the agreement. The agreement was for one year, with automatic one year renewals

unless either party terminates on 120 days' notice or Mr. Benacin ceases to be the President of our company. For 2015 and 2016, Mr. Benacin's personal holding company received \$250,000 for services rendered outside of the United States by Mr. Benacin in his capacity as President. This consulting agreement has been renewed at \$250,000 for 2017.

In 2013, we enter into a consulting agreement with Mr. Madar's holding company, Jean Madar Holding SAS, which provides for review on an annual basis of the amount of compensation payable to such company. The agreement also provides for indemnification for Mr. Madar and his holding company and a covenant not to compete for one year after termination of the agreement. The agreement was for one year, with automatic one year renewals unless either party terminates on 120 days' notice or Mr. Madar ceases to be the Chief Executive Officer of our company. For 2015 and 2016, Mr. Madar's personal holding company received \$250,000 for services rendered outside of the United States by Mr. Madar in his capacity as Chief Executive Officer. This consulting agreement has been renewed at \$250,000 for 2017.



*Compensation of Directors*

The following table sets forth certain information relating to the compensation for each of our directors who is not an executive officer of our Company named in the Summary Compensation Table for the past fiscal year.

DIRECTOR COMPENSATION							
Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
Francois Heilbronn <sup>1</sup>	21,000	-0-	6,496	-0-	-0-	7,953	35,449
Jean Levy <sup>2</sup>	21,000	-0-	6,496	-0-	-0-	7,644	35,140
Robert Bensoussan <sup>3</sup>	12,500	-0-	6,496	-0-	-0-	10,785	29,781
Patrick Choël <sup>4</sup>	21,000	-0-	6,496	-0-	-0-	-0-	27,496
Michel Dyens <sup>5</sup>	15,000	-0-	6,496	-0-	-0-	-0-	21,496

[Footnotes from table above]

1. As of the end of the last fiscal year, Mr. Heilbronn held options to purchase an aggregate of 4,000 shares of our common stock.
2. As of the end of the last fiscal year, Mr. Levy held options to purchase an aggregate of 3,250 shares of our common stock.
3. As of the end of the last fiscal year, Mr. Bensoussan-Torres held options to purchase an aggregate of 4,000 shares of our common stock.
4. As of the end of the last fiscal year, Mr. Choël held options to purchase an aggregate of 3,250 shares of our common stock.
5. As of the end of the last fiscal year, Mr. Dyens held options to purchase an aggregate of 3,000 shares of our common stock.

For 2016, all nonemployee directors received \$5,000 for each board meeting at which they participate in person, and \$2,500 for each meeting held by conference telephone. In addition, the annual fee for each member of the audit committee is \$6,000.

We maintain stock option plans for our nonemployee directors. The purpose of these plans is to assist us in attracting and retaining key directors who are responsible for continuing the growth and success of our company. Under such plans, options to purchase 1,000 shares are granted on each February 1st to all nonemployee directors for as long as each is a nonemployee director on such date. However, if a nonemployee director does not attend certain of the board meetings, then such option grants are reduced according to a schedule. In addition, options to purchase 2,000 shares are granted to each nonemployee director upon his initial election or appointment to our board.

On February 1, 2017, options to purchase 1,000 shares were granted to each of our outside directors, Francois Heilbronn, Jean Levy, Robert Bensoussan-Torres, Patrick Choël and Michel Dyens, all at the exercise price of \$33.9474 per share under the 2004 plan. All of such options were granted at the fair market value and vest ratably over a 4 year period.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table sets forth information with respect to the beneficial ownership of our common stock by (a) each person we know to be the beneficial owner of more than 5% of our outstanding common stock, (b) our executive officers and directors and (c) all of our directors and officers as a group. Each of Messrs. Madar and Benacin own 99.99% of their respective personal holding companies. As of March 10, 2017, we had 31,143,498 shares of common stock outstanding.

Name and Address of Beneficial Owner	Amount of Beneficial Ownership <sup>1</sup>	Approximate Percent of Class
Jean Madar c/o Interparfums SA 4, Rond Point Des Champs Elysees 75008 Paris, France	7,144,748	<sup>2</sup> 23.0 %
Philippe Benacin c/o Interparfums SA 4, Rond Point Des Champs Elysees 75008 Paris, France	6,958,940	<sup>3</sup> 22.3 %
Russell Greenberg c/o Inter Parfums, Inc. 551 Fifth Avenue New York, NY 10176	73,000	<sup>4</sup> Less than 1%
Philippe Santi Interparfums SA 4, Rond Point Des Champs Elysees 75008, Paris France	8,200	<sup>5</sup> Less than 1%
Francois Heilbronn 60 Avenue de Breteuil 75007 Paris, France	32,563	<sup>6</sup> Less than 1%

<sup>1</sup>All shares of common stock are directly held with sole voting power and sole power to dispose, unless otherwise stated. Options which are exercisable within 60 days are included in beneficial ownership calculations. Jean Madar, the Chairman of the Board and Chief Executive Officer of the Company and Philippe Benacin, the Vice Chairman of the Board and President of the Company, have a verbal agreement or understanding to vote the shares each beneficially owns in a like manner.

<sup>2</sup>Consists of 55,407 shares held directly, 7,032,341 shares held indirectly through Jean Madar Holding SAS, a personal holding company, and options to purchase 57,000 shares.

<sup>3</sup>Consists of 55,876 shares held directly, 6,846,064 shares held indirectly through Philippe Benacin Holding SAS, a personal holding company, and options to purchase 57,000 shares.

<sup>4</sup>Consists of 3,000 shares and options to purchase 70,000 shares.

<sup>5</sup>Consists of shares of common stock underlying options.

<sup>6</sup>Consists of 30,063 shares held directly and options to purchase 2,500 shares.

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Name and Address of Beneficial Owner	Amount of Beneficial Ownership <sup>1</sup>	Approximate Percent of Class
Jean Levy 17 rue Margueritte 75017 Paris, France	3,000	7 Less than 1%
Robert Bensoussan-Torres c/o Sirius Equity LLP 52 Brook Street W1K 5DS London	11,000	8 Less than 1%
Patrick Choël 140 Rue de Grenelle 75007, Paris, France	2,250	9 Less than 1%
Michel Dyens Michel Dyens & Co. 17 Avenue Montaigne 75008 Paris, France	1,250	10 Less than 1%
Frederic Garcia-Pelayo Interparfums SA 4, Rond Point Des Champs Elysees 75008, Paris France	10,200	11 Less than 1%
Blackrock, Inc.  55 East 52 <sup>nd</sup> Street  New York, NY 10055 <sup>12</sup>	1,946,523	6.3 %
The Vanguard Group <sup>13</sup>  100 Vanguard Blvd.  Malvern, PA 19355	1,559,400	5.01 %
All Directors and Officers (As a Group 10 Persons)	14,245,151	14 45.4 %

<sup>7</sup> Consists of 2,500 shares held directly and options to purchase 500 shares.

<sup>8</sup> Consists of 8,500 shares held directly and options to purchase 2,500 shares.

<sup>9</sup> Consists of 750 shares held directly and options to purchase 1,500 shares.

<sup>10</sup> Consists of shares of common stock underlying options.

<sup>11</sup> Consists of shares of common stock underlying options.

<sup>12</sup> Information based upon Schedule 13G Amendment 1 of Blackrock, Inc. dated January 25, 2017 as filed with the Securities and Exchange Commission.

<sup>13</sup> Information based upon Schedule 13G of The Vanguard Group, an investment advisor, dated February 9, 2017 as filed with the Securities and Exchange Commission.

<sup>14</sup> Consists of 14,034,501 shares held directly or indirectly, and options to purchase 210,650 shares.

The following table sets forth certain information as of the end of our last fiscal year regarding all equity compensation plans that provide for the award of equity securities or the grant of options, warrants or rights to purchase our equity securities.

### Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	685,440	26.95	1,078,755
Equity compensation plans not approved by security holders	-0-	N/A	-0-
Total			

### Item 13. Certain Relationships and Related Transactions, and Director Independence

#### *Transactions with European Subsidiaries*

We have guaranteed the obligations of our majority-owned, French subsidiary, Interparfums SA under our former Burberry license and our Paul Smith license agreement. We also provide (or had provided on our behalf) certain financial, accounting and legal services for Interparfums SA, and during 2016, 2015 and 2014 fees for such services were \$214,112, \$198,500 and \$138,438, respectively. In January 2012, Inter Parfums USA, LLC, a United States subsidiary, signed a five year license agreement with Interparfums Suisse (SARL), a Swiss subsidiary of Interparfums SA, for the right to sell amenities under the Lanvin brand name to luxury hotels, cruise lines and airlines in return for royalty payments as are customary in our industry, and in 2017 this agreement was renewed for 5 years on the same terms. In 2014, Inter Parfums USA, LLC, a United States subsidiary, paid Interparfums Singapore Pte., Ltd., a subsidiary of Interparfums SA, approximately \$79,000 as reimbursement for expenses for employees and use of their offices by Inter Parfums USA, LLC, including a reasonable allocation of overhead. In 2014, this arrangement was discontinued.

*Option Exercise with Tender of Previously Owned Shares*

The Chief Executive Officer and the President each exercised 19,000, 19,000 and 32,875 outstanding stock options of the Company's common stock in 2016, 2015 and 2014, respectively. The aggregate exercise prices of \$0.7 million in 2016, \$0.5 million in 2015 and \$0.6 million in 2014 were paid by them tendering to the Company in 2016, 2015 and 2014, an aggregate of 20,568, 18,764 and 19,656 shares, respectively, of the Company's common stock, previously owned by them, valued at fair market value on the dates of exercise. All shares issued pursuant to these option exercises were issued from treasury stock of the Company. In addition, the Chief Executive Officer tendered in 2016, 2015 and 2014 an additional 2,179, 1,299 and 3,112 shares, respectively, for payment of certain withholding taxes resulting from his option exercises.



### ***Consulting Agreements***

In 2014, we enter into a consulting agreement with Mr. Benacin's holding company, Philippe Benacin Holding SAS, which provides for review on an annual basis of the amount of compensation payable to such company. The agreement also provides for indemnification for Mr. Benacin and his holding company and a covenant not to compete for one year after termination of the agreement. The agreement was for one year, with automatic one year renewals unless either party terminates on 120 days' notice or Mr. Benacin ceases to be the President of our company. In 2016, 2015 and 2014, Mr. Benacin's personal holding company received \$250,000 for services rendered outside of the United States by Mr. Benacin for the benefit of the Company's United States operations, in his capacity as President. This consulting agreement has been renewed at \$250,000 for 2017.

In 2013, we enter into a consulting agreement with Mr. Madar's holding company, Jean Madar Holding SAS, which provides for review on an annual basis of the amount of compensation payable to such company. The agreement also provides for indemnification for Mr. Madar and his holding company and a covenant not to compete for one year after termination of the agreement. The agreement was for one year, with automatic one year renewals unless either party terminates on 120 days' notice or Mr. Madar ceases to be the Chief Executive Officer of our company. In 2016, 2015 and 2014, Mr. Madar's personal holding company received \$250,000 for services rendered outside of the United States by Mr. Madar in his capacity as Chief Executive Officer. This consulting agreement has been renewed at \$250,000 for 2017.

### ***Procedures for Approval of Related Person Transactions***

Transactions between related persons, such as between an executive officer or director and our company, or any company or person controlled by such officer or director, are required to be approved by our Audit Committee of our board of directors. Our Audit Committee Charter contains such explicit authority, as required by the applicable rules of The Nasdaq Stock Market.

### ***Director Independence***

The following are our directors who are "independent directors" within the applicable rules of The Nasdaq Stock Market:

Francois Heilbronn

Jean Levy

Robert Bensoussan-Torres

Patrick Choël

Michel Dyens

We follow and comply with the independent director definitions as provided by The Nasdaq Stock Market rules in determining the independence of our directors, which are posted on our company's website. In addition, such rules are also available on The Nasdaq Stock Market's website. In addition, The Nasdaq Stock Market maintains more stringent rules relating to director independence for the members of our Audit Committee, and the members of our Audit Committee, Messrs. Heilbronn, Levy and Choël, are independent within the meaning of those rules.

### ***Board Leadership Structure and Risk Management***

For more than the past ten (10) years, Jean Madar has held the positions of Chairman of the Board of Directors and Chief Executive Officer of our company. Almost since inception, Mr. Madar has been allocated the responsibility of overseeing our United States operations and the operation of Inter Parfums, Inc., as a public company. Philippe Benacin, as Chief Executive Officer of Interparfums SA, has been allocated the responsibility of overseeing our European operations and its operation as a public company in France. In addition, Mr. Benacin is also the Vice Chairman of the Board of Directors of our company. Our board of directors is comfortable with this approach, as the two largest stockholders of our company are also directly responsible for the operations of our company's two operating segments. Accordingly, our board of directors does not have a "Lead Director," a non-management director who controls the meetings of our board of directors.

Our board of directors manages risk by (i) review of period operating reports and discussions with management; (ii) approval of executive compensation incentive plans through its committee, the Executive Compensation and Stock Option Committee; (iii) approval of related party transactions through its committee, the Audit Committee; and (iv) approval of material transactions not in the ordinary course of business. Since our inception, we have never been the subject of any material product liability claims, and we have had no recent material property damage claims.

Further, we periodically enter into foreign currency forward exchange contracts to hedge exposure related to receivables denominated in a foreign currency and to manage risks related to future sales expected to be denominated in a foreign currency. We enter into these exchange contracts for periods consistent with our identified exposures. The purpose of the hedging activities is to minimize the effect of foreign exchange rate movements on the receivables and cash flows of Interparfums SA, our French subsidiary, whose functional currency is the Euro. All foreign currency contracts are denominated in currencies of major industrial countries and are with large financial institutions, which are rated as strong investment grade.

In addition, we mitigate interest rate risk by continually monitoring interest rates, and then determining whether fixed interest rates should be swapped for floating rate debt, or if floating rate debt should be swapped for fixed rate debt.



**Item 14. Principal Accountant Fees and Services**

*Fees*

The following sets forth the fees billed to us by Mazars USA LLP (formerly WeiserMazars LLP), as well as discusses the services provided for the past two fiscal years, fiscal years ended December 31, 2016 and December 31, 2015.

*Audit Fees*

During 2016, the fees billed by Mazars USA LLP and its affiliate, Mazars S.A. for audit services and review of the financial statements contained in our Quarterly Reports on Form 10-Q were \$1.0 million. During 2015, the fees billed by Mazars USA LLP and its affiliate, Mazars S.A. for audit services and review of the financial statements contained in our Quarterly Reports on Form 10-Q were \$1.1 million.

*Audit-Related Fees*

Mazars USA LLP did not bill us for any audit-related services during 2016 or 2015.

*Tax Fees*

Mazars USA LLP billed us \$16,400 and \$8,500 for tax services during 2016 and 2015, respectively.

*All Other Fees*

Mazars USA LLP did not bill us for any other services during 2016 or 2015.

*Audit Committee Pre Approval Policies and Procedures*

The Audit Committee has the sole authority for the appointment, compensation and oversight of the work of our independent accountants, who prepare or issue an audit report for us.

During the first quarter of 2016, the audit committee authorized the following non-audit services to be performed by Mazars USA LLP.

We authorized the engagement of Mazars USA LLP if deemed necessary to provide tax consultation in the ordinary course of business for fiscal year ended December 31, 2016.

We authorized the engagement of Mazars USA LLP if deemed necessary to provide tax consultation as may be required on a project by project basis that would not be considered in the ordinary course of business, of up to a \$5,000 fee limit per project, subject to an aggregate fee limit of \$25,000 for fiscal year ending December 31, 2016. If we require further tax services from Mazars USA LLP, then the approval of the audit committee must be obtained.

If we require other services by Mazars USA LLP on an expedited basis such that obtaining pre-approval of the audit committee is not practicable, then the Chairman of the Committee has authority to grant the required pre-approvals for all such services.

We imposed a cap of \$100,000 on the fees that Mazars USA LLP can charge for services on an expedited basis that are approved by the Chairman without obtaining full audit committee approval.

None of the non-audit services of either of the Company's auditors had the pre-approval requirement waived in accordance with Rule 2-01(c)(7)(i)(C) of Regulation S-X.

In the first quarter of 2017, the audit committee authorized the same non-audit services to be performed by Mazars USA LLP during 2016 as disclosed above.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

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<b>(a)(2) Financial Statement Schedule:</b>	
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<b>(a)(3) Exhibits</b> – The list of exhibits is contained in the Exhibit Index, which follows the signature page of this report.	

**Item 16. Form 10-K Summary**

None.



INTER PARFUMS, INC. AND SUBSIDIARIES

Consolidated Financial Statements and Schedule

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Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders

Inter Parfums, Inc.

New York, New York

We have audited the accompanying consolidated balance sheets of Inter Parfums, Inc. and subsidiaries (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income (loss), changes in shareholders’ equity and cash flows for each of the years in the three-year period ended December 31, 2016. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Inter Parfums, Inc. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

In connection with our audits of the consolidated financial statements enumerated above, we audited Schedule II for each of the years in the three-year period ended December 31, 2016. In our opinion, Schedule II, when considered in relation to the consolidated financial statements taken as a whole, presents fairly, in all material respects, the information stated therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Inter Parfums, Inc.’s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 13, 2017 expressed an unqualified opinion thereon.

/s/ Mazars USA LLP

Mazars USA LLP

New York, New York

March 13, 2017

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Consolidated Balance Sheets

December 31, 2016 and 2015

(In thousands except share and per share data)

	2016	2015
Assets		
Current assets:		
Cash and cash equivalents	\$161,828	\$176,967
Short-term investments	94,202	82,847
Accounts receivable, net	104,819	95,082
Inventories	96,977	98,346
Receivables, other	7,433	2,422
Other current assets	6,240	5,811
Income taxes receivable	626	100
Deferred tax assets	8,090	7,182
Total current assets	480,215	468,757
Equipment and leasehold improvements, net	10,076	9,333
Trademarks, licenses and other intangible assets, net	183,868	201,335
Other assets	8,250	8,234
Total assets	\$682,409	\$687,659
Liabilities and Equity		
Current liabilities:		
Current portion of long-term debt	21,498	22,163
Accounts payable - trade	49,507	50,636
Accrued expenses	62,609	46,890
Income taxes payable	3,331	7,359
Dividends payable	5,293	4,035
Total current liabilities	142,238	131,083
Long-term debt, less current portion	53,064	76,443
Deferred tax liability	3,449	3,746
Commitments and contingencies		
Equity:		
Inter Parfums, Inc. shareholders' equity:		
Preferred stock, \$0.001 par value. Authorized 1,000,000 shares; none issued	—	—
Common stock, \$0.001 par value. Authorized 100,000,000 shares; outstanding, 31,138,318 and 31,037,915 shares at December 31, 2016 and 2015, respectively	31	31
Additional paid-in capital	63,103	62,030
Retained earnings	402,714	388,434
Accumulated other comprehensive loss	(57,982 )	(48,091 )
Treasury stock, at cost, 9,864,805 and 9,880,058 common shares at December 31, 2016 and 2015, respectively	(37,475 )	(36,817 )
Total Inter Parfums, Inc. shareholders' equity	370,391	365,587

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Noncontrolling interest	113,267	110,800
Total equity	483,658	476,387
Total liabilities and equity	\$682,409	\$687,659

See accompanying notes to consolidated financial statements.

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Consolidated Statements of Income

Years ended December 31, 2016, 2015, and 2014

(In thousands except share and per share data)

	2016	2015	2014
Net sales	\$521,072	\$468,540	\$499,261
Cost of sales	194,601	179,069	212,224
Gross margin	326,471	289,471	287,037
Selling, general, and administrative expenses	258,787	228,268	233,634
Gain on buyout of license	(4,652 )	—	—
Impairment loss	5,658	—	—
Income from operations	66,678	61,203	53,403
Other expenses (income):			
Interest expense	2,340	2,826	1,478
(Gain) loss on foreign currency	595	876	(902 )
Interest and dividend income	(3,331 )	(2,995 )	(3,888 )
	(396 )	707	(3,312 )
Income before income taxes	67,074	60,496	56,715
Income taxes	23,826	21,527	19,370
Net income	43,248	38,969	37,345
Less: Net income attributable to the noncontrolling interest	9,917	8,532	7,909
Net income attributable to Inter Parfums, Inc.	\$33,331	\$30,437	\$29,436
Net income attributable to Inter Parfums, Inc. common shareholders:			
Basic	\$1.07	\$0.98	\$0.95
Diluted	1.07	0.98	0.95
Weighted average number of shares outstanding:			
Basic	31,072,328	30,996,137	30,931,308
Diluted	31,175,598	31,100,215	31,060,326
Dividends declared per share	\$0.62	\$0.52	\$0.48

See accompanying notes to consolidated financial statements.

**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Consolidated Statements of Comprehensive Income (Loss)

Years ended December 31, 2016, 2015, and 2014

(In thousands except share and per share data)

	2016	2015	2014
Net income	\$43,248	\$38,969	\$37,345
Other comprehensive income (loss):			
Net derivative instrument loss, net of tax	(22 )	—	—
Translation adjustments, net of tax	(13,153)	(44,346)	(57,806)
	(13,175)	(44,346)	(57,806)
Comprehensive income (loss)	30,073	(5,377 )	(20,461)
Comprehensive income (loss) attributable to noncontrolling interests:			
Net income	9,917	8,532	7,909
Net derivative instrument loss, net of tax	(5 )	—	—
Translation adjustments, net of tax	(3,279 )	(12,078)	(16,123)
	6,633	(3,546 )	(8,214 )
Comprehensive income (loss) attributable to Inter Parfums Inc.:	\$23,440	\$(1,831 )	\$(12,247)

See accompanying notes to consolidated financial statements.

**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Consolidated Statements of Changes in Shareholders' Equity

Years ended December 31, 2016, 2015, and 2014

(In thousands except share and per share data)

	2016	2015	2014
Common stock, beginning and end of year	\$31	\$31	\$31
Additional paid-in capital, beginning of year	62,030	60,200	57,877
Shares issued upon exercise of stock options	2,160	1,234	1,981
Sale of subsidiary shares to noncontrolling interests	(173 )	(192 )	(335 )
Purchase of subsidiary shares from noncontrolling interests	(1,753 )	—	—
Stock-based compensation	839	788	677
Additional paid-in capital, end of year	63,103	62,030	60,200
Retained earnings, beginning of year	388,434	374,121	359,459
Net income	33,331	30,437	29,436
Dividends	(19,273 )	(16,124 )	(14,855 )
Stock-based compensation	222	—	81
Retained earnings, end of year	402,714	388,434	374,121
Accumulated other comprehensive income (loss), beginning of year	(48,091 )	(15,823 )	25,860
Foreign currency translation adjustment, net of tax	(9,874 )	(32,268 )	(41,683 )
Net derivative instrument gain, net of tax	(17 )	—	—
Accumulated other comprehensive loss, end of year	(57,982 )	(48,091 )	(15,823 )
Treasury stock, beginning of year	(36,817 )	(36,464 )	(36,016 )
Shares issued upon exercise of stock options	142	140	219
Shares received as proceeds of option exercises	(800 )	(493 )	(667 )
Treasury stock, end of year	(37,475 )	(36,817 )	(36,464 )
Noncontrolling interest, beginning of year	110,800	116,659	128,145
Net income	9,917	8,532	7,909
Foreign currency translation adjustment, net of tax	(3,279 )	(12,078 )	(16,123 )
Net derivative instrument gain, net of tax	(5 )	—	—
Sale of subsidiary shares to noncontrolling interest	1,738	1,523	1,365
Purchase of subsidiary shares from noncontrolling interests	(1,188 )	—	—
Dividends	(4,863 )	(3,836 )	(4,667 )
Stock-based compensation	147	—	30
Noncontrolling interest, end of year	113,267	110,800	116,659



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Total equity	\$483,658	\$476,387	\$498,724
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See accompanying notes to consolidated financial statements.

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Consolidated Statements of Cash Flows

Years ended December 31, 2016, 2015, and 2014

(In thousands)

	2016	2015	2014
Cash flows from operating activities:			
Net income	\$43,248	\$38,969	\$37,345
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization including impairment loss	15,341	9,078	10,166
Provision for doubtful accounts	349	442	412
Noncash stock compensation	1,198	787	856
Gain on sale of license	(4,652)	) —	—
Excess tax benefits from stock-based compensation arrangements	—	(260)	(670)
Deferred tax expense (benefit)	(1,374)	) 829	(557)
Change in fair value of derivatives	682	903	355
Changes in:			
Accounts receivable	(13,156)	) (12,573)	(19,607)
Inventories	(909)	) (4,354)	4,344
Other assets	(297)	) (1,622)	425
Accounts payable and accrued expenses	18,690	12,973	(4,996)
Income taxes, net	(4,556)	) 4,912	8,540
Net cash provided by operating activities		54,564	50,084
36,613			
Cash flows from investing activities:			
Purchases of short-term investments	(57,289)	) (62,415)	(245,810)
Proceeds from sale of short-term investments	42,604	151,771	212,762
Purchase of equipment and leasehold improvements	(4,777)	) (4,158)	(3,302)
Payment for intangible assets acquired	(965)	) (119,788)	(922)
Net cash used in investing activities	(20,427)	) (34,590)	(37,272)
Cash flows from financing activities:			
Repayment of loans payable – banks	—	—	(5,765)
Proceeds from issuance of long-term debt	—	110,970	—
Repayment of long-term debt	(21,884)	) (11,761)	—
Purchase of treasury stock	(77)	) (32)	(90)
Proceeds from exercise of options	1,579	653	953
Excess tax benefits from stock-based compensation arrangements	—	260	670
Proceeds from sale of stock of subsidiary	1,565	1,327	1,030
Dividends paid	(18,015)	) (15,806)	(14,841)
Dividends paid to noncontrolling interests	(4,863)	) (3,836)	(4,667)
Purchase of subsidiary shares from noncontrolling interests	(2,941)	) —	—
Net cash provided by (used in) financing activities	(44,636)	) 81,775	(22,710)

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Effect of exchange rate changes on cash	(4,640	)	(10,440 )	(12,143 )
Net increase (decrease) in cash and cash equivalents	(15,139	)	86,829	(35,512 )
Cash and cash equivalents – beginning of year	176,967		90,138	125,650
Cash and cash equivalents – end of year	\$161,828		\$176,967	\$90,138
Supplemental disclosures of cash flow information:				
Cash paid for:				
Interest	\$2,239		\$2,400	\$1,508
Income taxes	28,124		19,668	104,430

See accompanying notes to consolidated financial statements.

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## INTER PARFUMS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

### (1) The Company and its Significant Accounting Policies

#### Business of the Company

Inter Parfums, Inc. and its subsidiaries (the “Company”) are in the fragrance business and manufacture and distribute a wide array of fragrances and fragrance related products.

Substantially all of our prestige fragrance brands are licensed from unaffiliated third parties, and our business is dependent upon the continuation and renewal of such licenses. With respect to the Company’s largest brands, we own the Lanvin brand name for our class of trade, and license the Montblanc and Jimmy Choo brand names. As a percentage of net sales, product sales for the Company’s largest brands were as follows:

	Year Ended December 31,		
	2016	2015	2014
Montblanc	23 %	21 %	22 %
Jimmy Choo	17 %	20 %	16 %
Lanvin	12 %	15 %	18 %

No other brand represented 10% or more of consolidated net sales.

#### Basis of Preparation

The consolidated financial statements include the accounts of the Company, including 73% owned Interparfums SA, a subsidiary whose stock is publicly traded in France. In 2015, Interparfums SA formed a subsidiary in Spain, Parfums Rochas. The subsidiary is 51% owned by Interparfums SA with the remaining 49% owned by its Rochas distributor for Spain. Parfums Rochas is responsible for Rochas brand distribution in the territory. All material intercompany balances and transactions have been eliminated.

### *Management Estimates*

Management makes assumptions and estimates to prepare financial statements in conformity with accounting principles generally accepted in the United States of America. Those assumptions and estimates directly affect the amounts reported and disclosures included in the consolidated financial statements. Actual results could differ from those assumptions and estimates. Significant estimates for which changes in the near term are considered reasonably possible and that may have a material impact on the financial statements are disclosed in these notes to the consolidated financial statements.

### Foreign Currency Translation

For foreign subsidiaries with operations denominated in a foreign currency, assets and liabilities are translated to U.S. dollars at year-end exchange rates. Income and expense items are translated at average rates of exchange prevailing during the year. Gains and losses from translation adjustments are accumulated in a separate component of shareholders' equity.

### Cash and Cash Equivalents and Short-Term Investments

All highly liquid investments purchased with a maturity of three months or less are considered to be cash equivalents. From time to time, the Company has short-term investments which consist of certificates of deposit with maturities greater than three months. The Company monitors concentrations of credit risk associated with financial institutions with which the Company conducts significant business. The Company believes its credit risk is minimal, as the Company primarily conducts business with large, well-established financial institutions. Substantially all cash and cash equivalents are held at financial institutions outside the United States and are readily convertible into U.S. dollars.

## **INTER PARFUMS, INC. AND SUBSIDIARIES**

### Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

#### Accounts Receivable

Accounts receivable represent payments due to the Company for previously recognized net sales, reduced by allowances for sales returns and doubtful accounts or balances which are estimated to be uncollectible, which aggregated \$5.3 million and \$5.9 million as of December 31, 2016 and 2015, respectively. Accounts receivable balances are written-off against the allowance for doubtful accounts when they become uncollectible. Recoveries of accounts receivable previously recorded against the allowance are recorded in the consolidated statement of income when received. We generally grant credit based upon our analysis of the customer's financial position, as well as previously established buying patterns.

#### Inventories

Inventories, including promotional merchandise, only include inventory considered saleable or usable in future periods, and is stated at the lower of cost and net realizable value, with cost being determined on the first-in, first-out method. Cost components include raw materials, direct labor and overhead (e.g., indirect labor, utilities, depreciation, purchasing, receiving, inspection and warehousing) as well as inbound freight. Promotional merchandise is charged to cost of sales at the time the merchandise is shipped to the Company's customers.

#### Derivatives

All derivative instruments are recorded as either assets or liabilities and measured at fair value. The Company uses derivative instruments to principally manage a variety of market risks. For derivatives designated as hedges of the exposure to changes in fair value of the recognized asset or liability or a firm commitment (referred to as fair value hedges), the gain or loss is recognized in earnings in the period of change together with the offsetting loss or gain on the hedged item attributable to the risk being hedged. The effect of that accounting is to include in earnings the extent

to which the hedge is not effective in achieving offsetting changes in fair value. For cash flow hedges, the effective portion of the derivative's gain or loss is initially reported in equity (as a component of accumulated other comprehensive income) and is subsequently reclassified into earnings in the same period or periods during which the hedged forecasted transaction affects earnings. The ineffective portion of the gain or loss of a cash flow hedge is reported in earnings immediately. The Company also holds certain instruments for economic purposes that are not designated for hedge accounting treatment. For these derivative instruments, changes in their fair value are recorded in earnings immediately.

#### Equipment and Leasehold Improvements

Equipment and leasehold improvements are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are provided using the straight-line method over the estimated useful lives for equipment, which range between three and ten years and the shorter of the lease term or estimated useful asset lives for leasehold improvements. Depreciation provided on equipment used to produce inventory, such as tools and molds, is included in cost of sales.

#### Long-Lived Assets

Indefinite-lived intangible assets principally consist of trademarks which are not amortized. The Company evaluates indefinite-lived intangible assets for impairment at least annually during the fourth quarter, or more frequently when events occur or circumstances change, such as an unexpected decline in sales, that would more likely than not indicate that the carrying value of an indefinite-lived intangible asset may not be recoverable. When testing indefinite-lived intangible assets for impairment, the evaluation requires a comparison of the estimated fair value of the asset to the carrying value of the asset. The fair values used in our evaluations are estimated based upon discounted future cash flow projections using a weighted average cost of capital of 6.2%. The cash flow projections are based upon a number of assumptions, including future sales levels, future cost of goods and operating expense levels, as well as economic conditions, changes to our business model or changes in consumer acceptance of our products which are more subjective in nature. If the carrying value of an indefinite-lived intangible asset exceeds its fair value, an impairment charge is recorded.

## **INTER PARFUMS, INC. AND SUBSIDIARIES**

### Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

Intangible assets subject to amortization are evaluated for impairment testing whenever events or changes in circumstances indicate that the carrying amount of an amortizable intangible asset may not be recoverable. If impairment indicators exist for an amortizable intangible asset, the undiscounted future cash flows associated with the expected service potential of the asset are compared to the carrying value of the asset. If our projection of undiscounted future cash flows is in excess of the carrying value of the intangible asset, no impairment charge is recorded. If our projection of undiscounted future cash flows is less than the carrying value of the intangible asset, an impairment charge would be recorded to reduce the intangible asset to its fair value.

### Revenue Recognition

The Company sells its products to department stores, perfumeries, specialty stores and domestic and international wholesalers and distributors. Sales of such products by our domestic subsidiaries are denominated in U.S. dollars, and sales of such products by our foreign subsidiaries are primarily denominated in either euro or U.S. dollars. The Company recognizes revenues when merchandise is shipped and the risk of loss passes to the customer. Net sales are comprised of gross revenues less returns, trade discounts and allowances. The Company does not bill its customers' freight and handling charges. All shipping and handling costs, which aggregated \$5.1 million, \$4.7 million and \$5.2 million in 2016, 2015 and 2014, respectively, are included in selling, general and administrative expenses in the consolidated statements of income. The Company grants credit to all qualified customers and does not believe it is exposed significantly to any undue concentration of credit risk. No one customer represented 10% or more of net sales in 2016, 2015 or 2014.

### *Sales Returns*

Generally, the Company does not permit customers to return their unsold products. However, for U.S. based customers, we allow returns if properly requested, authorized and approved. The Company regularly reviews and revises, as deemed necessary, its estimate of reserves for future sales returns based primarily upon historic trends and relevant current data including information provided by retailers regarding their inventory levels. In addition, as



necessary, specific accruals may be established for significant future known or anticipated events. The types of known or anticipated events that we consider include, but are not limited to, the financial condition of our customers, store closings by retailers, changes in the retail environment and our decision to continue to support new and existing products. The Company records estimated reserves for sales returns as a reduction of sales, cost of sales and accounts receivable. Returned products are recorded as inventories and are valued based upon estimated realizable value. The physical condition and marketability of returned products are the major factors we consider in estimating realizable value. Actual returns, as well as estimated realizable values of returned products, may differ significantly, either favorably or unfavorably, from our estimates, if factors such as economic conditions, inventory levels or competitive conditions differ from our expectations.

#### Payments to Customers

The Company records revenues generated from purchase with purchase and gift with purchase promotions as sales and the costs of its purchase with purchase and gift with purchase promotions as cost of sales. Certain other incentive arrangements require the payment of a fee to customers based on their attainment of pre-established sales levels. These fees have been recorded as a reduction of net sales.

## **INTER PARFUMS, INC. AND SUBSIDIARIES**

### Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

#### Advertising and Promotion

Advertising and promotional costs are expensed as incurred and recorded as a component of cost of goods sold (in the case of free goods given to customers) or selling, general and administrative expenses. Advertising and promotional costs included in selling, general and administrative expenses were \$99.0 million, \$83.8 million and \$86.7 million for 2016, 2015 and 2014, respectively. Costs relating to purchase with purchase and gift with purchase promotions that are reflected in cost of sales aggregated \$30.0 million, \$25.4 million and \$24.4 million in 2016, 2015 and 2014, respectively. Accrued expenses include approximately \$27.2 million and \$15.2 million in advertising liabilities as of December 31, 2016 and 2015, respectively.

#### Package Development Costs

Package development costs associated with new products and redesigns of existing product packaging are expensed as incurred.

#### Operating Leases

The Company recognizes rent expense from operating leases with various step rent provisions, rent concessions and escalation clauses on a straight-line basis over the applicable lease term. The Company considers lease renewals in the useful life of its leasehold improvements when such renewals are reasonably assured. In the event the Company receives capital improvement funding from its landlord, these amounts are recorded as deferred liabilities and amortized over the remaining lease term as a reduction of rent expense.

## License Agreements

The Company's license agreements generally provide the Company with worldwide rights to manufacture, market and sell fragrance and fragrance related products using the licensors' trademarks. The licenses typically have an initial term of approximately 5 to 15 years, and are potentially renewable subject to the Company's compliance with the license agreement provisions. The remaining terms, including the potential renewal periods, range from approximately 1 to 15 years. Under each license, the Company is required to pay royalties in the range of 5% to 10% to the licensor, at least annually, based on net sales to third parties.

In certain cases, the Company may pay an entry fee to acquire, or enter into, a license where the licensor or another licensee was operating a pre-existing fragrance business. In those cases, the entry fee is capitalized as an intangible asset and amortized over its useful life.

Most license agreements require minimum royalty payments, incremental royalties based on net sales levels and minimum spending on advertising and promotional activities. Royalty expenses are accrued in the period in which net sales are recognized while advertising and promotional expenses are accrued at the time these costs are incurred.

In addition, the Company is exposed to certain concentration risk. Substantially all of our prestige fragrance brands are licensed from unaffiliated third parties, and our business is dependent upon the continuation and renewal of such licenses.

## Income Taxes

The Company accounts for income taxes using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in its financial statements or tax returns. The net deferred tax assets assume sufficient future earnings for their realization, as well as the continued application of currently enacted tax rates. Included in net deferred tax assets is a valuation allowance for deferred tax assets, where management believes it is more-likely-than-not that the deferred tax assets will not be realized in the relevant jurisdiction. If the Company determines that a deferred tax asset will not be realizable, an adjustment to the deferred tax asset will result in a reduction of net earnings at that time.

## **INTER PARFUMS, INC. AND SUBSIDIARIES**

Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

### **Issuance of Common Stock by Consolidated Subsidiary**

The difference between the Company's share of the proceeds received by the subsidiary and the carrying amount of the portion of the Company's investment deemed sold, is reflected as an equity adjustment in the consolidated balance sheets.

### **Treasury Stock**

The Board of Directors may authorize share repurchases of the Company's common stock (Share Repurchase Authorizations). Share repurchases under Share Repurchase Authorizations may be made through open market transactions, negotiated purchase or otherwise, at times and in such amounts within the parameters authorized by the Board. Shares repurchased under Share Repurchase Authorizations are held in treasury for general corporate purposes, including issuances under various employee stock option plans. Treasury shares are accounted for under the cost method and reported as a reduction of equity. Share Repurchase Authorizations may be suspended, limited or terminated at any time without notice.

### **Recent Accounting Pronouncements**

In August 2016, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update ("ASU") to eliminate the diversity in practice related to the classification of certain cash receipts and payments in the statement of cash flows, by adding or clarifying guidance on eight specific cash flow issues. This ASU is effective for annual and interim periods beginning after December 15, 2017 and early adoption is permitted. We have evaluated the standard and determined that there will be no material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09 which simplifies several aspects of the accounting for share-based payments, including the income tax consequences and classification on the statement of cash flows. This ASU is effective for annual and interim periods beginning after December 15, 2016 and early adoption is permitted. The Company elected to early adopt ASU 2016-09 in the fourth quarter of 2016 which required us to reflect any adjustments as of January 1, 2016, the beginning of the annual period that includes the interim period of adoption. Prior periods were not adjusted.

Under previous guidance, excess tax benefits and certain tax deficiencies from share-based compensation arrangements were recorded in additional paid-in capital when the awards vested or were settled. ASU 2016-09 requires that all excess tax benefits and all tax deficiencies be recognized as income tax expense or benefit in the income statement and adoption is on a prospective basis. The adoption resulted in the recognition of excess tax benefits of \$0.4 million in our provision for income taxes rather than in additional paid-in capital for the year ending December 31, 2016. As permitted by ASU 2016-09, the Company has elected to continue to estimate the number of stock-based awards expected to vest, rather than electing to account for forfeitures as they occur.

Excess tax benefits are required to be prospectively excluded from assumed future proceeds in the calculation of diluted shares under the adoption of ASU 2016-09. As a result of the adoption, the Company's diluted weighted average number of common shares outstanding increased from 31,161,083 to 31,175,598.

**INTER PARFUMS, INC. AND SUBSIDIARIES**

Notes to Consolidated Financial Statements

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(In thousands except share and per share data)

The adoption resulted in an increase in basic and diluted earnings per share attributable to Inter Parfums Inc. (“EPS”) as follows:

	Year Ended December 31, 2016
Basic EPS prior to adoption of ASU 2016-09	\$ 1.06
Basic EPS upon adoption of ASU 2016-09	\$ 1.07
Diluted EPS prior to adoption of ASU 2016-09	\$ 1.06
Diluted EPS upon adoption of ASU 2016-09	\$ 1.07

In addition, under ASU 2016-09, excess tax benefits from stock-based compensation arrangements are classified in cash flows from operations, rather than inflow within financing activities and outflow within operating activities. The Company has applied the cash flow classification guidance prospectively.

In February 2016, the FASB issued an ASU which requires lessees to recognize lease assets and lease liabilities arising from operating leases on the balance sheet. This ASU is effective for annual and interim reporting periods beginning after December 15, 2018 using a modified retrospective approach, with early adoption permitted. We are currently evaluating the standard to determine the impact of its adoption on our consolidated financial statements.

In November 2015, the FASB issued an ASU that requires all deferred tax liabilities and assets to be classified as noncurrent on the balance sheet. This ASU is effective for annual and interim reporting periods beginning after December 15, 2016, with early adoption permitted. In addition, this guidance can be applied either prospectively or retrospectively to all periods presented. We are currently evaluating the standard to determine the impact of its adoption on our consolidated financial statements.

In July 2015, the FASB issued an ASU modifying the accounting for inventory. Under this ASU, the measurement principle for inventory will change from lower of cost or market value to lower of cost and net realizable value. The ASU defines net realizable value as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The ASU is applicable to inventory that is accounted for under the first-in, first-out method and is effective for reporting periods beginning after December 15, 2016, with early adoption permitted. We have evaluated the standard and determined that there is no material impact on our consolidated financial statements.

In May 2014, the FASB issued an ASU which superseded the then most current revenue recognition requirements. This new revenue recognition standard requires entities to recognize revenue in a way that depicts the transfer of goods or services to customers in an amount that reflects the consideration which the entity expects to be entitled to in exchange for those goods or services. This guidance is effective for annual and interim reporting periods beginning after December 15, 2017, with early adoption permitted for annual periods after December 31, 2016. We have evaluated the standard and determined that there will be no material impact on our consolidated financial statements.

There are no other recent accounting pronouncements issued but not yet adopted that would have a material effect on our consolidated financial statements.

## INTER PARFUMS, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements

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(In thousands except share and per share data)

(2)

#### Buyout of License

In December 2016, the Company, through its majority owned Paris-based subsidiary, Interparfums SA, reached an agreement with the Balmain brand calling for Balmain to buyout the Balmain license agreement, effective December 31, 2016, in exchange for a payment aggregating €5.4 million (approximately \$5.7 million). As a result of the buyout, the Company recognized a gain of \$4.7 million and expects to receive the buyout payment by April 30, 2017. The Company has a three month inventory sell-off period ending March 31, 2017 and Balmain has also agreed to purchase all remaining inventory and tangible assets.

(3)

#### Recent Agreements

#### *S.T. Dupont*

In September 2016, the Company, through its majority owned Paris-based subsidiary, Interparfums SA, extended its license agreement with S.T. Dupont by three years. The original agreement, signed in July 1997, together with previous extensions, provided Interparfums SA with the exclusive worldwide license rights to create, produce and distribute fragrances and related products under the S.T. Dupont brand through December 31, 2016. The recent extension is effective on January 1, 2017 and extends the partnership through December 31, 2019 without any material changes in operating conditions from the prior license. The license agreement is subject to certain minimum sales, advertising expenditures and royalty payments, as are customary in our industry.

#### *Montblanc*

In October 2015, the Company, through its majority owned Paris-based subsidiary, Interparfums SA, extended its license agreement with Montblanc by five years. The original agreement, signed in 2010, provided Interparfums SA



with the exclusive worldwide license rights to create, produce and distribute fragrances and fragrance related products under the Montblanc brand through December 31, 2020. The new 10-year agreement, which went into effect on January 1, 2016, extends the partnership through December 31, 2025 without any material changes in operating conditions from the prior license. The license agreement is subject to certain minimum sales, advertising expenditures and royalty payments as are customary in our industry.

***French Connection***

In September 2015, the Company entered into a 12-year license agreement to create, produce and distribute fragrances and fragrance related products under the French Connection brand names. The agreement is subject to certain minimum advertising expenditures and royalty payments as are customary in our industry. The Company took over distribution of selected fragrances within the brand's existing fragrance portfolio in 2016.

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## **INTER PARFUMS, INC. AND SUBSIDIARIES**

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### ***Rochas***

In May 2015, the Company, through its majority owned Paris-based subsidiary, Interparfums SA, acquired the Rochas brand from The Procter & Gamble Company. This transaction includes all brand names and registered trademarks for Rochas (*Femme, Madame, Eau de Rochas*, etc.), mainly for class 3 (cosmetics) and class 25 (fashion). Substantially the entire €106 million purchase price for the assets acquired (approximately \$118 million), including approximately \$5.4 million in acquisition related expenses, was allocated to trademarks with indefinite lives including approximately \$21 million of which was allocated to fashion trademarks. An additional \$4.4 million was paid for related inventory.

### ***Coach***

In April 2015, the Company, through its majority owned Paris-based subsidiary, Interparfums SA, entered into an 11-year exclusive worldwide license with Coach, Inc. to create, produce and distribute fragrances and fragrance related products under the Coach brand name. In 2016, Interparfums SA began distributing these fragrances to department stores, specialty stores and duty free shops, as well as in Coach retail stores. The agreement is subject to certain minimum sales, advertising expenditures and royalty payments as are customary in our industry.

### ***Abercrombie & Fitch and Hollister***

In December 2014, the Company entered into a 7-year exclusive worldwide license to create, produce and distribute new fragrances and fragrance related products under the Abercrombie & Fitch and Hollister brand names. In 2016, the Company began to distribute these fragrances internationally in specialty stores, department stores and duty free shops, and in the U.S., in duty free shops and in Abercrombie & Fitch and Hollister retail stores. The agreement is subject to certain minimum sales, advertising expenditures and royalty payments as are customary in our industry.

(4)

## Inventories

	December 31,	
	2016	2015
Raw materials and component parts	\$36,821	\$30,569
Finished goods	60,156	67,777
	\$96,977	\$98,346

Overhead included in inventory aggregated \$3.1 million and \$3.7 million as of December 31, 2016 and 2015, respectively. Included in inventories is an inventory reserve, which represents the difference between the cost of the inventory and its estimated realizable value, based upon sales forecasts and the physical condition of the inventories. In addition, and as necessary, specific reserves for future known or anticipated events may be established. Inventory reserves aggregated \$5.4 million and \$6.6 million as of December 31, 2016 and 2015, respectively.

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Notes to Consolidated Financial Statements

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(In thousands except share and per share data)

## (5) Fair Value of Financial Instruments

The following tables present our financial assets and liabilities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value.

	Total	Fair Value Measurements at December 31, 2016		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Short-term investments	\$94,202	\$ —	\$ 94,202	\$ —
<b>Liabilities:</b>				
Foreign currency forward exchange contracts accounted for using hedge accounting	\$181	\$ —	\$ 181	\$ —
Foreign currency forward exchange contracts not accounted for using hedge accounting	418	—	418	—
Interest rate swap	908	—	908	—
	\$1,507	\$ —	\$ 1,507	\$ —

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	Total	Fair Value Measurements at December 31, 2015		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Short-term investments	\$82,847	\$ —	\$ 82,847	\$ —
Foreign currency forward exchange contracts not accounted for using hedge accounting	123	—	123	—
	\$82,970	\$ —	\$ 82,970	\$ —
<b>Liabilities:</b>				
Interest rate swaps	\$1,026	\$ —	\$ 1,026	\$ —

The carrying amount of cash and cash equivalents including money market funds, short-term investments, accounts receivable, other receivables, accounts payable and accrued expenses approximates fair value due to the short terms to maturity of these instruments. The carrying amount of loans payable approximates fair value as the variable interest rates on the Company's indebtedness approximate current market rates.

Foreign currency forward exchange contracts are valued based on quotations from financial institutions and the value of interest rate swaps are the discounted net present value of the swaps using third party quotes from financial institutions.

## INTER PARFUMS, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements

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#### (6) Derivative Financial Instruments

The Company enters into foreign currency forward exchange contracts to hedge exposure related to receivables denominated in a foreign currency and occasionally to manage risks related to future sales expected to be denominated in a foreign currency. Before entering into a derivative transaction for hedging purposes, it is determined that a high degree of initial effectiveness exists between the change in value of the hedged item and the change in the value of the derivative instrument from movement in exchange rates. High effectiveness means that the change in the cash flows of the derivative instrument will effectively offset the change in the cash flows of the hedged item. The effectiveness of each hedged item is measured throughout the hedged period and is based on the dollar offset methodology and excludes the portion of the fair value of the foreign currency forward exchange contract attributable to the change in spot-forward difference which is reported in current period earnings. Any hedge ineffectiveness is also recognized as a gain or loss on foreign currency in the income statement. For hedge contracts that are no longer deemed highly effective, hedge accounting is discontinued and gains and losses accumulated in other comprehensive income are reclassified to earnings. If it is probable that the forecasted transaction will no longer occur, then any gains or losses accumulated in other comprehensive income are reclassified to current-period earnings.

In connection with the Rochas acquisition, \$108 million of the purchase price was paid in cash on the closing date and was financed entirely through a 5-year term loan. As the payment at closing was due in dollars and we had planned to finance it with debt in euro, the Company entered into foreign currency forward contracts to secure the exchange rate for the \$108 million purchase price at \$1.067 per 1 euro. This derivative was designated and qualified as a cash flow hedge.

Gains and losses in derivatives designated as hedges are accumulated in other comprehensive income (loss) and gains and losses in derivatives not designated as hedges are included in (gain) loss on foreign currency on the accompanying income statements. Such gains and losses were immaterial in each of the years in the three-year period ended December 31, 2016. For the years ended December 31, 2016 and 2015, interest expense includes a gain (loss) of \$0.1 million and (\$1.0) million, respectively, relating to an interest rate swap.

All derivative instruments are reported as either assets or liabilities on the balance sheet measured at fair value. The valuation of interest rate swaps resulted in a liability which is included in long-term debt on the accompanying balance sheets. The valuation of foreign currency forward exchange contracts at December 31, 2016, resulted in a liability and is included in accrued expenses on the accompanying balance sheet and at December 31, 2015, such valuation resulted in an asset and is included in other current assets on the accompanying balance sheet.

At December 31, 2016, the Company had foreign currency contracts in the form of forward exchange contracts with notional amounts of approximately U.S. \$69.8 million, GB £1.8 million and JPY ¥50.0 million, which all have maturities of less than one year.

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

(7) **Equipment and Leasehold Improvements**

	December 31,	
	2016	2015
Equipment	\$31,325	\$27,757
Leasehold improvements	1,635	1,631
	32,960	29,388
Less accumulated depreciation and amortization	22,884	20,055
	\$10,076	\$9,333

Depreciation and amortization expense was \$3.7 million in 2016 and \$3.3 million in both 2015 and 2014.

(8) **Trademarks, Licenses and Other Intangible Assets**

2016	Gross Amount	Accumulated Amortization	Net Book Value
Trademarks (indefinite lives)	\$115,793	\$ —	\$115,793
Trademarks (finite lives)	40,794	63	40,731
Licenses (finite lives)	62,102	37,206	24,896
Other intangible assets (finite lives)	12,861	10,413	2,448
Subtotal	115,757	47,682	68,075
Total	\$231,550	\$ 47,682	\$183,868

2015	Gross Amount	Accumulated Amortization	Net Book Value
Trademarks (indefinite lives)	\$119,459	\$ —	\$119,459
Trademarks (finite lives)	42,046	61	41,985
Licenses (finite lives)	66,082	28,994	37,088
Other intangible assets (finite lives)	12,366	9,563	2,803



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Subtotal	120,494	38,618	81,876
Total	\$239,953	\$ 38,618	\$201,335

Amortization expense was \$5.9 million, \$5.8 million and \$6.6 million in 2016, 2015 and 2014, respectively. Amortization expense is expected to approximate \$5.7 million in 2017 and 2018, and \$4.6 million in 2019, 2020 and 2021. The weighted average amortization period for trademarks, licenses and other intangible assets with finite lives are 18 years, 14 years and 2 years, respectively, and 14 years in the aggregate.

There were no impairment charges for trademarks with indefinite useful lives in 2016, 2015 and 2014. The fair values used in our evaluations are estimated based upon discounted future cash flow projections using a weighted average cost of capital of 6.2%. The cash flow projections are based upon a number of assumptions, including, future sales levels and future cost of goods and operating expense levels, as well as economic conditions, changes to our business model or changes in consumer acceptance of our products which are more subjective in nature. The Company believes that the assumptions the Company has made in projecting future cash flows for the evaluations described above are reasonable and currently no impairment indicators exist for our indefinite-lived assets. However, if future actual results do not meet our expectations, the Company may be required to record an impairment charge, the amount of which could be material to our results of operations.

## INTER PARFUMS, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements

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The cost of trademarks, licenses and other intangible assets with finite lives is being amortized by the straight-line method over the term of the respective license or the intangible assets estimated useful life which range from three to twenty years. If the residual value of a finite life intangible asset exceeds its carrying value, then the asset is not amortized. The Company reviews intangible assets with finite lives for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Product sales of our Karl Lagerfeld brand have not met with our original expectations. During the fourth quarter of 2016, the Company decided that it will most likely exercise its rights for an early termination of the Karl Lagerfeld license in 2024, rather than continue the license through its original expiration in 2032. As a result of the shortened expected life of the license, the Company recorded an impairment loss of \$5.7 million as of December 31, 2016.

Trademarks (finite lives) primarily represent Lanvin brand names and trademarks and in connection with their purchase, Lanvin was granted the right to repurchase the brand names and trademarks in 2025 for the greater of €70 million (approximately \$74 million) or one times the average of the annual sales for the years ending December 31, 2023 and 2024 (residual value). Because the residual value of the intangible asset exceeds its carrying value, the asset is not amortized.

(9)

Loans Payable – Banks

Loans payable – banks consist of the following:

The Company and its domestic subsidiaries have available a \$20 million unsecured revolving line of credit due on demand, which bears interest at the prime rate minus 0.5% (the prime rate was 3.75% as of December 31, 2016). The line of credit which has a maturity date of December 18, 2017 is expected to be renewed on an annual basis. Borrowings outstanding pursuant to lines of credit were zero as of December 31, 2016 and 2015.

The Company's foreign subsidiaries have available credit lines, including several bank overdraft facilities totaling approximately \$26 million. These credit lines bear interest at EURIBOR plus between 0.5% and 0.8% (EURIBOR was minus 0.08% at December 31, 2016). Outstanding amounts were zero as of December 31, 2016 and 2015.

The weighted average interest rate on short-term borrowings was zero as of December 31, 2016 and 2015.

(10)

Long-term Debt

In June 2015, the Company financed its Rochas brand acquisition with a \$111 million, 5-year term loan payable in equal quarterly installments plus interest. This term loan requires the maintenance of certain financial covenants, tested semi-annually, including a maximum leverage ratio and a minimum interest coverage ratio. The facility also contains new debt restrictions among other standard provisions. The Company is in compliance with all of the covenants and other restrictions of the debt agreements. In order to reduce exposure to rising variable interest rates, the Company entered into a swap transaction effectively exchanging the variable interest rate to a fixed rate of approximately 1.2%. The swap is a derivative instrument and is therefore recorded at fair value and changes in fair value are reflected in the accompanying consolidated statements of income. Maturities of long-term debt subsequent to December 31, 2016 are approximately \$21 million per year through 2019 and, \$11 million in 2020.

**INTER PARFUMS, INC. AND SUBSIDIARIES**

Notes to Consolidated Financial Statements

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(In thousands except share and per share data)

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**Commitments**

**Leases**

The Company leases its office and warehouse facilities under operating leases which are subject to various step rent provisions, rent concessions and escalation clauses expiring at various dates through 2023. Escalation clauses are not material and have been excluded from minimum future annual rental payments. Rental expense, which is calculated on a straight-line basis, amounted to \$10.7 million, \$9.9 million and \$10.1 million in 2016, 2015 and 2014, respectively. Minimum future annual rental payments are as follows:

2017	\$5,390
2018	5,028
2019	4,568
2020	3,689
2021	3,008
Thereafter	5,952
	\$27,635

**License Agreements**

The Company is party to a number of license and other agreements for the use of trademarks and rights in connection with the manufacture and sale of its products expiring at various dates through 2032. In connection with certain of these license agreements, the Company is subject to minimum annual advertising commitments, minimum annual royalties and other commitments as follows:

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2017	\$ 113,633
2018	111,489
2019	114,897
2020	116,188
2021	118,169
Thereafter	332,830
	\$907,206

Future advertising commitments are estimated based on planned future sales for the license terms that were in effect at December 31, 2016, without consideration for potential renewal periods. The above figures do not reflect the fact that our distributors share our advertising obligations. Royalty expense included in selling, general, and administrative expenses, aggregated \$37.8 million, \$33.8 million and \$35.6 million, in 2016, 2015 and 2014, respectively, and represented 7.3%, 7.2% and 7.1% of net sales for the years ended December 31, 2016, 2015 and 2014, respectively.

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

Notes to Consolidated Financial Statements

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(In thousands except share and per share data)

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Equity

Share-Based Payments:

The Company maintains a stock option program for key employees, executives and directors. The plans, all of which have been approved by shareholder vote, provide for the granting of both nonqualified and incentive options. Options granted under the plans typically have a six-year term and vest over a four to five-year period. The fair value of shares vested in 2016 and 2015 aggregated \$0.9 million and \$0.8 million, respectively. Compensation cost, net of estimated forfeitures, is recognized on a straight-line basis over the requisite service period for the entire award. Forfeitures are estimated based on historic trends. It is generally the Company's policy to issue new shares upon exercise of stock options.

The following table sets forth information with respect to nonvested options for 2016:

	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested options – beginning of year	414,850	\$ 6.86
Nonvested options granted	149,850	\$ 7.43
Nonvested options vested or forfeited	(162,360)	) \$ 6.69
Nonvested options – end of year	402,340	\$ 7.14

The effect of share-based payment expenses decreased income statement line items as follows:

	Year Ended December 31,		
	2016	2015	2014

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Income before income taxes	\$ 1,200	\$ 800	\$ 900
Net income attributable to Inter Parfums, Inc.	700	500	500
Diluted earnings per share attributable to Inter Parfums, Inc.	0.02	0.01	0.01

The following table summarizes stock option activity and related information for the years ended December 31, 2016, 2015 and 2014:

	Year ended December 31, 2016		2015		2014	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Shares under option - beginning of year	709,300	\$ 24.34	639,495	\$ 23.19	643,595	\$ 19.58
Options granted	149,850	32.61	158,300	23.79	139,250	27.93
Options exercised	(123,150)	18.69	(80,685 )	13.82	(136,640)	11.19
Options forfeited	(50,560 )	27.18	(7,810 )	27.77	(6,710 )	19.37
Shares under option - end of year	685,440	26.95	709,300	24.34	639,495	23.19

At December 31, 2016, options for 1,078,755 shares were available for future grant under the plans. The aggregate intrinsic value of options outstanding is \$4.3 million as of December 31, 2016 and unrecognized compensation cost related to stock options outstanding aggregated \$2.8 million, which will be recognized over the next five years.

**INTER PARFUMS, INC. AND SUBSIDIARIES**

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The weighted average fair values of options granted by Inter Parfums, Inc. during 2016, 2015 and 2014 were \$7.43, \$5.99 and \$7.42 per share, respectively, on the date of grant using the Black-Scholes option pricing model to calculate the fair value.

The assumptions used in the Black-Scholes pricing model are set forth in the following table:

	Year Ended December 31,					
	2016		2015		2014	
Weighted-average expected stock-price volatility	29	%	33	%	34	%
Weighted-average expected option life	5.0 years		5.0 years		5.0 years	
Weighted-average risk-free interest rate	2.0	%	1.7	%	1.7	%
Weighted-average dividend yield	2.1	%	2.1	%	1.8	%

Expected volatility is estimated based on historic volatility of the Company's common stock. The expected term of the option is estimated based on historic data. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of the grant of the option and the dividend yield reflects the assumption that the dividend payout as authorized by the Board of Directors would maintain its current payout ratio as a percentage of earnings.

Proceeds, tax benefits and intrinsic value related to stock options exercised were as follows:

	Year Ended December 31,		
	2016	2015	2014
Proceeds from stock options exercised, excluding cashless exercise of \$0.7 million, \$0.5 million and \$0.6 million in 2016, 2015 and 2014, respectively	\$ 1,579	\$ 653	\$ 953
Tax benefits	\$ 400	\$ 260	\$ 670



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Intrinsic value of stock options exercised \$1,860 \$1,137 \$2,733

The following table summarizes additional stock option information as of December 31, 2016:

Exercise prices	Number outstanding	Options outstanding weighted average contractual life remaining	Options exercisable
\$15.59	70,050	0.99 years	70,050
\$17.07	250	0.08 years	250
\$19.33	87,310	2.00 years	66,530
\$21.76	2,750	1.08 years	1,750
\$22.20	2,800	2.08 years	1,200
\$23.61	127,850	5.00 years	25,570
\$25.29 - \$28.82	14,000	3.79 years	3,000
\$26.40	5,000	4.08 years	—
\$27.80	114,880	4.00 years	45,880
\$29.36	2,000	2.68 years	1,000
\$32.12 - \$32.83	148,350	5.91 years	1,750
\$35.75	110,200	3.00 years	66,120
Totals	685,440	3.85 years	283,100

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## **INTER PARFUMS, INC. AND SUBSIDIARIES**

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As of December 31, 2016, the weighted average exercise price of options exercisable was \$24.20 and the weighted average remaining contractual life of options exercisable is 2.59 years. The aggregate intrinsic value of options exercisable at December 31, 2016 is \$2.6 million.

The Chief Executive Officer and the President each exercised 19,000, 19,000 and 32,875 outstanding stock options of the Company's common stock in 2016, 2015 and 2014, respectively. The aggregate exercise prices of \$0.7 million in 2016, \$0.5 million in 2015 and \$0.6 million in 2014 were paid by them tendering to the Company in 2016, 2015 and 2014, an aggregate of 20,658, 18,764 and 19,656 shares, respectively, of the Company's common stock, previously owned by them, valued at fair market value on the dates of exercise. All shares issued pursuant to these option exercises were issued from treasury stock of the Company. In addition, the Chief Executive Officer tendered in 2016, 2015 and 2014 an additional 2,179, 1,299 and 3,112 shares, respectively, for payment of certain withholding taxes resulting from his option exercises.

In September 2016, Interparfums SA, approved a plan to grant an aggregate of 15,100 shares of its stock to employees with no performance condition requirement, and an aggregate of 133,000 shares to officers and managers, subject to certain corporate performance conditions. The shares will be distributed in September 2019 so long as the individual is employed by Interparfums SA at the time, and in the case of officers and managers, only to the extent that the performance conditions have been met. Once distributed, the shares will be unrestricted and the employees will be permitted to trade their shares.

The fair value of the grant of €22.46 per share (approximately \$25.00 per share) has been determined based on the quoted stock price of Interparfums SA shares as reported by the NYSE Euronext on the date of grant taking into account the dividend yield as no dividends on this grant will be earned until the shares are distributed. The estimated number of shares to be distributed of 137,381 has been determined taking into account employee turnover. The aggregate cost of the grant of €3.1 million (approximately \$3.4 million) will be recognized as compensation cost by Interparfums SA on a straight-line basis over the requisite three year service period. In 2016, \$0.4 million of compensation cost has been recognized.

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To avoid dilution of the Company's ownership of Interparfums SA, all shares to be distributed pursuant to this plan will be pre-existing shares of Interparfums SA, purchased in the open market by Interparfums SA. As of December 31, 2016, a total of 108,348 shares have been acquired in the open market at an aggregate cost of \$2.9 million, and such amount has been classified as an equity transaction on the accompanying balance sheet.

### Dividends

In October 2016, the Board of Directors of the Company authorized a 13% increase in the annual dividend to \$0.68 per share. The quarterly dividend aggregating approximately \$5.3 million (\$0.17 per share) declared in December 2016 was paid in January 2017. The next quarterly dividend of \$0.17 per share will be paid on April 14, 2017 to shareholders of record on March 31, 2017.

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

**(13) Net Income Attributable to Inter Parfums, Inc. Common Shareholders**

Net income attributable to Inter Parfums, Inc. per common share (“basic EPS”) is computed by dividing net income attributable to Inter Parfums, Inc. by the weighted average number of shares outstanding. Net income attributable to Inter Parfums, Inc. per share assuming dilution (“diluted EPS”), is computed using the weighted average number of shares outstanding, plus the incremental shares outstanding assuming the exercise of dilutive stock options using the treasury stock method. The reconciliation between the numerators and denominators of the basic and diluted EPS computations is as follows:

	2016	2015	2014
Numerator for diluted earnings per share	\$33,331	\$30,437	\$29,436
Denominator:			
Weighted average shares	31,072,328	30,996,137	30,931,308
Effect of dilutive securities: Stock options	103,270	104,078	129,018
Denominator for diluted earnings per share	31,175,598	31,100,215	31,060,326
Earnings per share:			
Net income attributable to Inter Parfums, Inc. common shareholders:			
Basic	\$1.07	\$0.98	\$0.95
Diluted	1.07	0.98	0.95

Not included in the above computations is the effect of anti-dilutive potential common shares, which consist of outstanding options to purchase 267,000, 272,000, and 130,000 shares of common stock for 2016, 2015, and 2014, respectively.

**(14)****Segments and Geographic Areas**

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The Company manufactures and distributes one product line, fragrances and fragrance related products. The Company manages its business in two segments, European based operations and United States based operations. The European assets are located, and operations are primarily conducted, in France. Both European and United States operations primarily represent the sale of prestige brand name fragrances.

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

Information on the Company's operations by segments is as follows:

	Year ended December 31,		
	2016	2015	2014
Net sales:			
United States	\$ 117,256	\$ 105,851	\$ 105,270
Europe	404,198	362,911	394,164
Eliminations of intercompany sales	(382 )	(222 )	(173 )
	\$ 521,072	\$ 468,540	\$ 499,261
Net income attributable to Inter Parfums, Inc.:			
United States	\$ 8,285	\$ 7,640	\$ 8,069
Europe	25,120	22,797	21,367
Eliminations	(74 )	—	—
	\$ 33,331	\$ 30,437	\$ 29,436
Depreciation and amortization expense including impairment loss:			
United States	\$ 1,816	\$ 1,583	\$ 1,554
Europe	13,525	7,495	8,612
	\$ 15,341	\$ 9,078	\$ 10,166
Interest and dividend income:			
United States	\$ 22	\$ 18	\$ 3
Europe	3,309	2,977	3,885
	\$ 3,331	\$ 2,995	\$ 3,888
Interest expense:			
United States	\$ —	\$ 2	\$ 73
Europe	2,340	2,824	1,405
	\$ 2,340	\$ 2,826	\$ 1,478
Income tax expense:			
United States	\$ 4,278	\$ 3,923	\$ 4,643
Europe	19,596	17,604	14,727
Eliminations	(48 )	—	—
	\$ 23,826	\$ 21,527	\$ 19,370

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	December 31,		
	2016	2015	2014
Total assets:			
United States	\$89,930	\$80,761	\$78,740
Europe	602,077	616,199	535,049
Eliminations of investment in subsidiary	(9,598 )	(9,301 )	(9,283 )
	\$682,409	\$687,659	\$604,506
Additions to long-lived assets:			
United States	\$930	\$1,283	\$1,165
Europe	4,812	122,663	3,059
	\$5,742	\$123,946	\$4,224
Total long-lived assets:			
United States	\$12,247	\$13,133	\$13,433
Europe	181,697	197,535	94,285
	\$193,944	\$210,668	\$107,718
Deferred tax assets:			
United States	\$194	\$365	\$396
Europe	7,848	6,817	6,452
Eliminations	48	-	-
	\$8,090	\$7,182	\$6,848

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

United States export sales were approximately \$77.5 million, \$66.3 million and \$61.0 million in 2016, 2015 and 2014, respectively. Consolidated net sales to customers by region are as follows:

	Year ended December 31,		
	2016	2015	2014
North America	\$ 149,600	\$ 125,700	\$ 125,900
Europe	192,800	170,600	177,900
Central and South America	43,900	41,100	57,700
Middle East	42,200	41,900	40,300
Asia	81,600	78,200	85,600
Other	11,000	11,000	11,900
	\$521,100	\$468,500	\$499,300

Consolidated net sales to customers in major countries are as follows:

	Year Ended December 31,		
	2016	2015	2014
United States	\$ 144,000	\$ 122,000	\$ 119,000
United Kingdom	\$ 31,000	\$ 32,000	\$ 37,000
France	\$ 43,000	\$ 34,000	\$ 50,000

(15)

Income Taxes

The Company or its subsidiaries file income tax returns in the U.S. federal, and various states and foreign jurisdictions.



The Company assessed its uncertain tax positions and determined that it has no uncertain tax position at December 31, 2016.

The components of income before income taxes consist of the following:

	Year ended December 31,		
	2016	2015	2014
U.S. operations	\$12,441	\$11,564	\$12,712
Foreign operations	54,633	48,932	44,003
	\$67,074	\$60,496	\$56,715

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

## Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

The provision for current and deferred income tax expense (benefit) consists of the following:

	Year ended December 31,		
	2016	2015	2014
Current:			
Federal	\$3,792	\$3,660	\$4,374
State and local	309	220	323
Foreign	21,099	16,806	15,229
	25,200	20,686	19,926
Deferred:			
Federal	113	30	(84 )
State and local	9	1	30
Foreign	(1,496 )	810	(502 )
	(1,374 )	841	(556 )
Total income tax expense	\$23,826	\$21,527	\$19,370

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows:

	December 31,	
	2016	2015
Net deferred tax assets:		
Foreign net operating loss carry-forwards	\$821	\$296
Inventory and accounts receivable	1,875	2,321
Profit sharing	3,187	2,442
Stock option compensation	864	717
Effect of inventory profit elimination	2,888	2,170
Other	(724 )	(468 )
Total gross deferred tax assets, net	8,911	7,478
Valuation allowance	(821 )	(296 )

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Net deferred tax assets	8,090	7,182
Deferred tax liabilities (long-term):		
Trademarks and licenses	(3,449)	(3,746)
Other	—	—
Total deferred tax liabilities	(3,449)	(3,746)
Net deferred tax assets	\$4,641	\$3,436

Valuation allowances are provided for foreign net operating loss carry-forwards, as future profitable operations from certain foreign subsidiaries might not be sufficient to realize the full amount of net operating loss carry-forwards.

No other valuation allowances have been provided as management believes that it is more likely than not that the asset will be realized in the reduction of future taxable income.

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## INTER PARFUMS, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

As previously reported, the French Tax Authorities examined the 2012 tax return of Interparfums SA, the Company's majority owned Paris-based subsidiary, and in August 2015 issued a \$6.9 million tax adjustment. It is the Company's position that the French Tax Authorities are incorrect in their assessments and the Company believes that it has strong arguments to support its tax positions. The main issues challenged by the French Tax Authorities related to the commission rate and royalty rate paid to Interparfums Singapore Pte. and Interparfums (Suisse) SARL, respectively. Interparfums Singapore Pte. and Interparfums (Suisse) SARL are wholly-owned subsidiaries of Interparfums SA. Due to the subjective nature of the issues involved, in April 2016, Interparfums SA reached an agreement in principle to settle the entire matter with the French Tax Authorities. The settlement requires Interparfums SA to pay a tax assessment of \$1.9 million covering the issues for not only the 2012 tax year, but also covering the issues for the tax years ended 2013 through 2015. The settlement also includes an agreement as to future acceptable commission and royalty rates, which is not expected to have a significant impact on cash flow. The settlement, which for 2012, is subject to formal documentation with the French Tax Authorities, was accrued as of March 31, 2016. In July 2016, Interparfums SA paid \$1.1 million to the French Tax Authorities relating to tax years 2013 and 2014.

The Company is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2013.

The Company has not provided for U.S. deferred income taxes on \$365 million of undistributed earnings of its non-U.S. subsidiaries as of December 31, 2016 since the Company intends to reinvest most of these earnings in its foreign operations indefinitely and the Company believes it has sufficient foreign tax credits available to offset any potential tax on amounts that have been and are planned to be repatriated.

Differences between the United States Federal statutory income tax rate and the effective income tax rate were as follows:

Year ended December 31,		
2016	2015	2014

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Statutory rates	34.0 %	34.0 %	34.0 %
State and local taxes, net of Federal benefit	0.3	0.2	0.1
Effect of foreign taxes greater than U.S. statutory rates	1.5	1.6	0.4
Other	(0.3 )	(0.2 )	(0.3 )
Effective rates	35.5 %	35.6 %	34.2 %

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**INTER PARFUMS, INC. AND SUBSIDIARIES**

Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

(In thousands except share and per share data)

(16) Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss consist of the following:

	Year ended December 31,		
	2016	2015	2014
Net derivative instruments, beginning of year	\$—	\$—	\$—
Net derivative instrument loss, net of tax	(17 )	—	—
Net derivative instruments, end of year	(17 )	—	—
Cumulative translation adjustments, beginning of year	(48,091)	(15,823)	25,860
Translation adjustments	(9,874 )	(32,268)	(41,683)
Cumulative translation adjustments, end of year	(57,965)	(48,091)	(15,823)
Accumulated other comprehensive loss	\$(57,982)	\$(48,091)	\$(15,823)

(17) Net Income Attributable to Inter Parfums, Inc. and Transfers from the Noncontrolling Interest

	Year ended December 31,		
	2016	2015	2014
Net income attributable to Inter Parfums, Inc.	\$33,331	\$30,437	\$29,436
Decrease in Inter Parfums, Inc.'s additional paid-in capital for subsidiary share transactions	(1,926)	(192 )	(335 )
Change from net income attributable to Inter Parfums, Inc. and transfers from noncontrolling interest	\$31,405	\$30,245	\$29,101



**Schedule II****INTER PARFUMS, INC. AND SUBSIDIARIES**

## Valuation and Qualifying Accounts

(In thousands)

Column A Description	Column B Balance at beginning of period	Column C Additions (1) (2) Charged to Charged to to costs and expenses		Column D Deductions – describe	Column E Balance at end of period
		describe	accounts – describe		
Allowance for doubtful accounts:					
Year ended December 31, 2016	\$ 1,823	349	(68)	(d) 93	(a) 2,011
Year ended December 31, 2015	\$ 1,609	442	(164)	(d) 64	(a) 1,823
Year ended December 31, 2014	\$ 2,533	412	(233)	(d) 1,103	(a) 1,609
Sales return accrual:					
Year ended December 31, 2016	\$ 4,047	3,789	-	4,504	(b) 3,332
Year ended December 31, 2015	\$ 5,309	3,490	-	4,752	(b) 4,047
Year ended December 31, 2014	\$ 3,843	5,258	-	3,792	(b) 5,309
Inventory reserve:					
Year ended December 31, 2016	\$ 6,641	5,234	(135)	(d) 6,424	(c) 5,316
Year ended December 31, 2015	\$ 5,970	5,563	(499)	(d) 4,393	(c) 6,641
Year ended December 31, 2014	\$ 6,791	5,077	(644)	(d) 5,254	(c) 5,970

(a) Write-off of bad debts.

(b) Write-off of sales returns.

(c) Disposal of inventory

(d) Foreign currency translation adjustment



See accompanying reports of independent registered public accounting firm

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15 (d) 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.

Inter Parfums, Inc.

By: /s/ Jean Madar  
 Jean Madar, Chief  
 Executive Officer  
 Date: March 13,  
 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Jean Madar Jean Madar	Chairman of the Board of Directors and Chief Executive Officer	March 13, 2017
/s/ Russell Greenberg Russell Greenberg	Chief Financial and Accounting Officer and Director	March 13, 2017
/s/ Philippe Benacin Philippe Benacin	Director	March 10, 2017
/s/ Philippe Santi Philippe Santi	Director	March 9, 2017
/s/ François Heilbronn François Heilbronn	Director	March 10, 2017
/s/ Jean Levy Jean Levy	Director	March 10, 2017
/s/ Robert Bensoussan-Torres Robert Bensoussan-Torres	Director	March 10, 2017
	Director	March __, 2017

Patrick Choël

/s/ Michel Dyens  
Michel Dyens

Director

March 10, 2017

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**Exhibit Index**

The following documents heretofore filed with the Commission are incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012:

Exhibit No.	Description
4.26	Addendum [France] to 2004 Stock Option Plan
10.130	Agreement for Technical Assistance between Jeanne Lanvin, S.A. and Interparfums SA dated 30 July 2007 - French Original (Certain confidential information in this Exhibit 10.130 was omitted and filed separately with the Securities and Exchange Commission with a request for confidential treatment by Inter Parfums, Inc.).
10.130.1	Agreement for Technical Assistance between Jeanne Lanvin, S.A. and Interparfums SA dated 30 July 2007 - English Translation (Certain confidential information in this Exhibit 10.130.1 was omitted and filed separately with the Securities and Exchange Commission with a request for confidential treatment by Inter Parfums, Inc.).
10.131	Coexistence Agreement between Jeanne Lanvin, S.A. and Interparfums SA dated 30 July 2007- French Original
10.131.1	Coexistence Agreement between Jeanne Lanvin, S.A. and Interparfums SA dated 30 July 2007- English Translation
10.151	Form of Option Agreement for Options Granted to Executive Officers on December 31, 2012 with Schedule of Option Holders and Options Granted
10.152	Form of Option Agreement for Options Granted to Executive Officers on January 31, 2013 with Schedule of Option Holders and Options Granted
10.153	Seventh Modification of Lease dated February 7, 2013 for 15th Floor at 551 Fifth Avenue, New York, NY

The following documents heretofore filed with the Commission are also incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013:

Exhibit No. Description

4.21 2004 Nonemployee Director Stock Option Plan as amended

4.22 2004 Stock Option Plan as amended

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The following documents heretofore filed with the Commission are incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013:

Exhibit No.	Description
3.7	Memorandum and Articles of Association of Inter Parfums USA Hong Kong Limited
10.156	Consulting Agreement with Jean Madar Holding SAS
10.158	Form of Option Agreement for Options Granted to Executive Officers on December 31, 2013 with Schedule of Option Holders and Options Granted

The following document heretofore filed with the Commission is also incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2014:

Exhibit No.	Description
-------------	-------------

10.160	Consulting Agreement with Philippe Benacin Holding SAS
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The following documents heretofore filed with the Commission are incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014:

Exhibit No.	Description
-------------	-------------

3.1.1	Restated Certificate of Incorporation dated September 3, 1987
3.1.2	Amendment to Restated Certificate of Incorporation dated July 31, 1992
3.1.3	Amendment to Restated Certificate of Incorporation dated July 9, 1993
3.1.4	Amendment to Restated Certificate of Incorporation, as amended, dated July 13, 1999
3.1.5	Amendment to Restated Certificate of Incorporation, as amended, dated July 12, 2000
3.1.6	Amendment to Restated Certificate of Incorporation dated August 6, 2004

3.3 Articles of Incorporation of Inter Parfums Holdings, S.A.

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- 3.3.1 Articles of Incorporation of Inter Parfums Holdings, S.A. (English translation)
- 3.4 Articles of Incorporation of Interparfums SA
  - 3.4.1 Articles of Incorporation of Interparfums SA (English translation)
- 10.25 Employment Agreement between the Company and Philippe Benacin dated July 29, 1991
- 10.26 Lease for portion of 15th Floor, 551 Fifth Avenue, New York, New York
- 10.61 Lease for 60 Stults Road, South Brunswick, NJ between Forsgate Industrial Complex, LP, and Jean Philippe Fragrances, Inc. dated July 10, 1995
  - 10.61.1 Third Amendment to Lease for 60 Stults Road, South Brunswick, NJ
- 10.138 Licence Agreement between J Choo Limited and Interparfums SA signed on September 29, 2009 (Certain confidential information in this Exhibit 10.138 was omitted and filed separately with the Securities and Exchange Commission with a request for confidential treatment by Inter Parfums, Inc.).
- 10.161 Form of Option Agreement for Options Granted to Executive Officers on December 31, 2014 with Schedule of Option Holders and Options Granted
- 10.162 Form of Option Agreement for Options Granted to Executive Officers on January 28, 2015 with Schedule of Option Holders and Options Granted
- 23 Consent of WeiserMazars LLP
- 31.1 Certification Required by Rule 13a-14 of Chief Executive Officer
- 31.2 Certification Required by Rule 13a-14 of Chief Financial Officer
- 32.1 Certification Required by Section 906 of the Sarbanes-Oxley Act by Chief Executive Officer
- 32.2 Certification Required by Section 906 of the Sarbanes-Oxley Act by Chief Executive Officer
- 101 Interactive data files



The following document heretofore filed with the Commission is also incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2015:

Exhibit No.	Description
2.1	Asset Purchase Agreement dated March 18, 2015 among The Procter & Gamble Company and two of its subsidiaries, Parfums Rochas SAS and Procter & Gamble International Operations SA, and Interparfums SA*

\*Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule will be furnished supplementally to the Securities and Exchange Commission upon request; provided, however that the Company may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934 for any schedule or exhibit so furnished.

The following documents heretofore filed with the Commission are incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015:

Exhibit No.	Description
3.1	Interparfums Singapore Pte. Ltd Memorandum and Articles of Association
3.2	Interparfums Luxury Brands, Inc. Certificate of Incorporation
10.144	Contrat de Bail Commercial et GEMFI and Interparfums SA - French original - (Certain confidential information in this Exhibit 10.144 was omitted and filed separately with the Securities and Exchange Commission with a request for confidential treatment by Inter Parfums, Inc.).
10.144.1	Commercial Lease Agreement between GEMFI and Interparfums SA - English translation- (Certain confidential information in this Exhibit 10.144.1 was omitted and filed separately with the Securities and Exchange Commission with a request for confidential treatment by Inter Parfums, Inc.).
10.163	Form of Option Agreement for Options Granted to Executive Officers on December 31, 2015 with Schedule of Option Holders and Options Granted
10.164	Amended and Restated License Agreement between Montblanc-Simplo Gmbh and Interparfums SA Dated September 7, 2015 (Certain confidential information in this Exhibit 10.164 was omitted and filed separately

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with the Securities and Exchange Commission with a request for confidential treatment by Inter Parfums, Inc.).

- 23 Consent of WeiserMazars LLP
- 31.1 Certification Required by Rule 13a-14 of Chief Executive Officer
- 31.2 Certification Required by Rule 13a-14 of Chief Financial Officer
- 32.1 Certification Required by Section 906 of the Sarbanes-Oxley Act by Chief Executive Officer
- 32.2 Certification Required by Section 906 of the Sarbanes-Oxley Act by Chief Executive Officer
- 101 Interactive data files

The following document heretofore filed with the Commission is incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2016:

- 3.8 Articles of Association of Parfums Rochas Spain, Limited Liability Company  
(Spanish with English translation)

The following document heretofore filed with the Commission is incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2016:

- 4.33 2016 Stock Option Plan

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The following documents heretofore filed with the Commission more than five (5) years ago are hereby filed again as exhibits to this Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 2016:

*(As initially filed with the Commission with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011):*

Exhibit No.	Description	Page No.
3.6	Organizational Document of Inter Parfums (Suisse) Sarl (French original)	143
3.6.1	Organizational Document of Inter Parfums (Suisse) Sarl (English translation)	145
4.32	Form of Option Agreement for Options Granted to Executive Officers on December 30, 2011 with Schedule of Option Holders and Options Granted	147

The following documents are filed with this report:

Exhibit No.	Description	Page No.
3.2	Amended and Restated By-laws ( <i>correction to name only</i> )	130
10.165	Form of Option Agreement for Options Granted to Executive Officers on December 31, 2016 with Schedule of Option Holders and Options Granted	150
21	List of Subsidiaries	153
23	Consent of Mazars USA LLP	154
31.1	Certification Required by Rule 13a-14 of Chief Executive Officer	155
31.2	Certification Required by Rule 13a-14 of Chief Financial Officer	156
32.1	Certification Required by Section 906 of the Sarbanes-Oxley Act by Chief Executive Officer	157
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