

HELEN OF TROY LTD  
Form 10-Q/A  
July 25, 2016  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the quarterly period ended May 31, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from ..... to .....

Commission file number: 001-14669

HELEN OF TROY LIMITED

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(Exact name of registrant as specified in its charter)

Bermuda (State or other jurisdiction of incorporation or organization)	74-2692550 (I.R.S. Employer Identification No.)
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Clarendon House

2 Church Street

Hamilton, Bermuda  
(Address of principal executive offices)

1 Helen of Troy Plaza El Paso, Texas (Registrant's United States Mailing Address)	79912 (Zip Code)
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(915) 225-8000

(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer      Accelerated filer

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Non-accelerated filer      Smaller Reporting Company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 6, 2016
Common Shares, \$0.10 par value, per share	27,836,021 shares

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## EXPLANATORY NOTE REGARDING THIS AMENDMENT TO FORM 10-Q

This Amendment No. 1 to the Quarterly Report on Form 10-Q (this “Amendment”) of Helen of Troy Limited (the “Company”) for the period ended May 31, 2016 amends the Company’s Quarterly Report on Form 10-Q as filed by the Company on July 11, 2016 (the “Original Form 10-Q”), is to correct an inadvertent error in Part 1, Item 1. “Notes to Consolidated Condensed Financial Statements (Unaudited), Note 9 – Acquisitions.” Within Note 9, the Company incorrectly reported certain supplemental pro forma information. For the three months ended May 31, 2016, the Company reported net sales revenue, net income, and basic and diluted earnings per share as if the Hydro Flask acquisition (as described in the Original Form 10-Q), which occurred on March 18, 2016, had occurred as of March 1, 2015.

## HYDRO FLASK

## PRO FORMA IMPACT ON CONSOLIDATED CONDENSED STATEMENTS OF INCOME

As if the Acquisition had been completed at the beginning of March 1, 2015

(in thousands, except earnings per share data)

	Three Months Ended May 31, 2016 (Unaudited)	
	As	
	Previously Reported	As Corrected
Sales revenue, net	\$ 365,802	\$ 351,433
Net income	22,281	19,663
Earnings per share:		
Basic	\$ 0.80	\$ 0.71
Diluted	\$ 0.79	\$ 0.70

Except as specifically noted above, this Amendment does not modify or update the financial results or other disclosures in the Original Form 10-Q. Accordingly, this Amendment does not reflect events occurring after the filing of the Original Form 10-Q or modify or update any related or other disclosures as originally filed, other than as required to reflect the effects of this Amendment. Therefore, this Amendment should be read in conjunction with the Company’s subsequent filings with the Securities and Exchange Commission.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## HELEN OF TROY LIMITED AND SUBSIDIARIES

## Consolidated Condensed Balance Sheets (Unaudited)

(in thousands, except shares and par value)

	May 31, 2016	February 29, 2016
Assets		
Assets, current:		
Cash and cash equivalents	\$ 23,115	\$ 225,800
Receivables - principally trade, less allowances of \$4,462 and \$5,898	204,544	217,543
Inventory	319,249	301,609
Prepaid expenses and other current assets	13,501	9,780
Income taxes receivable	-	356
Total assets, current	560,409	755,088
Property and equipment, net of accumulated depreciation of \$97,130 and \$93,926	132,708	130,465
Goodwill	698,494	583,005
Other intangible assets, net of accumulated amortization of \$144,356 and \$137,174	444,893	375,751
Deferred tax assets, net	2,686	2,484
Other assets, net of accumulated amortization of \$1,861 and \$1,828	2,326	2,101
Total assets	\$ 1,841,516	\$ 1,848,894
Liabilities and Stockholders' Equity		
Liabilities, current:		
Accounts payable, principally trade	\$ 110,795	\$ 103,713
Accrued expenses and other current liabilities	138,351	141,245
Income taxes payable	3,700	-
Long-term debt, current maturities	24,540	22,644
Total liabilities, current	277,386	267,602
Long-term debt, excluding current maturities	562,951	597,270
Deferred tax liabilities, net	24,163	27,364
Other liabilities, noncurrent	20,545	26,615
Total liabilities	885,045	918,851
Commitments and contingencies		
Stockholders' equity:		

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Cumulative preferred stock, non-voting, \$1.00 par. Authorized 2,000,000 shares; none issued	-	-
Common stock, \$0.10 par. Authorized 50,000,000 shares; 27,818,575 and 28,488,411 shares issued and outstanding	2,782	2,774
Additional paid in capital	206,989	198,077
Accumulated other comprehensive income (loss)	(19)	665
Retained earnings	746,719	728,527
Total stockholders' equity	956,471	930,043
Total liabilities and stockholders' equity	\$ 1,841,516	\$ 1,848,894

See accompanying notes to consolidated condensed financial statements.

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## HELEN OF TROY LIMITED AND SUBSIDIARIES

## Consolidated Condensed Statements of Income (Unaudited)

(in thousands, except per share data)

	Three Months Ended May 31,	
	2016	2015
Sales revenue, net	\$ 347,938	\$ 345,345
Cost of goods sold	195,511	202,026
Gross profit	152,427	143,319
Selling, general and administrative expense ("SG&A")	122,129	113,776
Asset impairment charges	7,400	3,000
Operating income	22,898	26,543
Nonoperating income, net	149	138
Interest expense	(3,651)	(2,892)
Income before income taxes	19,396	23,789
Income tax expense (benefit):		
Current	3,772	4,014
Deferred	(3,402)	(635)
Net income	\$ 19,026	\$ 20,410
Earnings per share:		
Basic	\$ 0.69	\$ 0.72
Diluted	\$ 0.68	\$ 0.70
Weighted average shares of common stock used in computing net earnings per share:		
Basic	27,773	28,520
Diluted	28,147	29,088

See accompanying notes to consolidated condensed financial statements.





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## HELEN OF TROY LIMITED AND SUBSIDIARIES

## Consolidated Condensed Statements of Comprehensive Income (Unaudited)

(in thousands)

	Three Months Ended May 31,					
	2016		2015			
	Before	Net of	Before	Net of	Before	Net of
	Tax	Tax	Tax	Tax	Tax	Tax
Income	\$ 19,396	\$ (370)	\$ 19,026	\$ 23,789	\$ (3,379)	\$ 20,410
Cash flow hedge activity - foreign currency contracts						
Changes in fair market value	(1,019)	233	(786)	267	(68)	199
Settlements reclassified to income	158	(56)	102	(119)	13	(106)
Total other comprehensive income	(861)	177	(684)	148	(55)	93
Comprehensive income	\$ 18,535	\$ (193)	\$ 18,342	\$ 23,937	\$ (3,434)	\$ 20,503

See accompanying notes to consolidated condensed financial statements.

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## HELEN OF TROY LIMITED AND SUBSIDIARIES

## Consolidated Condensed Statements of Cash Flows (Unaudited)

(in thousands)

	Three Months Ended	
	May 31,	2015
	2016	2015
Cash provided (used) by operating activities:		
Net income	\$ 19,026	\$ 20,410
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	10,956	10,354
Amortization of financing costs	290	291
Provision for doubtful receivables	347	(46)
Non-cash share-based compensation	5,614	2,061
Non-cash intangible asset impairment charges	7,400	3,000
Loss on the sale of property and equipment	20	-
Deferred income taxes and tax credits	(3,458)	(954)
Changes in operating capital, net of effects of acquisition of businesses:		
Receivables	20,524	12,544
Inventories	(11,160)	(6,219)
Prepaid expenses and other current assets	(3,393)	(1,367)
Other assets and liabilities, net	(4,934)	(2,942)
Accounts payable	4,819	14,820
Accrued expenses and other current liabilities	(7,021)	(10,013)
Accrued income taxes	2,706	(4,121)
Net cash provided by operating activities	41,736	37,818
Cash provided (used) by investing activities:		
Capital and intangible asset expenditures	(5,154)	(2,717)
Proceeds from the sale of property and equipment	2	7
Payments to acquire businesses	(209,258)	(42,750)
Net cash used by investing activities	(214,410)	(45,460)
Cash provided (used) by financing activities:		
Proceeds from line of credit	100,200	121,500
Repayment of line of credit	(129,100)	(114,000)
Repayment of long-term debt	(3,800)	(1,900)
Payment of financing costs	(14)	-
Proceeds from share issuances under share-based compensation plans	3,127	5,009
Payment of tax obligations resulting from cashless share award settlements	(424)	-
Net cash provided (used) by financing activities	(30,011)	10,609
Net increase (decrease) in cash and cash equivalents	(202,685)	2,967
Cash and cash equivalents, beginning balance	225,800	12,295

Cash and cash equivalents, ending balance	\$ 23,115	\$ 15,262
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See accompanying notes to consolidated condensed financial statements.

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HELEN OF TROY LIMITED AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (Unaudited)

May 31, 2016

Note 1 - Basis of Presentation and Conventions Used in this Report

The accompanying consolidated condensed financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly our consolidated financial position as of May 31, 2016 and February 29, 2016, and the results of our consolidated operations for the interim periods presented. We follow the same accounting policies when preparing quarterly financial data as we use for preparing annual data. These statements should be read in conjunction with the consolidated financial statements and the notes included in our latest annual report on Form 10-K for the fiscal year ended February 29, 2016, and our other reports on file with the Securities and Exchange Commission (the "SEC").

In this report and the accompanying consolidated condensed financial statements and notes, unless otherwise indicated or the context suggests otherwise, references to "the Company", "our Company", "Helen of Troy", "we", "us", or "our" refer to Helen of Troy Limited and its subsidiaries. We refer to the Company's common shares, par value \$0.10 per share, as "common stock." References to "OXO" and "Hydro Flask" refer to businesses that operate together under the Housewares segment. The OXO business includes the operations of OXO International and certain of its subsidiaries. The Hydro Flask business refers to the operations of Steel Technology, LLC, acquired on March 18, 2016. References to "Kaz" refer to the operations of Kaz, Inc. and its subsidiaries that comprise our Health & Home segment. References to "Healthy Directions" refer to the operations of Healthy Directions, LLC and its subsidiaries that comprise our Nutritional Supplements segment. Our Beauty segment was formerly referred to as "Personal Care." References to "EMEA" refer to the combined geographic markets of Europe, the Middle East and Africa. We use product and service names in this report for identification purposes only and they may be protected in the United States and other jurisdictions by trademarks, trade names, service marks, and other intellectual property rights of the Company and other parties. The absence of a specific attribution in connection with any such mark does not constitute a waiver of any such right. All trademarks, trade names, service marks, and logos referenced herein belong to their respective owners. References to "the FASB" refer to the Financial Accounting Standards Board. References to "GAAP" refer to U.S. generally accepted accounting principles. References to "ASU" refer to the codification of GAAP in the Accounting Standards Updates issued by the FASB. References to "ASC" refer to the codification of GAAP in the Accounting Standards Codification issued by the FASB.

We incorporated as Helen of Troy Corporation in Texas in 1968 and were reorganized as Helen of Troy Limited in Bermuda in 1994. We are a global designer, developer, importer, marketer, and distributor of an expanding portfolio of brand-name consumer products. We have four segments: Housewares, Health & Home, Nutritional Supplements, and Beauty. Our Housewares segment provides a broad range of innovative consumer products for the home. Product offerings include food preparation tools and appliances, insulated stainless steel food and beverage containers, gadgets and storage containers, cleaning, organization, and baby and toddler care products. The Health & Home segment

focuses on healthcare devices such as thermometers, humidifiers, blood pressure monitors, and heating pads; water filtration systems; and small home appliances such as portable heaters, fans, air purifiers, and insect control devices. Our Nutritional Supplements segment is a leading provider of premium branded vitamins, minerals and supplements, as well as other health products sold directly to consumers. Our Beauty segment products include electric hair care, beauty care and wellness appliances; grooming tools and accessories; and liquid-, solid- and powder-based personal care and grooming products.

Our business is seasonal due to different calendar events, holidays and seasonal weather patterns. Historically, our highest sales volume and operating income occur in our third fiscal quarter ending November 30th. We purchase our products from unaffiliated manufacturers, most of which are located in China, Mexico and the United States.

Our consolidated condensed financial statements are prepared in U.S. Dollars and in accordance with GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and the disclosure of contingent assets and liabilities. Actual results could differ from those

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estimates. We have reclassified, combined or separately disclosed certain amounts in the prior period's consolidated condensed financial statements and accompanying footnotes to conform to the current period's presentation.

Note 2 – New Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB or other standards setting bodies that we adopt according to the various timetables the FASB specifies. Unless otherwise discussed below, we believe the impact of recently issued standards that are not yet effective will not have a material impact on our consolidated financial position, results of operations and cash flows upon adoption.

Not yet adopted:

In February 2016, the FASB issued ASU 2016-02, "Leases." ASU 2016-02 will require lessees to recognize on their balance sheets "right-of-use assets" and corresponding lease liabilities, measured on a discounted basis over the lease term. Virtually all leases will be subject to this treatment except leases that meet the definition of a "short-term lease." For expense recognition, the dual model requiring leases to be classified as either operating or finance leases has been retained from the prior standard. Operating leases will result in straight-line expense while finance leases will result in a front-loaded expense pattern. Classification will use criteria very similar to those applied in current lease accounting, but without explicit bright lines. The new lease guidance will essentially eliminate off-balance sheet financing. The guidance is effective for fiscal years beginning after December 15, 2019. The new standard must be adopted using a modified retrospective transition that provides for certain practical expedients and requires the new guidance to be applied at the beginning of the earliest comparative period presented. We are currently evaluating the effect this new accounting guidance may have on our consolidated financial position, results of operations and cash flows.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers", issued as a new Topic, ASC Topic 606. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle of the guidance is that a Company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In July 2015, the FASB affirmed its proposal to defer the effective date of the standard to annual reporting periods beginning after December 15, 2017 (and interim reporting periods within those years). Accordingly, we will be required to adopt the new standard in our fiscal year 2019 and can adopt either retrospectively or as a cumulative effect adjustment as of the date of adoption. We are currently evaluating the effect this new accounting guidance may have on our consolidated financial position, results of operations and cash flows.

New pronouncements adopted:

In March 2016, the FASB issued ASU 2016-09, “Improvements to Employee Share-Based Payment Accounting,” which changes the accounting for certain aspects of share-based payments to employees. The provisions of the new guidance affecting the Company require excess tax benefits and tax deficiencies to be recorded in the income statement when the awards vest or are settled; remove the requirement to include hypothetical excess tax benefits in the application of the treasury stock method when computing earnings per share; and provided for a new policy election to either (1) continue applying forfeiture rate estimates in the determination of compensation cost, or (2) account for forfeitures as a reduction of share-based compensation cost as they occur. The new guidance also requires cash flows related to excess tax benefits to be classified as an operating activity in the cash flow statement and now requires shares withheld for tax withholding purposes to be classified as a financing activity.

We elected to early adopt the new guidance in the first quarter of fiscal year 2017. This required us to reflect any adjustments as of March 1, 2016. The primary impact of adoption was the recognition of excess tax benefits in our provision for income taxes rather than additional paid-in capital for all periods after fiscal year 2016. We elected to change our accounting policy regarding forfeitures. Previously, we estimated forfeitures expected to occur in the determination of compensation costs. Going forward we will now recognize forfeitures in the period

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they occur. The cumulative effect adjustments made upon adoption were not material. For the fiscal quarter ended May 31, 2016, we recognized additional share-based compensation expense of \$0.23 million from the change in accounting for forfeitures of share-based awards, and we recognized \$1.11 million of excess tax benefits in income tax expense rather than additional paid-in capital. The excess tax benefits were also reported as an increase to cash provided by operations and a reduction to cash provided (used) by financing activities.

In November 2015, the FASB issued ASU 2015-17, "Balance Sheet Classification of Deferred Taxes", which eliminates the requirement for companies to present deferred tax liabilities and assets as current and non-current in a classified balance sheet. Instead, upon adoption, companies are required to classify all deferred tax assets and liabilities as non-current. We elected to early adopt the new guidance in the first quarter of fiscal year 2017 and have made the necessary conforming reclassifications to the accompanying February 29, 2016 consolidated condensed balance sheet. The application of the provisions of ASU 2015-17 did not have a material effect on our consolidated financial position, results of operations or cash flows.

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs". ASU 2015-03 changes the presentation of debt issuance costs in financial statements. ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability rather than as an asset. We adopted the new guidance in the first quarter of fiscal year 2017 and have made the necessary conforming reclassifications to the accompanying February 29, 2016 consolidated condensed balance sheet and related footnote disclosures. The application of the provisions of ASU 2015-03 did not have a material effect on our consolidated financial position, results of operations or cash flows.

We have provided the table below, which summarizes the impact of each of the adopted accounting changes to the accompanying consolidated condensed financial statements.

## IMPACT OF RECENT ACCOUNTING CHANGES

(in thousands)

	Standard	Transition Method	Increase (Decrease) February 29, May 31, 2016	
Consolidated Balance Sheets				
Current deferred tax assets, net	ASU 2015-17	Retrospective	\$ (18,921)	\$ (17,636)
Long-term deferred tax assets, net	ASU 2015-17	Retrospective	\$ 1,127	\$ 879
Long-term deferred tax assets, net	ASU-2016-09	Modified retrospective	\$ (232)	\$ -
Other assets - debt issuance costs	ASU 2015-03	Retrospective	\$ (12,630)	\$ (12,618)
Other assets - accumulated amortization	ASU 2015-03	Retrospective	\$ (8,914)	\$ (8,625)
Long-term debt, current maturities	ASU 2015-03	Retrospective	\$ (1,160)	\$ (1,156)

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Long-term deferred tax liabilities, net	ASU 2015-17	Retrospective	\$ (17,795)	\$ (16,757)
Long-term debt, excluding current maturities	ASU 2015-03	Retrospective	\$ (2,556)	\$ (2,837)
Additional paid-in capital	ASU-2016-09	Modified retrospective	\$ 588	\$ -
Retained earnings	ASU-2016-09	Modified retrospective	\$ (820)	\$ -

	Standard	Transition Method	Increase (Decrease) Three Months Ended May 31, 2016 2015	
<b>Consolidated Statements of Income</b>				
Share-based compensation expense	ASU-2016-09	Modified retrospective	\$ 229	\$ -
Current income tax expense	ASU-2016-09	Modified retrospective	\$ (1,110)	\$ -
<b>Consolidated Statements of Cash Flows</b>				
<b>Cash provided by operating activities:</b>				
Accrued income taxes	ASU-2016-09	Retrospective	\$ 1,110	\$ 319
<b>Cash provided by financing activities:</b>				
Share-based compensation tax benefit	ASU-2016-09	Retrospective	\$ (1,110)	\$ (319)

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## Note 3 – Commitments and Contingencies

On January 22, 2016, a jury ruled against the Company in a case that involved claims by Exergen Corporation. The case dealt with the alleged patent infringement related to two forehead thermometer models sold by our subsidiary, Kaz USA, Inc., in the United States. As a result of the jury verdict, the Company recorded a charge in the fiscal quarter ended February 29, 2016, including legal fees and other related expenses of \$17.83 million (\$17.79 million, after tax). On June 8, 2016, certain post-trial motions were concluded with Exergen Corporation being awarded an additional \$1.47 million of pre-judgment compensation. We accrued this additional amount in the fiscal quarter ended May 31, 2016. On July 6, 2016, the Company appealed the judgment to the United States Court of Appeals for the Federal Circuit. The Company intends to vigorously pursue its appellate rights and defend against the underlying judgment.

We are involved in various other legal claims and proceedings in the normal course of operations. We believe the outcome of these matters will not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

Most of our products are under warranty against defects in material and workmanship for periods ranging from two to five years. A small number of our products carry a lifetime warranty against defects in material and workmanship. We estimate our warranty accrual using historical trends and believe that these trends are the most reliable method by which we can estimate our warranty liability. The following table summarizes the activity in our warranty accrual for the periods covered below:

## ACCRUAL FOR WARRANTY RETURNS

(in thousands)

	Three Months Ended May 31,	
	2016	2015
Beginning balance	\$ 20,622	\$ 23,553
Additions to the accrual	14,523	13,514
Reductions of the accrual - payments and credits issued	(16,164)	(16,173)
Ending balance	\$ 18,981	\$ 20,894

Notes 7, 10, 12 and 13 to these consolidated condensed financial statements provide additional information regarding certain of our significant commitments and contingencies.



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## Note 4 – Earnings per Share

We compute basic earnings per share using the weighted average number of shares of common stock outstanding during the period. We compute diluted earnings per share using the weighted average number of shares of common stock outstanding plus the effect of dilutive securities. Dilutive securities at any given point in time may consist of outstanding stock options, issued and contingently issuable unvested restricted share units (“RSUs”), and performance-based restricted share units (“PSUs”). Options for common stock are excluded from the computation of diluted earnings per share if their effect is antidilutive. See Note 15 to these consolidated condensed financial statements for more information regarding share-based payment awards.

For the periods covered below, the basic and diluted shares are as follows:

## WEIGHTED AVERAGE DILUTED SECURITIES

(in thousands)

	Three Months Ended May 31,	
	2016	2015
Weighted average shares outstanding, basic	27,773	28,520
Incremental shares from share-based payment arrangements	374	568
Weighted average shares outstanding, diluted	28,147	29,088
Dilutive securities, stock options	425	798
Dilutive securities, unvested or unsettled stock awards	333	294
Antidilutive securities, stock options	143	197

## Note 5 – Segment Information

The following tables contain segment information for the periods covered below:

## THREE MONTHS ENDED

(in thousands)

	Housewares (1)	Health & Home	Nutritional Supplements	Beauty	Total
May 31, 2016					
Sales revenue, net	\$ 84,603	\$ 146,355	\$ 35,940	\$ 81,040	\$ 347,938
Asset impairment charges	-	-	5,000	2,400	7,400
Operating income	15,500	9,604	(5,272)	3,066	22,898
Capital and intangible asset expenditures	589	1,189	1,562	1,814	5,154
Depreciation and amortization	1,329	5,233	1,960	2,434	10,956

	Housewares	Health & Home	Nutritional Supplements	Beauty	Total
May 31, 2015					
Sales revenue, net	\$ 65,186	\$ 143,042	\$ 39,440	\$ 97,677	\$ 345,345
Asset impairment charges	-	-	-	3,000	3,000
Operating income	11,183	8,418	2,620	4,322	26,543
Capital and intangible asset expenditures	325	300	1,131	961	2,717
Depreciation and amortization	1,008	5,063	1,968	2,315	10,354

(1) Includes approximately two and a half months of operating results of Hydro Flask, acquired on March 18, 2016, with no comparable results in the same period last year. See Notes 8 and 9 to these consolidated condensed financial statements for further information regarding the acquisition.

We compute segment operating income based on net sales revenue, less cost of goods sold, SG&A, and any asset impairment charges associated with the segment. The SG&A used to compute each segment's operating income is directly associated with the segment, plus shared service and corporate overhead expenses that are allocable to the segment. The two and a half months of operating results of Hydro Flask do not include any allocation of corporate or shared service costs. As the new acquisition is further integrated into our operating structure, we expect to make such allocations to its operations. When we decide such allocations are appropriate, there may be some

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reduction in the operating income of the Housewares segment offset by increases in operating income of our other segments. The extent of this operating income impact between the segments has not yet been determined. We do not allocate nonoperating income and expense, including interest or income taxes, to operating segments.

## Note 6 – Comprehensive Income (Loss)

The table below presents the changes in accumulated other comprehensive income (loss) by component and the amounts reclassified out of accumulated other comprehensive income (loss) for the 2017 fiscal year-to-date:

## CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) BY COMPONENT

(in thousands)

	Unrealized Holding Gains (Losses) on Cash Flow Hedges (1)
Balance at February 29, 2016	\$ 665
Other comprehensive income before reclassification	(1,019)
Amounts reclassified out of accumulated other comprehensive income	158
Tax effects	177
Other comprehensive income (loss)	(684)
Balance at May 31, 2016	\$ (19)

(1) Represents activity associated with certain foreign currency contracts. Balances at May 31, 2016 and February 29, 2016 include net deferred tax (expense) benefits of \$0.18 and \$0.00 million, respectively.

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## Note 7 – Supplemental Balance Sheet Information

## PROPERTY AND EQUIPMENT

(in thousands)

	Estimated Useful Lives (Years)	May 31, 2016	February 29, 2016
Land	-	\$ 12,800	\$ 12,800
Building and improvements	3 - 40	108,278	108,509
Computer, furniture and other equipment	3 - 15	71,407	70,778
Tools, molds and other production equipment	1 - 10	29,242	28,254
Construction in progress	-	8,111	4,050
Property and equipment, gross		229,838	224,391
Less accumulated depreciation		(97,130)	(93,926)
Property and equipment, net		\$ 132,708	\$ 130,465

## ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

(in thousands)

	May 31, 2016	February 29, 2016
Accrued compensation, benefits and payroll taxes	\$ 18,836	\$ 28,912
Accrued sales returns, discounts and allowances	29,135	27,530
Accrued warranty returns	18,981	20,622
Accrued advertising	22,889	22,087
Accrued legal fees and settlements	17,634	16,699
Accrued royalties	8,187	7,961
Accrued property, sales and other taxes	8,447	6,938
Accrued product liability	1,824	2,098
Derivative liabilities, current	943	495
Liability for uncertain tax positions	-	536
Other	11,475	7,367
Total accrued expenses and other current liabilities	\$ 138,351	\$ 141,245



## OTHER LIABILITIES, NONCURRENT

(in thousands)

	May 31, 2016	February 29, 2016
Deferred compensation liability	\$ 4,398	\$ 8,298
Liability for uncertain tax positions	6,851	8,201
Other liabilities	9,296	10,116
Total other liabilities, noncurrent	\$ 20,545	\$ 26,615

## Note 8 – Goodwill and Intangible Assets

Annual Impairment Testing in the First Quarter of Fiscal Year 2017 - We performed our annual evaluation of goodwill and indefinite-lived intangible assets for impairment during the first quarter of fiscal year 2017. As a result of our testing of indefinite-lived trademarks, we recorded non-cash asset impairment charges of \$7.40 million (\$5.10 million after tax). The charges were related to certain brand assets and trademarks in our Beauty and Nutritional Supplements segments, which were written down to their estimated fair values, determined on the basis of future discounted cash flows using the relief from royalty valuation method.

Impairments in the Fourth Quarter of Fiscal Year 2016 – We performed certain interim impairment testing in the fourth quarter of fiscal year 2016 for certain of our brands as a result of revised growth outlooks. As a result of our testing, we recorded a non-cash impairment charge of \$3.00 million (\$2.66 million after tax). The charge was

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related to a trademark in our Beauty segment, which was written down to fair value, determined on the basis of future discounted cash flows using the relief from royalty valuation method.

Annual Impairment Testing in the First Quarter of Fiscal Year 2016 - We performed our annual evaluation of goodwill and indefinite-lived intangible assets for impairment during the first quarter of fiscal year 2016. As a result of our testing of indefinite-lived trademarks, we recorded a non-cash asset impairment charge of \$3.00 million (\$2.66 million after tax). The charge was related to a trademark in our Beauty segment, which was written down to its estimated fair value, determined on the basis of future discounted cash flows using the relief from royalty valuation method.

A summary of the carrying amounts and associated accumulated amortization for all intangible assets by operating segment follows:

## GOODWILL AND INTANGIBLE ASSETS

(in thousands)

	May 31, 2016				February 29, 2016			
	Gross Carrying Amount	Cumulative Goodwill Impairments	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Cumulative Goodwill Impairments	Accumulated Amortization	Net Book Value
Housewares:								
Goodwill (1)	\$ 281,621	\$ -	\$ -	\$ 281,621	\$ 166,132	\$ -	\$ -	\$ 166,132
Trademarks - indefinite (1)	134,200	-	-	134,200	75,200	-	-	75,200
Other intangibles - finite (1)	40,078	-	(13,553)	26,525	15,448	-	(12,916)	2,532
Total Housewares	455,899	-	(13,553)	442,346	256,780	-	(12,916)	243,864
Health & Home:								
Goodwill	284,913	-	-	284,913	284,913	-	-	284,913
Trademarks - indefinite	54,000	-	-	54,000	54,000	-	-	54,000
Licenses - finite	15,300	-	(13,515)	1,785	15,300	-	(12,750)	2,550

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Licenses - indefinite	7,400	-	-	7,400	7,400	-	-	7,400
Other intangibles - finite	116,669	-	(57,687)	58,982	116,575	-	(54,913)	61,662
Total Health & Home	478,282	-	(71,202)	407,080	478,188	-	(67,663)	410,525
Nutritional Supplements:								
Goodwill	96,609	-	-	96,609	96,609	-	-	96,609
Brand assets - indefinite	60,520	-	-	60,520	65,520	-	-	65,520
Other intangibles - finite	44,180	-	(12,002)	32,178	44,180	-	(10,431)	33,749
Total Nutritional Supplements	201,309	-	(12,002)	189,307	206,309	-	(10,431)	195,878
Beauty:								
Goodwill	81,841	(46,490)	-	35,351	81,841	(46,490)	-	35,351
Trademarks - indefinite	46,354	-	-	46,354	48,754	-	-	48,754
Trademarks - finite	150	-	(88)	62	150	-	(87)	63
Licenses - finite	13,696	-	(11,612)	2,084	13,696	-	(11,532)	2,164
Licenses - indefinite	10,300	-	-	10,300	10,300	-	-	10,300
Other intangibles - finite	46,402	-	(35,899)	10,503	46,402	-	(34,545)	11,857
Total Beauty	198,743	(46,490)	(47,599)	104,654	201,143	(46,490)	(46,164)	108,489
Total goodwill and intangible assets	\$ 1,334,233	\$ (46,490)	\$ (144,356)	\$ 1,143,387	\$ 1,142,420	\$ (46,490)	\$ (137,174)	\$ 958,756

(1) Includes goodwill of \$116.05 million, trade names of \$59.00 million, and other finite lived intangible assets totaling \$24.50 million from the acquisition of Hydro Flask on March 18, 2016. See Note 9 to these consolidated condensed financial statements for further information regarding the acquisition.

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The following table summarizes the amortization expense attributable to intangible assets for the periods covered in this quarterly report, as well as our estimated amortization expense for the fiscal years 2017 through 2022.

## AMORTIZATION OF INTANGIBLE ASSETS

(in thousands)

Aggregate Amortization Expense	
For the three months ended	
May 31, 2016	\$ 7,204
May 31, 2015	\$ 6,814

Estimated Amortization Expense	
For the fiscal years ended	
February 2017	\$ 28,197
February 2018	\$ 24,986
February 2019	\$ 20,423
February 2020	\$ 19,183
February 2021	\$ 16,282
February 2022	\$ 5,972

## Note 9 – Acquisitions

Hydro Flask Acquisition - On March 18, 2016, the Company completed its acquisition of all membership units of Steel Technology, LLC, doing business as Hydro Flask. Hydro Flask is a leading designer, distributor and marketer of high performance insulated stainless steel food and beverage containers for active lifestyles. Hydro Flask adds a fast growing brand that has built equity among outdoor and active lifestyle enthusiasts with a product lineup, innovation pipeline and margin profile that complements, and will operate in, our Housewares segment. The acquisition extends the segment's reach into the outdoor and athletic specialty, natural foods and e-commerce channels. The aggregate

purchase price for the transaction was approximately \$209.26 million in cash. Significant assets acquired include receivables, inventory, prepaid expenses, property and equipment, trade names, technology assets, customer relationships, and goodwill. Acquisition-related expenses, incurred during fiscal year 2016, were approximately \$0.70 million (before and after after tax). Hydro Flask reports its operations in our Housewares segment.

We accounted for the acquisition as the purchase of a business and recorded the excess purchase price as goodwill, which is not expected to be deductible for income tax purposes. As of May 31, 2016, we have completed our analysis of the economic lives of all the assets acquired and determined the appropriate initial allocation of the purchase price; however, allocated balances are preliminary and may be subject to additional adjustment as we continue to integrate the acquisition. We assigned \$59.00 million to trade names with indefinite economic lives. We assigned \$10.30 million to technology assets and \$14.20 million to customer relationships and are amortizing these assets over expected lives of 10 and 24 years, respectively. For technology assets, we considered the average life cycle of the underlying products, which range from 7 - 15 years, and the overall average life of the associated patent portfolio. For the customer relationships, we used historical attrition rates to assign an expected life.

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The following schedule presents the net assets of Hydro Flask as recognized at the acquisition date:

## HYDRO FLASK - NET ASSETS RECORDED UPON ACQUISITION AT MARCH 18, 2016

(in thousands)

Assets:	
Receivables	\$ 7,955
Inventory	6,243
Prepaid expenses and other current assets	336
Property and equipment	1,108
Goodwill	116,053
Trade names - indefinite	59,000
Technology assets - definite	10,300
Customer relationships - definite	14,200
Subtotal - assets	215,195
Liabilities:	
Accounts payable	2,275
Accrued expenses	3,662
Subtotal - liabilities	5,937
Net assets recorded	\$ 209,258

The fair values of the above assets acquired and liabilities assumed were estimated by applying income and market approaches. These fair value measurements are based on significant inputs that are not observable in the market. Therefore, they represent Level 3 measurements. Key assumptions included various discount rates based upon a 12.3 percent weighted average cost of capital; royalty rates used in the determination of trade names and technology asset values of 6 and 2 percent, respectively; and a customer attrition rate used in the determination of customer relationship values of approximately 4 percent per year.

The impact of the Hydro Flask acquisition on the Company's consolidated condensed statements of income from the acquisition date through the fiscal quarter ended May 31, 2016 is as follows:

## HYDRO FLASK - IMPACT ON CONSOLIDATED CONDENSED STATEMENT OF INCOME

March 18, 2016 (Acquisition Date) through May 31, 2016

(in thousands, except earnings per share data)

Quarter Ended

May 31, 2016  
(2.5 Months)

Sales revenue, net	\$ 14,369
Net income	2,618

Earnings per share:

Basic	\$ 0.09
Diluted	\$ 0.09

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The following supplemental pro forma information presents the Company's financial results as if the Hydro Flask acquisition had occurred as of the beginning of the fiscal periods presented. This supplemental pro forma information has been prepared for comparative purposes and would not necessarily indicate what may have occurred if the acquisition had been completed on March 1, 2015, and this information is not intended to be indicative of future results.

## HYDRO FLASK

## PRO FORMA IMPACT ON CONSOLIDATED CONDENSED STATEMENTS OF INCOME

As if the Acquisition had been completed at the beginning of March 1, 2015

(in thousands, except earnings per share data)

	Three Months Ended	
	May 31,	
	2016	2015
Sales revenue, net	\$ 351,433	\$ 353,893
Net income	19,663	21,265
Earnings per share:		
Basic	\$ 0.71	\$ 0.75
Diluted	\$ 0.70	\$ 0.73

Vicks VapoSteam Acquisition - On March 31, 2015, the Company completed the acquisition of the Vicks VapoSteam U.S. liquid inhalant business from The Procter & Gamble Company ("P&G"), which includes a fully paid-up license of P&G's Vicks VapoSteam inhalant trademarks. In a related transaction, the Company acquired a fully paid-up U.S. license of P&G's Vicks VapoPad trademarks for scent pads. The vast majority of Vicks VapoSteam and VapoPads are used in Vicks humidifiers, vaporizers and other health care devices already marketed by the Company. The aggregate purchase price for the two transactions was approximately \$42.75 million financed primarily with borrowings under the Credit Agreement, as defined in Note 10 to these consolidated condensed financial statements. VapoSteam operations are reported in the Health & Home segment.

We have completed our analysis of the economic lives of the assets acquired and determined the appropriate fair values of the acquired assets. We assigned \$7.40 million to trademarks with indefinite economic lives. We assigned \$1.04 million to customer relationships and \$1.20 million to product formulations and will amortize these assets over expected lives of 19.5 and 20.0 years, respectively. For the customer relationships, we used historical attrition rates to assign an expected life. For product formulations, we used our best estimate of the remaining product life. The trademarks are considered to have indefinite lives that are not subject to amortization. We assigned \$32.96 million to goodwill, which is deductible for income tax purposes. The fair values of the intangible assets were estimated by applying income and market approaches. These fair value measurements were based on significant inputs that are not observable in the market. Therefore, they represent Level 3 measurements.





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## Note 10 – Long-Term Debt

We have a credit agreement (the “Credit Agreement”) with Bank of America, N.A., as administrative agent, and other lenders that provides for an unsecured total revolving commitment of \$650 million as of May 31, 2016. The commitment under the Credit Agreement terminates on January 16, 2020. Accordingly, borrowings under the Credit Agreement are reported as long-term debt. Borrowings accrue interest under one of two alternative methods as described in the Credit Agreement. With each borrowing against our credit line, we can elect the interest rate method based on our funding needs at the time. We also incur loan commitment fees and letter of credit fees under the Credit Agreement. Outstanding letters of credit reduce the borrowing availability under the Credit Agreement on a dollar-for-dollar basis. As of May 31, 2016, the outstanding revolving loan principal balance was \$521.20 million and there were \$1.50 million of open letters of credit outstanding under the Credit Agreement. For the fiscal quarter ended May 31, 2016, borrowings under the Credit Agreement incurred interest charges at rates ranging from 1.93 to 4.00 percent. For the fiscal quarter ended May 31, 2015, borrowings under the Credit Agreement incurred interest charges at rates ranging from 1.43 to 4.00 percent. As of May 31, 2016, the amount available for borrowings under the Credit Agreement was \$127.30 million.

A summary of our long-term debt is as follows:

## LONG-TERM DEBT

(in thousands)

	Original Date Borrowed	Interest Interest Rates	Matures	May 31, 2016	February 29, 2016
\$37.61 million unsecured loan with the Mississippi Business Finance Corporation (the "MBFC Loan"), interest is set and payable quarterly at a Base Rate, plus a margin of up to 1.00%, or applicable LIBOR plus a margin of up to 2.00%, as determined by the interest rate elected and the Leverage Ratio. Loan subject to holder's call on or after March 1, 2018. Loan can be prepaid without penalty. (1)	03/13	Floating	03/23	\$ 29,908	\$ 33,706
\$100 million unsecured Senior Notes payable at a fixed interest rate of 3.90%. Interest payable semi-annually. Annual principal payments of \$20 million began in January 2014. Prepayment of notes are	01/11	3.90 %	01/18	39,553	39,496

subject to a "make whole" premium.

Credit Agreement	01/15	Floating	01/20	518,030	546,712
Total long-term debt				587,491	619,914
Less current maturities of long-term debt				(24,540)	(22,644)
Long-term debt, excluding current maturities				\$ 562,951	\$ 597,270

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(1) A \$3.80 million principal payment was made on March 1, 2016. The remaining principal balance of the MBFC loan is payable as follows: \$5.70 million on March 1, 2017; \$1.90 million annually on March 1, 2018 through 2022; and \$14.81 million on March 1, 2023. Any remaining outstanding principal and interest is due upon maturity on March 1, 2023.

The fair market value of the fixed rate debt at May 31, 2016, computed using a discounted cash flow analysis and comparable market rates was \$40.32 million, compared to the \$39.55 million book value and represents a Level 2 liability. Our other long-term debt has floating interest rates, and its book value approximates its fair value at May 31, 2016.

At the beginning of fiscal year 2017, we adopted ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs", which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability rather than an asset. We have made the necessary conforming reclassifications to the February 29, 2016 consolidated condensed balance sheet and related footnote disclosures. Note 2 to these consolidated condensed financial statements provides further information regarding the impact of this recent accounting change.

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All of our debt is unconditionally guaranteed, on a joint and several basis, by the Company and certain of its subsidiaries. Our debt agreements require the maintenance of certain financial covenants, including maximum leverage ratios, minimum interest coverage ratios and minimum consolidated net worth levels (as each of these terms is defined in the various agreements). Our debt agreements also contain other customary covenants, including among other things, covenants restricting or limiting the Company, except under certain conditions set forth therein, from (1) incurring debt, (2) incurring liens on its properties, (3) making certain types of investments, (4) selling certain assets or making other fundamental changes relating to mergers and consolidations, and (5) repurchasing shares of our common stock and paying dividends. As of May 31, 2016, our debt agreements effectively limited our ability to incur more than \$153.39 million of additional debt from all sources, including the Credit Agreement. We were in compliance with the terms of these agreements as of May 31, 2016.

Note 11 – Income Taxes

Income tax expense for the fiscal quarter ended May 31, 2016 was 1.9 percent of income before income taxes, compared to 14.2 percent for the same period last year. The year-over-year decrease in our effective tax rate was primarily due to a \$1.40 million tax benefit related to the resolution of uncertain tax positions and a \$1.10 million tax benefit resulting from the recognition of excess tax benefits from share-based compensation in income tax expense rather than paid-in capital due to our adoption of ASU 2016-09, “Improvements to Employee Share-Based Payment Accounting.” Note 2 to these consolidated condensed financial statements provides further information regarding the impact of this recent accounting change.

Our tax rates are also impacted by the mix of taxable income in our various tax jurisdictions. Due to the Company’s organization in Bermuda and the ownership structure of its foreign subsidiaries, many of which are not owned directly or indirectly by a U.S. parent company, an immaterial amount of the Company’s foreign income is subject to U.S. taxation on a permanent basis under current law. Additionally, the Company’s intellectual property is largely owned by foreign subsidiaries of the Company, resulting in proportionally higher earnings in jurisdictions with lower statutory tax rates, which decreases the Company’s overall effective tax rate.

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## Note 12 – Fair Value

The fair value hierarchy of our financial assets and liabilities carried at fair value and measured on a recurring basis is as follows:

## FAIR VALUES OF FINANCIAL ASSETS AND LIABILITIES

(in thousands)

	Fair Values at May 31, 2016 (Level 2) (1)
Assets:	
Money market accounts	\$ 1,964
Foreign currency contracts	1,005
Total assets	\$ 2,969

Liabilities:	
Fixed rate debt (2)	\$ 40,322
Floating rate debt	547,938
Foreign currency contracts	943
Total liabilities	\$ 589,203

	Fair Values at February 29, 2016 (Level 2) (1)
Assets:	
Money market accounts	\$ 211,964
Foreign currency contracts	1,372
Total assets	\$ 213,336

Liabilities:	
Fixed rate debt (2)	\$ 40,281
Floating rate debt	580,418
Foreign currency contracts	502
Total liabilities	\$ 621,201

(1) Our financial assets and liabilities are classified as Level 2 because their valuation is dependent on observable inputs and other quoted prices for similar assets or liabilities, or model-derived valuations whose significant value drivers are observable.

(2) Debt values are reported at estimated fair value in these tables, but are recorded in the accompanying consolidated condensed balance sheets at the undiscounted value of the remaining principal payments due.

The carrying amounts of cash and cash equivalents, receivables and accounts payable approximate fair value because of the short maturity of these items. Money market accounts are included in cash and cash equivalents in the accompanying consolidated condensed balance sheets and are classified as Level 2 items.

We classify our fixed and floating rate debt as Level 2 liabilities because the estimation of their fair market value requires the use of discount rates based upon current market rates of interest for debt with comparable terms. These discount rates are significant other observable market inputs. The fair market value of the fixed rate debt was computed using a discounted cash flow analysis and discount rates of 2.08 percent at May 31, 2016 and 2.39 percent at February 29, 2016. All other long-term debt has floating interest rates, and its book value approximates its fair value as of the reporting date.

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We use derivatives for hedging purposes. As of May 31, 2016, our derivatives consist of foreign currency contracts and cross-currency debt swaps. We determine the fair value of our derivative instruments based on Level 2 inputs in the fair value hierarchy. See Notes 6, 7 and 13 to these consolidated condensed financial statements for more information on our hedging activities

The Company's other non-financial assets include goodwill and other intangible assets, which we classify as Level 3 assets. These assets are measured at fair value on a non-recurring basis as part of the Company's impairment assessments and as circumstances require. As discussed in Note 8 to these consolidated condensed financial statements, in connection with our annual impairment testing during the fiscal quarter ended May 31, 2016, we recorded a non-cash asset impairment charge of \$7.40 million (\$5.10 million after tax). The charge related to brand assets and trademarks in our Beauty and Nutritional Supplements segments, which were written down to their estimated fair value, determined on the basis of future discounted cash flows using the relief from royalty valuation method.

### Note 13 – Financial Instruments and Risk Management

**Foreign Currency Risk** - Our functional currency is the U.S. Dollar. By operating internationally, we are subject to foreign currency risk from transactions denominated in currencies other than the U.S. Dollar ("foreign currencies"). Such transactions include sales, certain inventory purchases and operating expenses. As a result of such transactions, portions of our cash, trade accounts receivable and trade accounts payable are denominated in foreign currencies. During the fiscal quarters ended May 31, 2016 and 2015, approximately 14 percent of our net sales revenue in each period was in foreign currencies. These sales were primarily denominated in British Pounds, Euros, Mexican Pesos, Canadian Dollars, and Venezuelan Bolivars. We make most of our inventory purchases from the Far East and primarily use the U.S. Dollar for such purchases. In our consolidated condensed statements of income, exchange gains and losses resulting from the remeasurement of foreign taxes receivable, taxes payable, deferred tax assets, and deferred tax liabilities, are recognized in their respective income tax lines, and all other foreign exchange gains and losses from remeasurement of the balance sheet are recognized in SG&A. For the fiscal quarter ended May 31, 2016, we recorded net foreign exchange gains from remeasurement, including the impact of foreign currency hedges and cross-currency debt swaps, of \$0.24 million in SG&A, and \$0.01 million in income tax expense. For the fiscal quarter ended May 31, 2015, we recorded net foreign exchange gains (losses) from remeasurement, including the impact of foreign currency hedges, of \$(0.88) million in SG&A and \$0.14 million in income tax expense.

We hedge against certain foreign currency exchange rate risk by using a series of forward contracts designated as cash flow hedges and mark-to-market derivatives to protect against the foreign currency exchange risk inherent in our forecasted transactions denominated in currencies other than the U.S. Dollar. We do not enter into any forward exchange contracts or similar instruments for trading or other speculative purposes.

**Chinese Renminbi Currency Exchange Uncertainties** - A significant portion of the products we sell are purchased from third-party manufacturers in China. The Chinese Renminbi has fluctuated against the U.S. Dollar in recent years,

devaluing by approximately 6 percent against the U.S. Dollar during fiscal year 2016. If China's currency fluctuates against the U.S. Dollar in the short-to-intermediate term, we cannot accurately predict the impact of those fluctuations on our results of operations. There can be no assurance that foreign exchange rates will be stable in the future or that fluctuations in Chinese foreign currency markets will not have a material adverse effect on our business, financial condition and results of operations.

Venezuelan Bolivar Currency Exchange Uncertainties - In February 2016, the Venezuelan government announced further changes to its foreign currency exchange system. These changes included an immediate devaluation of its official rate, now known as DIPRO, from 6.30 Bolivars per U.S. Dollar to 10.00 Bolivars per U.S. Dollar. The changes also included the dissolution of its previous alternative exchange rate systems, and the institution of a new alternative exchange system known as DICOM governing all other transactions not covered by DIPRO. DICOM replaced SIMADI, which was the lowest rate in the previous exchange system. SIMADI

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closed at February 29, 2016 at approximately 205 Bolivars per U.S. Dollar. DICOM opened in early March 2016 at approximately 207 Bolivars per U.S. Dollar.

As a result of the further devaluation of the official rate, continued economic instability from declines in oil prices and the declaration of an economic emergency, among other factors, we determined that SIMADI was the most appropriate rate to use to re-measure our financial statements as of February 29, 2016. The determination was further substantiated by the announcement of DICOM as an intended market-based rate, which opened at approximately the same rate as SIMADI shortly after the end of our fiscal year. As a result of the adoption of SIMADI, we recorded Venezuelan re-measurement related charges totaling \$18.73 million in the fourth quarter of fiscal year 2016.

The Company adopted DICOM in the first quarter of fiscal year 2017. Absent further changes in the exchange system, or unless future developments call for further changes, we intend to use DICOM to re-measure our financial statements going forward. At the current DICOM exchange rate, we expect that U.S. Dollar reported operating results from Venezuela will no longer be meaningful to the Company or the Beauty segment. Net sales revenue from Venezuela for the quarter ended May 31, 2016 was \$0.23 million compared to \$4.11 million for the quarter ended May 31, 2015. Operating income (loss) from Venezuela for the quarter ended May 31, 2016 was (\$0.10) million compared to \$1.58 million for the quarter ended May 31, 2015.

Developments within the Venezuelan economy, including any future governmental interventions, are beyond our ability to control or predict, and we cannot assess the impacts, if any, such events may have on our Venezuelan business.

Interest Rate Risk – Interest on our outstanding debt as of May 31, 2016 is both floating and fixed. Fixed rates are in place on \$40 million of Senior Notes at 3.90% and floating rates are in place on the balance of all other debt outstanding, which totaled \$547.94 million as of May 31, 2016. If short-term interest rates increase, we will incur higher interest rates on any outstanding balances under our Credit Agreement and the MBFC Loan.

The fair values of our derivative instruments are as follows:

**FAIR VALUES OF DERIVATIVE INSTRUMENTS**

(in thousands)

May 31, 2016

		Final Settlement	Notional	Prepaid Expenses and Other Current	Other	Accrued Expenses and Other Current	Other Liabilities, Non-current
Derivatives designated as hedging instruments	Hedge Type	Date	Amount	Assets	Assets	Liabilities	
Foreign currency contracts - sell Euro	Cash flow	2/2018	€ 32,250	\$ 547	\$ 175	\$ -	\$ -
Foreign currency contracts - sell Canadian Dollars	Cash flow	10/2017	\$ 29,250	-	11	925	-
Foreign currency contracts - sell Pounds	Cash flow	8/2017	£ 10,950	-	13	6	-
Foreign currency contracts - sell Australian Dollars	Cash flow	2/2017	\$ 3,000	-	-	12	-
Subtotal				547	199	943	-
Derivatives not designated under hedge accounting							
Foreign currency contracts - cross-currency debt swaps	(1)	1/2018	\$ 10,000	-	259	-	-
Total fair value				\$ 547	\$ 458	\$ 943	\$ -

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## FAIR VALUES OF DERIVATIVE INSTRUMENTS

(in thousands)

	February 29, 2016			Prepaid		Accrued	
	Hedge Type	Final Settlement Date	Notional Amount	Expenses and Other Current Assets	Other Assets	Expenses and Other Current Liabilities	Other Liabilities, Non-current
Derivatives designated as hedging instruments							
Foreign currency contracts - sell Euro	Cash flow	2/2017	€ 27,000	\$ 1,066	\$ -	\$ -	\$ -
Foreign currency contracts - sell Canadian Dollars	Cash flow	6/2017	\$ 28,000	-	-	495	7
Foreign currency contracts - sell Pounds	Cash flow	2/2017	£ 3,450	94	-	-	-
Foreign currency contracts - sell Australian Dollars	Cash flow	8/2016	\$ 1,650	6	-	-	-
Subtotal				1,166	-	495	7
Derivatives not designated under hedge accounting							
Foreign currency contracts - cross-currency debt swap	(1)	1/2018	\$ 5,000	-	206	-	-
Total fair value				\$ 1,166	\$ 206	\$ 495	\$ 7

(1) We have entered into foreign currency contracts referred to as “cross-currency debt swaps”, which in effect adjusts the currency denomination of our 3.90% Senior Notes due January 2018 to the Euro for the notional amounts reported, creating an economic hedge against currency movements. On these contracts, we have not elected hedge accounting.

The pre-tax effect of derivative instruments for the periods covered in this quarterly report are as follows:

## PRE-TAX EFFECT OF DERIVATIVE INSTRUMENTS

(in thousands)

	Three Months Ended May 31,		Gain / (Loss) Reclassified		Gain / (Loss) Recognized			
	Gain / (Loss)	Gain / (Loss)	from Accumulated Other	Comprehensive Income (Loss) into Income	Location	2016	2015	
	Recognized in OCI	Recognized in OCI	Comprehensive Income (Loss)	into Income	Location	2016	2015	
	(effective portion)	(effective portion)	Location	2016	2015	Location	2016	2015
Currency contracts - cash flow hedges	\$ (1,019)	\$ 267	SG&A	\$ (158)	\$ 119		\$ -	\$ -
Cross-currency debt swaps - principal	-	-		-	-	SG&A	52	-
Total	\$ (1,019)	\$ 267		\$ (158)	\$ 119		\$ 52	\$ -

We expect pre-tax net losses of \$0.40 million associated with foreign currency contracts currently reported in accumulated other comprehensive income, to be reclassified into income over the next twelve months. The amount ultimately realized, however, will differ as exchange rates change and the underlying contracts settle.

Counterparty Credit Risk - Financial instruments, including foreign currency contracts, expose us to counterparty credit risk for nonperformance. We manage our exposure to counterparty credit risk by only dealing with counterparties who are substantial international financial institutions with significant experience using such derivative instruments. Although our theoretical credit risk is the replacement cost at the then-estimated fair value of these instruments, we believe that the risk of incurring credit losses is remote.

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## Note 14 – Repurchase of Helen of Troy Common Stock

As of May 31, 2016, we were authorized by our Board of Directors to purchase up to \$158.57 million of common stock in the open market or through private transactions. Our current equity-based compensation plans include provisions that allow for the “net exercise” of share settled awards by all plan participants. In a net exercise, any required payroll taxes, federal withholding taxes and exercise price of the shares due from the option holder can be paid for by having the option holder tender back to the Company a number of shares at fair value equal to the amounts due. These transactions are accounted for by the Company as a purchase and retirement of shares and are included in the table below as common stock received in connection with share-based compensation.

The following table summarizes our share repurchase activity for the periods covered below:

## SHARE REPURCHASES

	Three Months Ended May 31,	
	2016	2015
Common stock received in connection with share-based compensation:		
Number of shares	4,606	-
Aggregate value of shares (in thousands)	\$ 442	\$ -
Average price per share	\$ 96.03	\$ -

## Note 15 – Share-Based Compensation Plans

We have share-based awards outstanding under several share-based compensation plans. During the fiscal quarter ended May 31, 2016, the Company had the following share-based compensation activity:

- We granted options to purchase 1,500 shares of common stock to employees. The fair values of these options were estimated using the Black-Scholes option pricing model to estimate fair value of \$28.74 for a grant with a term of four years. The following assumptions were used for the grant: expected life of 4.05 years; risk-free interest rate of 1.22 percent; zero dividend yield; and an expected volatility of 33.40 percent.

- We issued 1,281 restricted shares to non-employee Board members with a total grant date fair value of \$0.12 million and a share price of \$95.92.
- Employee RSUs for 13,231 shares vested and settled with a total grant date fair value of \$1.27 million and a share price of \$95.92.
- Employees exercised stock options to purchase 73,635 shares of common stock.

We recorded the following share-based compensation expense in SG&A for the periods covered below:

SHARE-BASED PAYMENT EXPENSE

(in thousands, except per share data)

	Three Months Ended	
	May 31,	
	2016	2015
Stock options	\$ 740	\$ 693
Directors stock compensation	175	175
Performance based and other stock awards	4,751	1,245
Share-based payment expense	5,666	2,113
Less income tax benefits	(1,521)	(319)
Share-based payment expense, net of income tax benefits	\$ 4,145	\$ 1,794
Earnings per share impact of share based payment expense:		
Basic	\$ 0.15	\$ 0.06
Diluted	\$ 0.15	\$ 0.06

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ITEM

6. EXHIBITS

(a) Exhibits

31.1\* Certification of the Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2\* Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32\*\* Joint certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS \* XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

\*

101.CAL XBRL Taxonomy Extension Calculation Linkbase

\*

101.DEF XBRL Taxonomy Extension Definition Linkbase

\*

101.LAB XBRL Taxonomy Extension Label Linkbase

\*

101.PRE XBRL Taxonomy Extension Presentation Linkbase

\*

\* Filed herewith.

\*\* Furnished herewith.

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SIGNATURES

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

HELEN OF TROY LIMITED  
(Registrant)

Date: July 25, 2016 /s/ Julien R. Mininberg  
Julien R. Mininberg  
Chief Executive Officer,  
  
Director and Principal Executive Officer

Date: July 25, 2016 /s/ Brian L. Grass  
Brian L. Grass  
Chief Financial Officer  
and Principal Financial Officer

Date: July 25, 2016 /s/ Richard J. Oppenheim  
Richard J. Oppenheim  
Financial Controller  
and Principal Accounting Officer



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Index to Exhibits

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