

PROCTER & GAMBLE Co
Form 8-K
December 22, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported)

December 22, 2014

THE PROCTER & GAMBLE COMPANY
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------------|---|
| Ohio (State or other jurisdiction of incorporation) | 1-434 (Commission File Number) | 31-0411980 (IRS Employer Identification Number) |
|---|-----------------------------------|---|

| | |
|--|-------------------|
| One Procter & Gamble Plaza, Cincinnati, Ohio (Address of principal executive offices) | 45202 Zip Code |
|--|-------------------|

| | |
|--|-------------------|
| (513) 983-1100 (Registrant's telephone number, including area code) | 45202 Zip Code |
|--|-------------------|

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

ITEM 7.01 REGULATION FD DISCLOSURE

As discussed in the following paragraph, due to The Procter & Gamble Company's (the "Company") planned exit from the Batteries business, the Company is reporting the results of the Batteries business, including the previously reported impairment charge in the three months ended September 30, 2014, as discontinued operations. This informational Form 8-K provides revised historical Segment and Consolidated earnings information for the three months ended September 30, 2014, June 30, 2014, March 31, 2014, December 31, 2013, and September 30, 2013, as well as for the fiscal year ended June 30, 2014, reflecting the above changes. This informational Form 8-K in no way revises or restates the previously filed Consolidated Statements of Comprehensive Income, Consolidated Balance Sheets, Consolidated Statements of Shareholders' Equity or Consolidated Statements of Cash Flows for the Company and consolidated subsidiaries for any period.

Fiscal Year 2015 Changes

On November 13, 2014, the Company announced that it plans to divest the Duracell business via a split transaction with Berkshire Hathaway, in which it will exchange a recapitalized Duracell Company for Berkshire Hathaway's shares of Procter & Gamble stock. The Company had previously announced an agreement to divest its controlling interest in a Chinese batteries venture, which represents the balance of the Company's Batteries business. The Company expects to complete the Duracell transaction in the second half of calendar year 2015, pending necessary regulatory approvals. The Batteries business had historically been part of the Company's Fabric Care and Home Care reportable segment. In accordance with applicable accounting guidance for the disposal of long-lived assets, the results of the Batteries business will be presented as discontinued operations and, as such, will be excluded from both continuing operations and segment results. Additionally, the Batteries balance sheet positions as of December 31, 2014 will be presented as held for sale in the Consolidated Balance Sheet.

The above changes will be reflected in the consolidated financial statements and segment reporting beginning in the second quarter (October - December period) of fiscal year 2015, starting with the Form 10-Q that will be issued for the three and six month periods ending December 31, 2014. Reporting changes for the above items will be reflected for all historical periods presented. In advance of the Form 10-Q filing, this document provides revised sales and earnings information for the affected segments and Consolidated Earnings information for the three months ended September 30, 2014, June 30, 2014, March 31, 2014, December 31, 2013, and September 30, 2013, as well as for the twelve months ended June 30, 2014.

This 8-K is furnished pursuant to Item 7.01 "Regulation FD Disclosure".

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions)

Segment Earnings Information

| | Three Months Ended September 30, 2014 | | | Revised | | |
|--------------------------------|---------------------------------------|--|--|-------------|--|--|
| | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations |
| Beauty, Hair and Personal Care | \$4,857 | \$ 926 | \$ 710 | \$4,857 | \$ 926 | \$ 710 |
| Grooming | 1,941 | 621 | 466 | 1,941 | 621 | 466 |
| Health Care | 2,011 | 459 | 322 | 2,011 | 459 | 322 |
| Fabric Care and Home Care | 6,538 | 1,180 | 783 | 5,933 | 1,081 | 719 |
| Baby, Feminine and Family Care | 5,322 | 1,202 | 825 | 5,322 | 1,202 | 825 |
| Corporate | 123 | (1,565) | (1,103) | 122 | (629) | (202) |
| Total Company | \$20,792 | \$ 2,823 | \$ 2,003 | \$20,186 | \$ 3,660 | \$ 2,840 |

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions)

Segment Earnings Information

| | Three Months Ended June 30, 2014 | | | Revised | | |
|--------------------------------|----------------------------------|--|--|-------------|--|--|
| | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations |
| Beauty, Hair and Personal Care | \$4,629 | \$ 661 | \$ 498 | \$4,629 | \$ 661 | \$ 498 |
| Grooming | 2,072 | 645 | 485 | 2,072 | 645 | 485 |
| Health Care | 1,813 | 290 | 174 | 1,813 | 290 | 174 |
| Fabric Care and Home Care | 6,262 | 1,019 | 647 | 5,702 | 971 | 618 |
| Baby, Feminine and Family Care | 5,203 | 1,064 | 725 | 5,203 | 1,064 | 725 |
| Corporate | 178 | (452) | 82 | 177 | (482) | 56 |
| Total Company | \$20,157 | \$ 3,227 | \$ 2,611 | \$19,596 | \$ 3,149 | \$ 2,556 |

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions)

Segment Earnings Information

| | Three Months Ended March 31, 2014 | | | Revised | | |
|--------------------------------|-----------------------------------|--|--|-------------|--|--|
| | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations |
| Beauty, Hair and Personal Care | \$4,691 | \$ 800 | \$ 624 | \$4,691 | \$ 800 | \$ 624 |
| Grooming | 1,863 | 613 | 463 | 1,863 | 613 | 463 |
| Health Care | 1,938 | 398 | 270 | 1,938 | 398 | 270 |
| Fabric Care and Home Care | 6,312 | 1,029 | 658 | 5,775 | 964 | 619 |
| Baby, Feminine and Family Care | 5,177 | 1,065 | 725 | 5,177 | 1,065 | 725 |
| Corporate | 197 | (630) | (137) | 197 | (665) | (170) |
| Total Company | \$20,178 | \$ 3,275 | \$ 2,603 | \$19,641 | \$ 3,175 | \$ 2,531 |

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions)

Segment Earnings Information

| | Three Months Ended December 31, 2013 | | | Revised | | |
|--------------------------------|--------------------------------------|--|--|-------------|--|--|
| | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations |
| Beauty, Hair and Personal Care | \$5,284 | \$ 1,160 | \$ 927 | \$5,284 | \$ 1,160 | \$ 927 |
| Grooming | 2,118 | 730 | 553 | 2,118 | 730 | 553 |
| Health Care | 2,153 | 525 | 374 | 2,153 | 525 | 374 |
| Fabric Care and Home Care | 6,820 | 1,334 | 877 | 6,022 | 1,149 | 751 |
| Baby, Feminine and Family Care | 5,323 | 1,099 | 765 | 5,323 | 1,099 | 765 |
| Corporate | 199 | (446) | (42) | 199 | (481) | (73) |
| Total Company | \$21,897 | \$ 4,402 | \$ 3,454 | \$21,099 | \$ 4,182 | \$ 3,297 |

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions)

Segment Earnings Information

| | Three Months Ended September 30, 2013 | | | Revised | | |
|--------------------------------|---------------------------------------|--|--|-------------|--|--|
| | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations |
| Beauty, Hair and Personal Care | \$4,903 | \$ 909 | \$ 690 | \$4,903 | \$ 909 | \$ 690 |
| Grooming | 1,956 | 601 | 453 | 1,956 | 601 | 453 |
| Health Care | 1,894 | 384 | 265 | 1,894 | 384 | 265 |
| Fabric Care and Home Care | 6,666 | 1,296 | 857 | 6,010 | 1,182 | 783 |
| Baby, Feminine and Family Care | 5,247 | 1,082 | 725 | 5,247 | 1,082 | 725 |
| Corporate | 164 | (291) | 49 | 164 | (327) | 18 |
| Total Company | \$20,830 | \$ 3,981 | \$ 3,039 | \$20,174 | \$ 3,831 | \$ 2,934 |

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions)

Segment Earnings Information

| | Twelve Months Ended June 30, 2014 | | | Revised | | |
|--------------------------------|-----------------------------------|--|--|-------------|--|--|
| | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations | As Reported | Earnings/(Loss) From Continuing Operations Before Income Taxes | Net Earnings/(Loss) From Continuing Operations |
| Beauty, Hair and Personal Care | \$19,507 | \$ 3,530 | \$ 2,739 | \$19,507 | \$ 3,530 | \$ 2,739 |
| Grooming | 8,009 | 2,589 | 1,954 | 8,009 | 2,589 | 1,954 |
| Health Care | 7,798 | 1,597 | 1,083 | 7,798 | 1,597 | 1,083 |
| Fabric Care and Home Care | 26,060 | 4,678 | 3,039 | 23,509 | 4,266 | 2,771 |
| Baby, Feminine and Family Care | 20,950 | 4,310 | 2,940 | 20,950 | 4,310 | 2,940 |
| Corporate | 738 | (1,819) | (48) | 737 | (1,955) | (169) |
| Total Company | \$83,062 | \$ 14,885 | \$ 11,707 | \$80,510 | \$ 14,337 | \$ 11,318 |

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions Except Per Share Amounts)

Consolidated Earnings Information

| | Three Months Ended | | | |
|---|--------------------|----------|---|--|
| | September 30, 2014 | | | |
| | As Reported | Revised | | |
| NET SALES | \$20,792 | \$20,186 | | |
| COST OF PRODUCTS SOLD | 10,552 | 10,209 | | |
| GROSS PROFIT | 10,240 | 9,977 | | |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSE | 6,327 | 6,199 | | |
| GOODWILL AND INDEFINITE-LIVED INTANGIBLE ASSET IMPAIRMENT CHARGES | 973 | — | | |
| OPERATING INCOME | 2,940 | 3,778 | | |
| INTEREST EXPENSE | 169 | 170 | | |
| INTEREST INCOME | 31 | 31 | | |
| OTHER NON-OPERATING INCOME, NET | 21 | 21 | | |
| EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES | 2,823 | 3,660 | | |
| INCOME TAXES | 820 | 820 | | |
| NET EARNINGS FROM CONTINUING OPERATIONS | 2,003 | 2,840 | | |
| NET EARNINGS/(LOSS) FROM DISCONTINUED OPERATIONS | 17 | (820) |) | |
| NET EARNINGS | 2,020 | 2,020 | | |
| LESS: NET EARNINGS ATTRIBUTABLE TO NONCONTROLLING INTERESTS | 30 | 30 | | |
| NET EARNINGS ATTRIBUTABLE TO PROCTER & GAMBLE | \$1,990 | \$1,990 | | |
| EFFECTIVE TAX RATE | 29.0 | % 22.4 | % | |
| BASIC NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$0.70 | \$1.01 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.01 | \$(0.30) |) | |
| BASIC NET EARNINGS PER COMMON SHARE | \$0.71 | \$0.71 | | |
| DILUTED NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$0.68 | \$0.97 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.01 | \$(0.28) |) | |
| DILUTED NET EARNINGS PER COMMON SHARE | \$0.69 | \$0.69 | | |
| DIVIDENDS PER COMMON SHARE | \$0.644 | \$0.644 | | |
| DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING | 2,888.0 | 2,888.0 | | |

*Basic net earnings per common share and diluted net earnings per common share are calculated on net earnings attributable to Procter & Gamble.

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions Except Per Share Amounts)

Consolidated Earnings Information

| | Three Months Ended June 30, | | | |
|---|-----------------------------|----------|--|---|
| | 2014 | | | |
| | As Reported | Revised | | |
| NET SALES | \$20,157 | \$19,596 | | |
| COST OF PRODUCTS SOLD | 10,636 | 10,288 | | |
| GROSS PROFIT | 9,521 | 9,308 | | |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSE | 6,281 | 6,146 | | |
| OPERATING INCOME | 3,240 | 3,162 | | |
| INTEREST EXPENSE | 178 | 179 | | |
| INTEREST INCOME | 27 | 28 | | |
| OTHER NON-OPERATING INCOME, NET | 138 | 138 | | |
| EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES | 3,227 | 3,149 | | |
| INCOME TAXES | 616 | 593 | | |
| NET EARNINGS FROM CONTINUING OPERATIONS | 2,611 | 2,556 | | |
| NET EARNINGS FROM DISCONTINUED OPERATIONS | 9 | 64 | | |
| NET EARNINGS | 2,620 | 2,620 | | |
| LESS: NET EARNINGS ATTRIBUTABLE TO NONCONTROLLING INTERESTS | 41 | 41 | | |
| NET EARNINGS ATTRIBUTABLE TO PROCTER & GAMBLE | \$2,579 | \$2,579 | | |
| EFFECTIVE TAX RATE | 19.1 | % 18.8 | | % |
| BASIC NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$0.92 | \$0.90 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$— | \$0.02 | | |
| BASIC NET EARNINGS PER COMMON SHARE | \$0.92 | \$0.92 | | |
| DILUTED NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$0.89 | \$0.87 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$— | \$0.02 | | |
| DILUTED NET EARNINGS PER COMMON SHARE | \$0.89 | \$0.89 | | |
| DIVIDENDS PER COMMON SHARE | \$0.643 | \$0.643 | | |
| DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING | 2,891.9 | 2,891.9 | | |

*Basic net earnings per common share and diluted net earnings per common share are calculated on net earnings attributable to Procter & Gamble.

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions Except Per Share Amounts)

Consolidated Earnings Information

| | Three Months Ended March | | | |
|---|--------------------------|----------|--|---|
| | 31, 2014 | | | |
| | As Reported | Revised | | |
| NET SALES | \$20,178 | \$19,641 | | |
| COST OF PRODUCTS SOLD | 10,366 | 10,040 | | |
| GROSS PROFIT | 9,812 | 9,601 | | |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSE | 6,407 | 6,295 | | |
| OPERATING INCOME | 3,405 | 3,306 | | |
| INTEREST EXPENSE | 179 | 180 | | |
| INTEREST INCOME | 29 | 29 | | |
| OTHER NON-OPERATING INCOME, NET | 20 | 20 | | |
| EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES | 3,275 | 3,175 | | |
| INCOME TAXES | 672 | 644 | | |
| NET EARNINGS FROM CONTINUING OPERATIONS | 2,603 | 2,531 | | |
| NET EARNINGS FROM DISCONTINUED OPERATIONS | 33 | 105 | | |
| NET EARNINGS | 2,636 | 2,636 | | |
| LESS: NET EARNINGS ATTRIBUTABLE TO NONCONTROLLING INTERESTS | 27 | 27 | | |
| NET EARNINGS ATTRIBUTABLE TO PROCTER & GAMBLE | \$2,609 | \$2,609 | | |
| EFFECTIVE TAX RATE | 20.5 | % 20.3 | | % |
| BASIC NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$0.93 | \$0.90 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.01 | \$0.04 | | |
| BASIC NET EARNINGS PER COMMON SHARE | \$0.94 | \$0.94 | | |
| DILUTED NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$0.89 | \$0.87 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.01 | \$0.03 | | |
| DILUTED NET EARNINGS PER COMMON SHARE | \$0.90 | \$0.90 | | |
| DIVIDENDS PER COMMON SHARE | \$0.602 | \$0.602 | | |
| DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING | 2,894.1 | 2,894.1 | | |

*Basic net earnings per common share and diluted net earnings per common share are calculated on net earnings attributable to Procter & Gamble.

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions Except Per Share Amounts)

Consolidated Earnings Information

| | Three Months Ended December 31, 2013 | | | |
|---|---|----------|--|---|
| | As Reported | Revised | | |
| NET SALES | \$21,897 | \$21,099 | | |
| COST OF PRODUCTS SOLD | 10,884 | 10,474 | | |
| GROSS PROFIT | 11,013 | 10,625 | | |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSE | 6,490 | 6,323 | | |
| OPERATING INCOME | 4,523 | 4,302 | | |
| INTEREST EXPENSE | 187 | 185 | | |
| INTEREST INCOME | 23 | 22 | | |
| OTHER NON-OPERATING INCOME, NET | 43 | 43 | | |
| EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES | 4,402 | 4,182 | | |
| INCOME TAXES | 948 | 885 | | |
| NET EARNINGS FROM CONTINUING OPERATIONS | 3,454 | 3,297 | | |
| NET EARNINGS FROM DISCONTINUED OPERATIONS | 18 | 175 | | |
| NET EARNINGS | 3,472 | 3,472 | | |
| LESS: NET EARNINGS ATTRIBUTABLE TO NONCONTROLLING INTERESTS | 44 | 44 | | |
| NET EARNINGS ATTRIBUTABLE TO PROCTER & GAMBLE | \$3,428 | \$3,428 | | |
| EFFECTIVE TAX RATE | 21.5 | % 21.2 | | % |
| BASIC NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$1.23 | \$1.18 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.01 | \$0.06 | | |
| BASIC NET EARNINGS PER COMMON SHARE | \$1.24 | \$1.24 | | |
| DILUTED NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$1.17 | \$1.12 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.01 | \$0.06 | | |
| DILUTED NET EARNINGS PER COMMON SHARE | \$1.18 | \$1.18 | | |
| DIVIDENDS PER COMMON SHARE | \$0.602 | \$0.602 | | |
| DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING | 2,908.5 | 2,908.5 | | |

*Basic net earnings per common share and diluted net earnings per common share are calculated on net earnings attributable to Procter & Gamble.

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions Except Per Share Amounts)

Consolidated Earnings Information

| | Three Months Ended | | | |
|---|--------------------|----------|--|---|
| | September 30, 2013 | | | |
| | As Reported | Revised | | |
| NET SALES | \$20,830 | \$20,174 | | |
| COST OF PRODUCTS SOLD | 10,574 | 10,208 | | |
| GROSS PROFIT | 10,256 | 9,966 | | |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSE | 6,136 | 5,996 | | |
| OPERATING INCOME | 4,120 | 3,970 | | |
| INTEREST EXPENSE | 165 | 166 | | |
| INTEREST INCOME | 21 | 22 | | |
| OTHER NON-OPERATING INCOME, NET | 5 | 5 | | |
| EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES | 3,981 | 3,831 | | |
| INCOME TAXES | 942 | 897 | | |
| NET EARNINGS FROM CONTINUING OPERATIONS | 3,039 | 2,934 | | |
| NET EARNINGS FROM DISCONTINUED OPERATIONS | 18 | 123 | | |
| NET EARNINGS | 3,057 | 3,057 | | |
| LESS: NET EARNINGS ATTRIBUTABLE TO NONCONTROLLING INTERESTS | 30 | 30 | | |
| NET EARNINGS ATTRIBUTABLE TO PROCTER & GAMBLE | \$3,027 | \$3,027 | | |
| EFFECTIVE TAX RATE | 23.7 | % 23.4 | | % |
| BASIC NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$1.08 | \$1.04 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.01 | \$0.05 | | |
| BASIC NET EARNINGS PER COMMON SHARE | \$1.09 | \$1.09 | | |
| DILUTED NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$1.03 | \$1.00 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.01 | \$0.04 | | |
| DILUTED NET EARNINGS PER COMMON SHARE | \$1.04 | \$1.04 | | |
| DIVIDENDS PER COMMON SHARE | \$0.602 | \$0.602 | | |
| DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING | 2,924.3 | 2,924.3 | | |

*Basic net earnings per common share and diluted net earnings per common share are calculated on net earnings attributable to Procter & Gamble.

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

(Amounts in Millions Except Per Share Amounts)

Consolidated Earnings Information

| | Twelve Months Ended June | | | |
|---|--------------------------|----------|--|---|
| | 30, 2014 | | | |
| | As Reported | Revised | | |
| NET SALES | \$83,062 | \$80,510 | | |
| COST OF PRODUCTS SOLD | 42,460 | 41,010 | | |
| GROSS PROFIT | 40,602 | 39,500 | | |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSE | 25,314 | 24,760 | | |
| OPERATING INCOME | 15,288 | 14,740 | | |
| INTEREST EXPENSE | 709 | 710 | | |
| INTEREST INCOME | 100 | 101 | | |
| OTHER NON-OPERATING INCOME, NET | 206 | 206 | | |
| EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES | 14,885 | 14,337 | | |
| INCOME TAXES | 3,178 | 3,019 | | |
| NET EARNINGS FROM CONTINUING OPERATIONS | 11,707 | 11,318 | | |
| NET EARNINGS FROM DISCONTINUED OPERATIONS | 78 | 467 | | |
| NET EARNINGS | 11,785 | 11,785 | | |
| LESS: NET EARNINGS ATTRIBUTABLE TO NONCONTROLLING INTERESTS | 142 | 142 | | |
| NET EARNINGS ATTRIBUTABLE TO PROCTER & GAMBLE | \$11,643 | \$11,643 | | |
| EFFECTIVE TAX RATE | 21.4 | % 21.1 | | % |
| BASIC NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$4.16 | \$4.03 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.03 | \$0.16 | | |
| BASIC NET EARNINGS PER COMMON SHARE | \$4.19 | \$4.19 | | |
| DILUTED NET EARNINGS PER COMMON SHARE*: | | | | |
| EARNINGS FROM CONTINUING OPERATIONS | \$3.98 | \$3.86 | | |
| EARNINGS FROM DISCONTINUED OPERATIONS | \$0.03 | \$0.15 | | |
| DILUTED NET EARNINGS PER COMMON SHARE | \$4.01 | \$4.01 | | |
| DIVIDENDS PER COMMON SHARE | \$2.448 | \$2.448 | | |
| DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING | 2,904.7 | 2,904.7 | | |

*Basic net earnings per common share and diluted net earnings per common share are calculated on net earnings attributable to Procter & Gamble.

Supplemental Core Earnings per Share Information

Core earnings per share is a measure of the Company's diluted net earnings per share from continuing operations excluding certain items that are not judged to be part of the Company's sustainable results or trends. This includes charges in fiscal years 2015 and 2014 for incremental restructuring due to increased focus on productivity and cost savings, charges in fiscal years 2015 and 2014 for the balance sheet impacts from foreign exchange policy changes and the devaluations of the official foreign currency exchange rate in Venezuela, and charges in fiscal year 2014 related to pending European legal matters. We do not view these items to be part of our sustainable results. We believe the Core EPS measure provides an important perspective of underlying business trends and results and provides a more comparable measure of year-on year earnings per share growth. Core EPS is also one of the measures used to evaluate senior management and is a factor in determining their at-risk compensation. The table below provides a reconciliation of reported diluted net earnings per share from continuing operations to Core EPS:

| | JAS 13 | OND 13 | JFM 14 | AMJ 14 | FY 14 | JAS 14 |
|---|---------|--------|---------|--------|--------|--------|
| Diluted Net Earnings Per Share from Continuing Operations | \$1.00 | \$1.12 | \$0.87 | \$0.87 | \$3.86 | \$0.97 |
| Incremental Restructuring ¹ | 0.02 | 0.03 | 0.04 | 0.04 | 0.12 | 0.03 |
| Venezuela Balance Sheet Remeasurement and Devaluation Impacts | — | — | 0.10 | — | 0.09 | 0.04 |
| Charges for European Legal Matters | — | — | — | 0.02 | 0.02 | — |
| Goodwill and Intangible Impairment ² | — | — | — | — | — | — |
| Rounding | (0.01) | — | (0.01) | — | — | — |
| CORE EPS | \$1.01 | \$1.15 | \$1.00 | \$0.93 | \$4.09 | \$1.04 |

¹ Excludes incremental restructuring for the Batteries business, which is included in discontinued operations.

² Excludes a charge in JAS 14 for Batteries goodwill and indefinite-lived intangible asset impairment, which is reflected in discontinued operations.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

THE PROCTER & GAMBLE COMPANY

BY: /s/ Susan S. Whaley
Susan S. Whaley
Assistant Secretary

December 22, 2014