

LUXOTTICA GROUP SPA  
Form 6-K  
June 29, 2006

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**FORM 6 K**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTER ENDED MARCH 31, 2006**

**COMMISSION FILE NO. 1 - 10421**

**LUXOTTICA GROUP S.p.A.**

**VIA CANTÙ 2, MILAN 20123 ITALY**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  / Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):  /

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):  /

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  / No  /

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**F O R M 6 K**  
**for the three months**  
**ended March 31 of**  
**Fiscal Year 2006**

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LUXOTTICA GROUP S.p.A.

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## CONSOLIDATED BALANCE SHEETS U.S. GAAP

DECEMBER 31, 2005 AND MARCH 31, 2006

	December 31, 2005 (Audited)	March 31, 2006 (Unaudited)	March 31, 2006 (Unaudited)
	(Thousands of Euro)		(Thousands of US dollars)(1)
<b>ASSETS</b>			
<i>CURRENT ASSETS</i>			
Cash	EURO 372,256	EURO 341,118	\$ 414,083
Accounts receivable net	461,682	584,761	709,841
Sales and income taxes receivable	45,823	10,624	12,897
Inventories	404,331	402,717	488,858
Prepaid expenses and other	93,140	122,357	148,529
Asset held for sale	10,847	10,847	13,167
Net deferred tax assets current	93,600	109,215	132,576
<b>Total current assets</b>	<b>1,481,679</b>	<b>1,581,639</b>	<b>1,919,951</b>
<b>PROPERTY, PLANT AND EQUIPMENT net</b>	<b>735,115</b>	<b>728,568</b>	<b>884,409</b>
<i>OTHER ASSETS</i>			
Goodwill	1,700,383	1,680,846	2,040,379
Intangible assets net	994,803	940,982	1,142,258
Investments	15,832	15,949	19,361
Other assets	45,710	78,032	94,723
<b>Total other assets</b>	<b>2,756,728</b>	<b>2,715,809</b>	<b>3,296,721</b>
<b>TOTAL</b>	<b>EURO 4,973,522</b>	<b>EURO 5,026,016</b>	<b>\$ 6,101,081</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<i>CURRENT LIABILITIES</i>			
Bank overdrafts	EURO 276,122	EURO 306,750	\$ 372,364
Current portion of long-term debt	111,323	109,305	132,685
Accounts payable	291,734	267,712	324,976
Accrued expenses and other	393,264	371,745	451,261
Accrual for customers' right of return	7,996	8,134	9,874
Income taxes payable	133,382	164,377	199,537
<b>Total current liabilities</b>	<b>1,213,821</b>	<b>1,228,023</b>	<b>1,490,697</b>
<i>LONG-TERM LIABILITIES</i>			
Long-term debt	1,420,049	1,382,487	1,678,201
Liability for termination indemnities	56,600	56,641	68,757
Net deferred tax liabilities non current	127,120	117,791	142,986
Other	188,421	184,982	224,550
<b>Total long-term liabilities</b>	<b>1,792,190</b>	<b>1,741,901</b>	<b>2,114,494</b>

<b>MINORITY INTERESTS IN CONSOLIDATED SUBSIDIARIES</b>	<b>13,478</b>	<b>14,737</b>	<b>17,889</b>
<b>SHAREHOLDERS' EQUITY</b>			
Capital stock par value Euro 0.06 457,975,723 and 459,056,723 ordinary shares authorized and issued at December 31, 2005 and March 31, 2006, respectively; 451,540,937 and 452,621,937 shares outstanding at December 31, 2005 and March 31, 2006, respectively.	27,479	27,543	33,434
Additional paid-in capital	150,179	124,465	151,088
Retained earnings	2,050,883	2,154,132	2,614,901
Unearned stock-based compensation	(48,567)	0	0
Accumulated other comprehensive loss	(155,954)	(194,798)	(236,466)
<b>Total</b>	<b>2,024,020</b>	<b>2,111,342</b>	<b>2,562,958</b>
Less Treasury shares at cost; 6,434,786 shares at December 31, 2005 and March 31, 2006	69,987	69,987	84,957
<b>Shareholders' equity</b>	<b>1,954,033</b>	<b>2,041,355</b>	<b>2,478,001</b>
<b>TOTAL</b>	<b>EURO 4,973,522</b>	<b>EURO 5,026,016</b>	<b>\$ 6,101,081</b>

(1) Translated at the Noon Buying Rate of Euro 1.00 = U.S. \$1.2139 on March 31, 2006 (see Note 7).

See Condensed Notes to Consolidated Financial Statements

**STATEMENTS OF CONSOLIDATED INCOME U.S. GAAP  
FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2006 (UNAUDITED)**

	2005		2006		
	(Thousands of Euro)(2)		(Thousands of US dollars)(1)(2)		
NET SALES	EURO	1,037,001	EURO	1,261,998	\$ 1,531,939
COST OF SALES		334,058		396,827	481,708
<b>GROSS PROFIT</b>		<b>702,943</b>		<b>865,170</b>	<b>1,050,230</b>
OPERATING EXPENSES:					
Selling and advertising		455,765		543,742	660,048
General and administrative		110,730		129,971	157,772
<b>Total</b>		<b>566,495</b>		<b>673,713</b>	<b>817,820</b>
INCOME FROM OPERATIONS		136,448		191,458	232,411
OTHER INCOME (EXPENSE):					
Interest income		1,955		1,660	2,015
Interest expense		(15,807)		(17,588)	(21,350)
Other net		6,481		(4,848)	(5,885)
Other income (expense) net		(7,371)		(20,776)	(25,220)
INCOME BEFORE PROVISION FOR INCOME TAXES		129,077		170,682	207,191
PROVISION FOR INCOME TAXES		49,049		63,152	76,660
INCOME BEFORE MINORITY INTERESTS IN INCOME OF CONSOLIDATED SUBSIDIARIES		80,028		107,530	130,531
MINORITY INTERESTS IN INCOME OF CONSOLIDATED SUBSIDIARIES		3,690		4,281	5,197
NET INCOME	EURO	76,338	EURO	103,249	\$ 125,334
EARNINGS PER SHARE:					
Basic	EURO	0.17	EURO	0.23	\$ 0.28
Diluted	EURO	0.17	EURO	0.23	\$ 0.28
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING (thousands):					
Basic		449,223.4		452,023.8	
Diluted		452,000.7		455,467.4	

(1) Translated at the Noon Buying Rate of Euro 1.00 = U.S. \$1.2139 on March 31, 2006 (see Note 7).

(2) Amounts in thousands except per share data.

See Condensed Notes to Consolidated Financial Statements



**STATEMENT OF CONSOLIDATED SHAREHOLDERS' EQUITY U.S. GAAP  
FOR THE THREE MONTHS ENDED MARCH 31, 2005 (UNAUDITED)**

	Common Stock		Additional Paid-in Capital	Retained Earnings	Unearned Stock-Based Compensation	Comprehensive Income	Accumulated Other Comprehensive Loss	Treasury Shares	Consolidated Shareholders' Equity
	Number of Shares	Amount							
(Thousands of Euro)									
BALANCES, January 1, 2006	457,975,723	27,479	150,179	2,050,883	(48,567)		(155,954)	(69,987)	1,954,033
Effect of Adoption of SFAS No. 123-R			(48,567)		48,567				
Exercise of stock options	1,081,000	65	12,377						12,442
Translation adjustment						(41,433)	(41,433)		(41,433)
Non-Cash Stock Based Compensation, net of taxes			10,476						10,476
Change in fair value of derivative instruments, net of taxes						2,588	2,588		2,588
Net income				103,249		103,249			103,249
Comprehensive income						64,405			64,405
BALANCES, March 31, 2006	459,056,723	27,543	124,465	2,154,132	0		(194,798)	(69,987)	2,041,355
Comprehensive income						\$ 78,181			\$ 78,181
(Thousands of US dollars)(1)									
BALANCES, March 31, 2006	459,056,723	\$ 33,434	\$ 151,088	\$ 2,614,901	\$ 0		\$ (236,466)	\$ (84,957)	\$ 2,478,001
(Thousands of US dollars)(1)									



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(1)

Translated at the Noon Buying Rate of Euro 1.00 = U.S. \$1.2139 on March 31, 2006 (see Note 7).

See Condensed Notes to Consolidated Financial Statements

**STATEMENTS OF CONSOLIDATED CASH FLOWS U.S. GAAP  
FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2006 (UNAUDITED)**

	2005		2006		2006
	(Thousands of Euro)		(Thousands of US dollars)(1)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>					
Net income	EURO	76,338	EURO	103,249	\$ 125,334
Adjustments to reconcile net income to net cash provided by/(used in) operating activities:					
Minority interests in income of consolidated subsidiaries		3,690		4,281	5,197
Non cash stock-based compensation		0		10,957	13,301
Depreciation and amortization		46,504		52,160	63,317
Provision (benefit) for deferred income taxes		(2,168)		(26,481)	(32,145)
Losses on disposal of fixed assets net		0		2,885	3,502
Termination indemnities matured during the period net		459		215	261
Changes in operating assets and liabilities, net of acquisition of business:					
Accounts receivable		(91,469)		(127,078)	(154,260)
Prepaid expenses and other		(28,460)		(28,247)	(34,289)
Inventories		31,900		(261)	(316)
Accounts payable		(11,235)		(12,795)	(15,532)
Accrued expenses and other		(8,481)		(20,317)	(24,663)
Accrual for customers' right of return		1,828		293	356
Income taxes payable		22,352		31,951	38,785
Total adjustments		(35,080)		(112,437)	(136,487)
Cash provided by (used in) operating activities		41,258		(9,188)	(11,154)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>					
Property, plant and equipment:					
Additions		(39,693)		(42,533)	(51,631)
Disposals		0		0	0
Purchase of business net of cash acquired		(61,962)		0	0
Sale of investment in Pearle Europe		144,000		0	0
Increase in intangible assets		(1,839)		(1,350)	(1,639)
Cash (used in) provided by investing activities		40,506		(43,883)	(53,269)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>					
Long-term debt:					
Proceeds		61,850		0	0
Repayments		(130,606)		(16,950)	(20,575)
Increase (decrease) in overdraft balances		80,743		32,505	39,457
Exercise of stock options		6,733		12,442	15,103
Cash provided by financing activities		18,719		27,997	33,985
CHANGE IN CASH AND CASH EQUIVALENTS		100,483		(25,074)	(30,437)
CASH AND CASH EQUIVALENTS, BEGINNING OF THE PERIOD		257,349		372,256	451,882
Effect of exchange rate changes on cash and cash equivalents		7,668		(6,064)	(7,361)
CASH AND CASH EQUIVALENTS, END OF THE PERIOD	EURO	365,500	EURO	341,118	\$ 414,083

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### SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the period for interest	EURO	16,580	EURO	23,824	\$	28,920
Cash paid during the period for income taxes	EURO	6,479	EURO	24,146	\$	29,310

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(1)

Translated at the Noon Buying Rate of Euro 1.00 = U.S. \$1.2139 on March 31, 2006 (see Note 7).

See Condensed Notes to Consolidated Financial Statements

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**CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. BASIS OF PRESENTATION**

The accompanying consolidated balance sheets as of March 31, 2006 and the related statements of consolidated income and cash flows for the three months ended March 31, 2005 and 2006 and the statement of consolidated shareholders' equity for the three months ended March 31, 2006 of Luxottica Group S.p.A. and its subsidiaries (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information. The consolidated balance sheet as of March 31, 2006, the statements of consolidated income and cash flows for the three months ended March 31, 2005 and 2006 and the statement of consolidated shareholders' equity for the three months ended March 31, 2006 are derived from unaudited financial statements. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to fairly present the financial position, results of operations and cash flows as of March 31, 2005 and 2006 and for the three months ended March 31, 2005 and 2006 have been made.

The interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements as of and for the year ended December 31, 2005. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The accounting policies have been consistently applied by the Company and are consistent with those applied in the Company's annual report on Form