

HELEN OF TROY LTD
Form 10-Q
October 11, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended August 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

(Exact name of registrant as specified in its charter)

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Bermuda
(State or other jurisdiction of
incorporation or organization)

74-2692550
(I.R.S.
Employer
Identification
No.)

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)

(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
Non-accelerated filer Smaller Reporting Company

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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 October 4, 2016
Common Shares, \$0.10 par value, per share	27,874,720 shares

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HELEN OF TROY LIMITED AND SUBSIDIARIES

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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)

	August 31, 2016	February 29, 2016
Assets		
Assets, current:		
Cash and cash equivalents	\$ 25,809	\$ 225,800
Receivables - principally trade, less allowances of \$4,792 and \$5,898	222,909	217,543
Inventory	317,497	301,609
Prepaid expenses and other current assets	14,102	9,780
Income taxes receivable	-	356
Total assets, current	580,317	755,088
Property and equipment, net of accumulated depreciation of \$100,820 and \$93,926	133,568	130,465
Goodwill	698,938	583,005
Other intangible assets, net of accumulated amortization of \$151,536 and \$137,174	437,951	375,751
Deferred tax assets, net	2,660	2,484
Other assets, net of accumulated amortization of \$1,884 and \$1,828	2,081	2,101
Total assets	\$ 1,855,515	\$ 1,848,894
Liabilities and Stockholders' Equity		
Liabilities, current:		
Accounts payable, principally trade	\$ 130,763	\$ 103,713
Accrued expenses and other current liabilities	140,443	141,245
Income taxes payable	624	-
Long-term debt, current maturities	24,529	22,644
Total liabilities, current	296,359	267,602
Long-term debt, excluding current maturities	524,033	597,270
Deferred tax liabilities, net	21,986	27,364
Other liabilities, noncurrent	21,326	26,615
Total liabilities	863,704	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; 27,871,709 and 28,488,411 shares issued and outstanding	2,787	2,774
Additional paid in capital	213,129	198,077
Accumulated other comprehensive income (loss)	857	665
Retained earnings	775,038	728,527
Total stockholders' equity	991,811	930,043
Total liabilities and stockholders' equity	\$ 1,855,515	\$ 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		Six Months Ended	
	August 31,		August 31,	
	2016	2015	2016	2015
Sales revenue, net	\$ 368,170	\$ 369,129	\$ 716,108	\$ 714,474
Cost of goods sold	205,202	221,124	400,713	423,150
Gross profit	162,968	148,005	315,395	291,324
Selling, general and administrative expense ("SG&A")	125,481	115,573	247,610	229,349
Asset impairment charges	-	-	7,400	3,000
Operating income	37,487	32,432	60,385	58,975
Nonoperating income (expense), net	88	(46)	237	91
Interest expense	(3,866)	(2,503)	(7,517)	(5,394)
Income before income taxes	33,709	29,883	53,105	53,672
Income tax expense (benefit):				
Current	7,925	9,708	11,697	13,722
Deferred	(2,571)	(4,277)	(5,973)	(4,912)
Net income	\$ 28,355	\$ 24,452	\$ 47,381	\$ 44,862
Earnings per share:				
Basic	\$ 1.02	\$ 0.86	\$ 1.70	\$ 1.58
Diluted	\$ 1.00	\$ 0.84	\$ 1.68	\$ 1.54
Weighted average shares of common stock used in computing net earnings per share:				
Basic	27,845	28,435	27,809	28,478
Diluted	28,224	28,986	28,185	29,037

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 August 31,					
	2016		2015		Net of	
	Before	Net of	Before	Net of	Before	Net of
	Tax	Tax	Tax	Tax	Tax	Tax
Income	\$ 33,709	\$ (5,354)	\$ 28,355	\$ 29,883	\$ (5,431)	\$ 24,452
Cash flow hedge activity - foreign currency contracts						
Changes in fair market value	1,289	(275)	1,014	545	(142)	403
Settlements reclassified to income	(141)	3	(138)	(121)	22	(99)
Total other comprehensive income	1,148	(272)	876	424	(120)	304
Comprehensive income	\$ 34,857	\$ (5,626)	\$ 29,231	\$ 30,307	\$ (5,551)	\$ 24,756

	Six Months Ended August 31,					
	2016		2015		Net of	
	Before	Net of	Before	Net of	Before	Net of
	Tax	Tax	Tax	Tax	Tax	Tax
Income	\$ 53,105	\$ (5,724)	\$ 47,381	\$ 53,672	\$ (8,810)	\$ 44,862
Cash flow hedge activity - foreign currency contracts						
Changes in fair market value	270	(42)	228	812	(210)	602
Settlements reclassified to income	17	(53)	(36)	(240)	35	(205)
Total other comprehensive income	287	(95)	192	572	(175)	397
Comprehensive income	\$ 53,392	\$ (5,819)	\$ 47,573	\$ 54,244	\$ (8,985)	\$ 45,259

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)

	Six Months Ended August 31,	
	2016	2015
Cash provided (used) by operating activities:		
Net income	\$ 47,381	\$ 44,862
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	22,098	21,227
Amortization of financing costs	583	580
Provision for doubtful receivables	886	128
Non-cash share-based compensation	8,758	3,938
Non-cash intangible asset impairment charges	7,400	3,000
Gain on the sale of property and equipment	(10)	-
Deferred income taxes and tax credits	(5,916)	(5,679)
Changes in operating capital, net of effects of acquisition of businesses:		
Receivables	1,632	(4,776)
Inventories	(9,408)	(55,382)
Prepaid expenses and other current assets	(3,986)	(1,715)
Other assets and liabilities, net	(3,870)	(1,691)
Accounts payable	24,788	44,538
Accrued expenses and other current liabilities	(4,246)	1,397
Accrued income taxes	(409)	1,784
Net cash provided by operating activities	85,681	52,211
Cash provided (used) by investing activities:		
Capital and intangible asset expenditures	(10,215)	(5,946)
Proceeds from the sale of property and equipment	32	7
Payments to acquire businesses	(209,258)	(42,750)
Net cash used by investing activities	(219,441)	(48,689)
Cash provided (used) by financing activities:		
Proceeds from line of credit	155,900	289,900
Repayment of line of credit	(224,000)	(241,900)
Repayment of long-term debt	(3,800)	(1,900)
Payment of financing costs	(36)	(19)
Proceeds from share issuances under share-based compensation plans	6,129	7,507
Payment of tax obligations resulting from cashless share award settlements	(424)	-
Payments for repurchases of common stock	-	(50,000)
Net cash provided (used) by financing activities	(66,231)	3,588
Net increase (decrease) in cash and cash equivalents	(199,991)	7,110

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Cash and cash equivalents, beginning balance	225,800	12,295
Cash and cash equivalents, ending balance	\$ 25,809	\$ 19,405

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)

August 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 August 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. 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 estimates. We have reclassified, combined or separately disclosed certain amounts in the prior period's

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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. Therefore, we have not yet selected a transition method nor have we determined the impact that the new standard 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 three- and six-months ended August 31, 2016, we recognized additional share-based compensation expense of \$0.22 and \$0.45 million, respectively, from the change in accounting for forfeitures of share-based awards, and we recognized \$0.23 and \$1.34 million, respectively, of excess tax benefits in income tax expense rather than additional paid-in capital. The excess tax benefits were reported as an increase to cash provided by operations.

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, August 31, 2016	
Consolidated Balance Sheets				
Current deferred tax assets, net	ASU 2015-17	Retrospective	\$ (21,454)	\$ (17,636)
Long-term deferred tax assets, net	ASU 2015-17	Retrospective	\$ 1,128	\$ 879
Long-term deferred tax assets, net	ASU-2016-09	Modified retrospective	\$ (232)	\$ -
Other assets - debt issuance costs	ASU 2015-03	Retrospective	\$ (12,651)	\$ (12,618)
Other assets - accumulated amortization	ASU 2015-03	Retrospective	\$ (9,207)	\$ (8,625)
Long-term debt, current maturities	ASU 2015-03	Retrospective	\$ (1,171)	\$ (1,156)

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Long-term deferred tax liabilities, net	ASU 2015-17	Retrospective	\$ (20,326)	\$ (16,757)
Long-term debt, excluding current maturities	ASU 2015-03	Retrospective	\$ (2,274)	\$ (2,837)
Additional paid-in capital	ASU-2016-09	Modified retrospective	\$ 588	\$ -
Retained earnings	ASU-2016-09	Modified retrospective	\$ (820)	\$ -

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IMPACT OF RECENT ACCOUNTING CHANGES

(in thousands)

	Standard	Transition Method	Increase (Decrease) Three Months Ended August 31,	
			2016	2015
Consolidated Statements of Income				
Share-based compensation expense	ASU-2016-09	Modified retrospective	\$ 462	\$ -
Current income tax expense	ASU-2016-09	Modified retrospective	\$ (234)	\$ -
Consolidated Statements of Cash Flows				
Cash provided by operating activities:				
Accrued income taxes	ASU-2016-09	Retrospective	\$ 234	\$ 274
Cash provided by financing activities:				
Share-based compensation tax benefit	ASU-2016-09	Retrospective	\$ (234)	\$ (274)
			Increase (Decrease) Six Months Ended August 31,	
	Standard	Transition Method	2016	2015
Consolidated Statements of Income				
Share-based compensation expense	ASU-2016-09	Modified retrospective	\$ 691	\$ -
Current income tax expense	ASU-2016-09	Modified retrospective	\$ (1,344)	\$ -
Consolidated Statements of Cash Flows				
Cash provided by operating activities:				
Accrued income taxes	ASU-2016-09	Retrospective	\$ 1,344	\$ 593
Cash provided by financing activities:				
Share-based compensation tax benefit	ASU-2016-09	Retrospective	\$ (1,344)	\$ (593)

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.

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The following table summarizes the activity in our warranty accrual for the periods covered below:

ACCRUAL FOR WARRANTY RETURNS

(in thousands)

	Three Months Ended		Six Months Ended	
	August 31,		August 31,	
	2016	2015	2016	2015
Beginning balance	\$ 18,981	\$ 20,894	\$ 20,622	\$ 23,553
Additions to the accrual	13,671	13,244	28,194	26,758
Reductions of the accrual - payments and credits issued	(13,193)	(13,341)	(29,357)	(29,514)
Ending balance	\$ 19,459	\$ 20,797	\$ 19,459	\$ 20,797

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

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)

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	Three Months Ended August 31,		Six Months Ended August 31,	
	2016	2015	2016	2015
Weighted average shares outstanding, basic	27,845	28,435	27,809	28,478
Incremental shares from share-based payment arrangements	379	551	376	559
Weighted average shares outstanding, diluted	28,224	28,986	28,185	29,037
Dilutive securities, stock options	386	705	405	751
Dilutive securities, unvested or unsettled stock awards	324	291	329	292
Antidilutive securities, stock options	133	150	138	173

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Note 5 – Segment Information

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

THREE MONTHS ENDED

(in thousands)

	Housewares	Health &	Nutritional		Total
August 31, 2016	(1)	Home	Supplements	Beauty	
Sales revenue, net	\$ 105,976	\$ 144,453	\$ 33,112	\$ 84,629	\$ 368,170
Asset impairment charges	-	-	-	-	-
Operating income	24,233	9,397	(1,229)	5,086	37,487
Capital and intangible asset expenditures	2,249	845	545	1,422	5,061
Depreciation and amortization	1,442	5,284	2,174	2,242	11,142

	Housewares	Health &	Nutritional		Total
August 31, 2015		Home	Supplements	Beauty	
Sales revenue, net	\$ 78,848	\$ 143,254	\$ 38,048	\$ 108,979	\$ 369,129
Asset impairment charges	-	-	-	-	-
Operating income	15,142	4,808	2,969	9,513	32,432
Capital and intangible asset expenditures	291	1,224	775	939	3,229
Depreciation and amortization	1,075	5,514	1,965	2,319	10,873

(1) The three months ended August 31, 2016 includes three months of operating results of Hydro Flask, which was acquired on March 18, 2016. There were 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.

SIX MONTHS ENDED

(in thousands)

	Housewares	Health &	Nutritional		Total
August 31, 2016	(1)	Home	Supplements	Beauty	
Sales revenue, net	\$ 190,579	\$ 290,808	\$ 69,052	\$ 165,669	\$ 716,108
Asset impairment charges	-	-	5,000	2,400	7,400
Operating income	39,733	19,001	(6,501)	8,152	60,385

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Capital and intangible asset expenditures	2,838	2,034	2,107	3,236	10,215
Depreciation and amortization	2,771	10,517	4,134	4,676	22,098

			Nutritional		
August 31, 2015	Housewares	Health & Home	Supplements	Beauty	Total
Sales revenue, net	\$ 144,034	\$ 286,296	\$ 77,488	\$ 206,656	\$ 714,474
Asset impairment charges	-	-	-	3,000	3,000
Operating income	26,325	13,226	5,589	13,835	58,975
Capital and intangible asset expenditures	616	1,524	1,906	1,900	5,946
Depreciation and amortization	2,083	10,577	3,933	4,634	21,227

- (1) The six months ended August 31, 2016 includes approximately five and a half months of operating results of Hydro Flask, which was acquired on March 18, 2016. There were 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. We do not allocate nonoperating income and expense, including interest or income taxes, to operating segments.

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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	270
Amounts reclassified out of accumulated other comprehensive income	17
Tax effects	(95)
Other comprehensive income (loss)	192
Balance at August 31, 2016	\$ 857

(1) Represents activity associated with certain foreign currency contracts. Balances at August 31, 2016 and February 29, 2016 include net deferred tax benefits (expense) of (\$0.09) and \$0.00 million, respectively.

Note 7 – Supplemental Balance Sheet Information

PROPERTY AND EQUIPMENT

(in thousands)

	Estimated Useful Lives (Years)	August 31, 2016	February 29, 2016
Land	-	\$ 12,800	\$ 12,800
Building and improvements	3 - 40	108,738	108,509
Computer, furniture and other equipment	3 - 15	70,946	70,778
Tools, molds and other production equipment	1 - 10	30,557	28,254
Construction in progress	-	11,347	4,050

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Property and equipment, gross	234,388	224,391
Less accumulated depreciation	(100,820)	(93,926)
Property and equipment, net	\$ 133,568	\$ 130,465

ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

(in thousands)

	August 31, 2016	February 29, 2016
Accrued compensation, benefits and payroll taxes	\$ 24,603	\$ 28,912
Accrued sales returns, discounts and allowances	26,787	27,530
Accrued warranty returns	19,459	20,622
Accrued advertising	20,785	22,087
Accrued legal fees and settlements	17,556	16,699
Accrued royalties	9,260	7,961
Accrued property, sales and other taxes	7,515	6,938
Accrued product liability	1,847	2,098
Derivative liabilities, current	784	495
Liability for uncertain tax positions	-	536
Other	11,847	7,367
Total accrued expenses and other current liabilities	\$ 140,443	\$ 141,245

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OTHER LIABILITIES, NONCURRENT

(in thousands)

	August 31, 2016	February 29, 2016
Deferred compensation liability	\$ 5,547	\$ 8,298
Liability for uncertain tax positions	6,812	8,201
Other liabilities	8,967	10,116
Total other liabilities, noncurrent	\$ 21,326	\$ 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 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.

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

GOODWILL AND INTANGIBLE ASSETS

(in thousands)

	August 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)	\$ 282,065	\$ -	\$ -	\$ 282,065	\$ 166,132	\$ -	\$ -	\$ 166,132
Trademarks - indefinite (1)	134,200	-	-	134,200	75,200	-	-	75,200
Other intangibles - finite (1)	40,172	-	(14,186)	25,986	15,448	-	(12,916)	2,532
Total Housewares	456,437	-	(14,186)	442,251	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	-	(14,280)	1,020	15,300	-	(12,750)	2,550
Licenses - indefinite	7,400	-	-	7,400	7,400	-	-	7,400
Other intangibles - finite	116,813	-	(60,464)	56,349	116,575	-	(54,913)	61,662
Total Health & Home	478,426	-	(74,744)	403,682	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	-	(13,573)	30,607	44,180	-	(10,431)	33,749
Total Nutritional	201,309	-	(13,573)	187,736	206,309	-	(10,431)	195,878

Supplements

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	-	(90)	60	150	-	(87)	63
Licenses - finite	13,696	-	(11,691)	2,005	13,696	-	(11,532)	2,164
Licenses - indefinite	10,300	-	-	10,300	10,300	-	-	10,300
Other intangibles - finite	46,402	-	(37,252)	9,150	46,402	-	(34,545)	11,857
Total Beauty	198,743	(46,490)	(49,033)	103,220	201,143	(46,490)	(46,164)	108,489
Total goodwill and intangible assets	\$ 1,334,915	\$ (46,490)	\$ (151,536)	\$ 1,136,889	\$ 1,142,420	\$ (46,490)	\$ (137,174)	\$ 958,756

(1) Includes goodwill of \$115.93 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	
August 31, 2016	\$ 7,222
August 31, 2015	\$ 7,208
Aggregate Amortization Expense	
For the six months ended	
August 31, 2016	\$ 14,426
August 31, 2015	\$ 14,022
Estimated Amortization Expense	
For the fiscal years ended	
February 2017	\$ 28,240
February 2018	\$ 24,931
February 2019	\$ 20,348
February 2020	\$ 19,030
February 2021	\$ 16,471
February 2022	\$ 5,976

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).

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 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 for the three- and six-months ended August 31, 2016 is as follows:

HYDRO FLASK - IMPACT ON CONSOLIDATED CONDENSED STATEMENTS OF INCOME

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

(in thousands, except earnings per share data)

August 31, 2016

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	Three Months Ended	Six Months Ended
Sales revenue, net	\$ 29,059	\$ 43,428
Net income	9,126	11,744
Earnings per share:		
Basic	\$ 0.33	\$ 0.42
Diluted	\$ 0.32	\$ 0.42

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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 August 31,	
	2016	2015
Sales revenue, net	\$ 368,170	\$ 383,596
Net income	28,355	28,615

Earnings per share:

Basic	\$ 1.02	\$ 1.01
Diluted	\$ 1.00	\$ 0.99

	Six Months Ended August 31,	
	2016	2015
Sales revenue, net	\$ 719,603	\$ 737,489
Net income	48,018	49,880

Earnings per share:

Basic	\$ 1.73	\$ 1.75
Diluted	\$ 1.70	\$ 1.72

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 August 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 August 31, 2016, the outstanding revolving loan principal balance was \$482.00 million and the face amount of outstanding letters of credit was \$1.50 million. For the three- and six-months ended August 31, 2016, borrowings under the Credit Agreement incurred interest charges at rates ranging from 2.19 to 4.25 percent and 1.93 to 4.25 percent, respectively. For the three- and six-months ended August 31, 2015, borrowings under the Credit Agreement incurred interest charges at rates ranging from 1.43 to 3.50 percent and 1.43 to 4.00 percent, respectively. As of August 31, 2016, the amount available for borrowings under the Credit Agreement was \$166.50 million.

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

LONG-TERM DEBT

(in thousands)

	Original Date Borrowed	Interest Rates	Matures	August 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	\$ 29,913	\$ 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 subject to a "make whole" premium.	01/11	3.90 %	01/18	39,620	39,496
Credit Agreement	01/15	Floating	01/20	479,029	546,712
Total long-term debt				548,562	619,914

Less current maturities of long-term debt	(24,529)	(22,644)
Long-term debt, excluding current maturities	\$ 524,033	\$ 597,270

(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 August 31, 2016, computed using a discounted cash flow analysis and comparable market rates was \$40.36 million, compared to the \$39.62 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 August 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

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footnote disclosures. Note 2 to these consolidated condensed financial statements provides further information regarding the impact of this recent accounting change.

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 August 31, 2016, our debt agreements effectively limited our ability to incur more than \$201.45 million of additional debt from all sources, including the Credit Agreement. We were in compliance with the terms of these agreements as of August 31, 2016.

Note 11 – Income Taxes

Income tax expense for the three- and six-months ended August 31, 2016 was 15.9 and 10.8 percent of income before income taxes, respectively, compared to 18.2 and 16.4 percent, respectively, for the same periods last year. The year-over-year decrease in our effective tax rate was primarily due to:

- a \$1.40 million tax benefit recorded in the fiscal quarter ended May 31, 2016 related to the resolution of uncertain tax positions; and
- \$0.23 and \$1.34 million in tax benefits, respectively, for the three- and six-months ended August 31, 2016, resulting from the recognition of excess tax benefits from share-based compensation in income tax expense rather than paid-in capital. This was 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 August 31, 2016 (Level 2) (1)
Assets:	
Money market accounts	\$ 2,131
Foreign currency contracts	1,976
Total assets	\$ 4,107
Liabilities:	
Fixed rate debt (2)	\$ 40,355
Floating rate debt	508,942
Foreign currency contracts	784
Total liabilities	\$ 550,081
	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, less related unamortized debt issuance costs.

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 1.67 percent at August 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 August 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 values, 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 three- and six-months ended August 31, 2016, approximately 11 and 12 percent, respectively, of our net sales revenue in each period was in foreign currencies. During both the three- and six-months ended August 31, 2015, approximately 15 percent of our net sales revenue 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 three- and six-months ended August 31, 2016, we recorded net foreign exchange gains (losses) from remeasurement, including the impact of foreign currency hedges and cross-currency debt swaps, of (\$0.73) and (\$0.49) million, respectively, in SG&A, and \$0.06 and \$0.07 million, respectively, in income tax expense. For the three- and six-months ended August 31, 2015, we recorded net foreign exchange gains (losses) from remeasurement, including the impact of foreign currency hedges and cross-currency debt swaps, of \$ (1.22) and (\$2.10) million, respectively, in SG&A, and (\$0.07) and \$0.07 million, respectively, 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 changes to its foreign currency exchange system. These changes included an immediate devaluation of its official exchange 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

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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 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 exchange 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 three- and six-months ended August 31, 2016 was \$0.14 and \$0.37 million, respectively, compared to \$5.93 and \$10.04 million, respectively, for same periods last year. Operating income (loss) from Venezuela for the three- and six-months ended August 31, 2016 was (\$0.01) and (\$0.11) million, respectively, compared to \$1.74 and \$3.32 million, respectively, for same periods last year.

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

Interest Rate Risk – Interest on our outstanding debt as of August 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 \$512.01 million as of August 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)

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August 31, 2016

		Final Settlement Date	Notional Amount	Prepaid Expenses and Other Current Assets	Other Assets	Accrued Expenses and Other Current Liabilities	Other Liabilities, Non-current
Derivatives designated as hedging instruments	Hedge Type						
Foreign currency contracts - sell Euro	Cash flow	2/2018	€ 24,000	\$ 413	\$ 101	\$ -	\$ -
Foreign currency contracts - sell Canadian Dollars	Cash flow	10/2017	\$ 23,500	-	14	743	-
Foreign currency contracts - sell Pounds	Cash flow	8/2017	£ 9,000	1,207	-	-	-
Foreign currency contracts - sell Australian Dollars	Cash flow	2/2017	\$ 1,350	-	-	41	-
Subtotal				1,620	115	784	-
Derivatives not designated under hedge accounting							
Foreign currency contracts - cross-currency debt swaps	(1)	1/2018	\$ 10,000	-	241	-	-
Total fair value				\$ 1,620	\$ 356	\$ 784	\$ -

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FAIR VALUES OF DERIVATIVE INSTRUMENTS

(in thousands)

	February 29, 2016			Prepaid Expenses and Other Current	Other	Accrued Expenses and Other Current	Other Liabilities, Non-current
Derivatives designated as hedging instruments	Hedge Type	Final Settlement Date	Notional Amount	Assets	Assets	Liabilities	
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 August 31,

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	Gain / (Loss)		Gain / (Loss) Reclassified from Accumulated Other			Gain / (Loss) Recognized As Income		
	2016	2015	Recognized in OCI (effective portion) Location	Comprehensive Income (Loss) 2016	into Income 2015	Location	2016	2015
Currency contracts - cash flow hedges	\$ 1,289	\$ 545	SG&A	\$ 141	\$ 121		\$ -	\$ -
Cross-currency debt swaps - principal	-	-		-	-	SG&A	(17)	-
Cross-currency debt swaps - interest	-	-		-	-	Interest Expense	35	-
Total	\$ 1,289	\$ 545		\$ 141	\$ 121		\$ 18	\$ -

Six Months Ended August 31,

	Gain / (Loss)		Gain / (Loss) Reclassified from Accumulated Other			Gain / (Loss) Recognized As Income		
	2016	2015	Recognized in OCI (effective portion) Location	Comprehensive Income (Loss) 2016	into Income 2015	Location	2016	2015
Currency contracts - cash flow hedges	\$ 270	\$ 812	SG&A	\$ (17)	\$ 240		\$ -	\$ -
Cross-currency debt swaps - principal	-	-		-	-	SG&A	35	-
Cross-currency debt swaps - interest	-	-		-	-	Interest Expense	35	-
Total	\$ 270	\$ 812		\$ (17)	\$ 240		\$ 70	\$ -

We expect pre-tax net gains of \$0.84 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 August 31, 2016, we were authorized by our Board of Directors to purchase up to \$158.51 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 August 31, 2016		Six Months Ended August 31, 2015	
Common stock repurchased on the open market or through tender offer:				
Number of shares				