

**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): May 2, 2019

Herbalife Nutrition Ltd.
(Exact Name of Registrant as Specified in Charter)

**Cayman Islands
(State or Other Jurisdiction
of Incorporation)**

**1-32381
(Commission
File Number)**

**98-0377871
(IRS Employer
Identification No.)**

**P.O. Box 309GT, Ugland House,
South Church Street, Grand Cayman
Cayman Islands
(Address of Principal Executive Offices)**

**KY1-1106
(Zip Code)**

Registrant's telephone number, including area code: c/o (213) 745-0500

**Not Applicable
(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, par value \$0.0005 per share	HLF	New York Stock Exchange

Item 2.02. Results of Operations and Financial Condition.

On May 2, 2019, Herbalife Nutrition Ltd. (the “Company”) issued a press release announcing its financial results for its fiscal quarter ended March 31, 2019. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Item 2.02 and Exhibit 99.1 attached to this report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 [Press Release issued by Herbalife Nutrition Ltd. on May 2, 2019.](#)

SIGNATURES

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

Herbalife Nutrition Ltd.

May 2, 2019

By: /s/ Henry C. Wang

Name: Henry C. Wang

Title: EVP, General Counsel and Corporate Secretary

After a Record-Breaking Year in 2018, Herbalife Nutrition Reports Highest First Quarter Volume Points in Company History

LOS ANGELES--(BUSINESS WIRE)--May 2, 2019--Herbalife Nutrition Ltd. (NYSE: HLF) today reported financial results for the first quarter ended March 31, 2019:

"In the first quarter of 2019, the momentum of our geographically diverse business continued with net sales growth in four of our six regions. We are confident that our strategies will drive volume growth in 2019," said Michael O. Johnson, Chairman and CEO of Herbalife Nutrition.

QUARTER HIGHLIGHTS

- Reported net sales of \$1.2 billion included growth in four of our six regions and was approximately flat compared to first quarter 2018. Excluding China, net sales increased 6% compared to the first quarter 2018.
- Volume points of 1.5 billion increased 6% compared to the prior year period¹, the highest first quarter in Company history. Excluding China, volume points increased 10% compared to the prior year period.
- First quarter reported diluted EPS of \$0.66 and adjusted² earnings of \$0.66 per adjusted³ diluted share, both of which were negatively impacted by expenses of approximately \$0.7 million or \$0.00 per diluted share and adjusted³ diluted share, respectively, related to the China Growth and Impact Investment Program.
- In mid-April, the Chinese government concluded a 100-day review of the health products industry, which led to a significant decrease in company and service provider meetings during the first quarter. While the Company and service providers are proceeding in a methodical manner, local government approvals for meetings in May are ramping up significantly and meetings have already begun.
- Due to this recent slowdown in China, the Company is revising full year 2019 volume point guidance to a range of 0.5% - 6.5% growth, net sales guidance to a range of (1.0%) - 5.0%, as well as reported and adjusted^{1,3} diluted EPS guidance to a range of \$2.19 - \$2.64 and \$2.50 - \$2.95, respectively.

¹ Excluding adjustments to volume point values in 2018, the year over year change would have been an increase of 5.6%. See Regional Volume Point Metrics below.

² Adjusted diluted EPS is a non-GAAP measure and, for guidance purposes, excludes the impact of: non-cash interest expense associated with the Company's convertible notes and expenses related to regulatory inquiries. Adjusted diluted EPS for reported results purposes, excludes the impact of the foregoing as well as impacts relating to contingent value rights revaluation, insurance recoveries and China grant income. See Schedule A - "Reconciliation of Non-GAAP Financial Measures" for a detailed reconciliation of adjusted net income to net income calculated in accordance with GAAP and a reconciliation of adjusted diluted EPS to diluted EPS calculated in accordance with GAAP and a discussion of why we believe these non-GAAP measures are useful.

³ See Schedule A - "Reconciliation of Non-GAAP Financial Measures" for a reconciliation of adjusted diluted share count to reported diluted share count and a discussion of why the share count has been adjusted for purposes of calculating adjusted diluted EPS for the first quarter of 2019 and second and full year 2019 guidance.

First Quarter 2019 Key Metrics⁴

Regional Volume Point Metrics

Region	1Q '19 (mil)	Volume Points	Yr/Yr % Chg
Asia Pacific	369.2		28.8%
North America	330.7		9.1%
EMEA	325.5		10.5%
Mexico	224.9		1.4%
South and Central America	133.8		(9.9%)
China	96.3		(31.8%)
Worldwide Total^(a)	1,480.4		6.1%
Worldwide Total excl. China^(a)	1,384.1		10.3%

^(a) During 2018, the Company adjusted volume point values for certain products in North America and South & Central America. Excluding these adjustments, the worldwide total year over year change in volume points would have been an increase of 5.6% for the first quarter. Adjustments to Volume Points during 2019 were not material.

⁴ Supplemental tables that include Average Active Sales Leader and additional business metrics can be found at <http://ir.Herbalife.com>.

Regional Net Sales and Foreign Exchange (“FX”) Impact

Region	Reported Net Sales 1Q'19 (mil)	Growth/Decline including FX vs. 1Q '18	Growth/Decline excluding FX vs. 1Q '18
Asia Pacific	\$ 294.5	19.9%	25.9%
North America	\$ 256.5	10.9%	11.1%
EMEA	\$ 251.7	1.4%	12.9%
Mexico	\$ 119.3	4.6%	7.3%
South & Central America ^(a)	\$ 99.8	(20.6%)	8130.8%
China	\$ 150.4	(29.1%)	(24.8%)
Worldwide Total	\$ 1,172.2	(0.4%)	874.7%
Worldwide Total excl. China	\$ 1,021.8	5.9%	1,072.7%
South & Central America excl. Venezuela ^(a)	\$ 99.5	(16.4%)	(6.1%)
Worldwide Total excl. Venezuela^(a)	\$ 1,171.9	0.1%	5.9%

^(a) Venezuela was impacted by significant price increases and erosion in foreign currency exchange rates. Venezuela represents less than 1% of the Company’s consolidated net sales. See Schedule A – “Reconciliation of Non-GAAP Financial Measures” for a discussion of why we believe adjusting for Venezuela is useful.

Outlook

Following is the Company's second quarter and full year 2019 guidance based on current business trends:

	Three Months Ending June 30, 2019		Twelve Months Ending December 31, 2019	
	Low	High	Low	High
Volume Point Growth vs 2018 ^(a)	(1.0%)	5.0%	0.5%	6.5%
Net Sales Growth vs 2018 ^(b)	(3.5%)	2.5%	(1.0%)	5.0%
Diluted EPS ^{(b) (c)}	\$ 0.53	\$ 0.68	\$ 2.19	\$ 2.64
Adjusted Diluted EPS ^{(b) (c) (d)}	\$ 0.65	\$ 0.80	\$ 2.50	\$ 2.95
Cap Ex (\$ millions)	\$ 35.0	\$ 45.0	\$ 130.0	\$ 170.0
Effective Tax Rate ^{(b) (c)}	30.0%	34.0%	29.0%	33.0%
Adjusted Effective Tax Rate ^{(b) (c) (d)}	27.0%	31.0%	27.0%	31.0%
Net Sales Growth vs. 2018 (Currency Adjusted) ^{(b) (e)}	(0.1%)	5.9%	1.1%	7.1%
Adjusted Diluted EPS (Currency Adjusted) ^{(b) (c) (d) (e)}	\$ 0.73	\$ 0.88	\$ 2.76	\$ 3.21

^(a) The Company is evaluating our current approach to assigning and maintaining volume point values for certain products or markets. Guidance excludes any future potential impact of volume point adjustments, which may have an impact on the use of volume points as a proxy for sales trends in future periods.

^(b) Excludes any future potential Venezuela currency devaluations and associated pricing and inflationary consequences.

^(c) Excludes the following items that cannot be accurately predicted: any future potential ongoing tax effects from the exercise of equity awards that could impact the Company's tax rate due to the stock compensation accounting standard, any future contingent value rights revaluation, benefits from future potential China grant income, any future potential dilution from the Company's convertible notes due in 2019 and 2024, as well as any impact of the China Growth and Impact Investment Program.

^(d) Adjusted diluted EPS and adjusted effective tax rate excludes the impact of: non-cash interest expense associated with the Company's convertible notes and expenses related to regulatory inquiries, as detailed in Schedule A. See Schedule A – "Reconciliation of Non-GAAP Financial Measures" for a detailed reconciliation of adjusted diluted EPS to diluted EPS calculated in accordance with GAAP and a discussion of why the Company believes these non-GAAP measures are useful.

^(e) Currency adjusted net sales and adjusted diluted EPS represent projections translated into US dollars at currency rates equal to the average rates used to translate 2018 second quarter and full year net sales and diluted EPS and adjusted for items such as hedging gains/losses and Venezuela to be directly comparable to 2018 values.

- With respect to guidance, the Company cannot accurately predict the impact to its share base from any share repurchases in 2019. Accordingly, any impact thereof is excluded from the guidance tables above.
- Guidance is based on the average daily exchange rates during the first two weeks of April 2019.
- Adjusted¹ diluted EPS guidance for the second quarter 2019 includes a projected currency headwind of approximately \$0.08 per diluted share versus the second quarter of 2018.
- Full year 2019 adjusted¹ diluted EPS guidance includes a projected currency headwind of approximately \$0.26 per diluted share, \$0.04 unfavorable compared to the impact included in the full year 2019 guidance provided on February 19, 2019.

Earnings Conference Call

Herbalife Nutrition senior management will host an investor conference call to discuss its recent financial results and provide an update on current business trends on Thursday, May 2, 2019, at 2:30 p.m. PT (5:30 p.m. ET).

The dial-in number for this conference call for domestic callers is (877) 317-1296, and (262) 320-2006 for international callers (conference ID: 6149836). Live audio of the conference call will be simultaneously webcast in the investor relations section of the Company's website at <http://ir.Herbalife.com>.

An audio replay will be available following the completion of the conference call in MP3 format or by dialing (855) 859-2056 for domestic callers or (404) 537-3406 for international callers (conference ID: 6149836). The webcast of the teleconference will be archived and available on Herbalife Nutrition's website.

About Herbalife Nutrition Ltd.

Herbalife Nutrition is a global nutrition company whose purpose is to make the world healthier and happier. The Company has been on a mission for nutrition - changing people's lives with great nutrition products and programs - since 1980. Together with our Herbalife Nutrition independent distributors, we are committed to providing solutions to poor nutrition and obesity, an aging population, and skyrocketing public healthcare costs, while also providing a means for entrepreneurs of all ages to pursue a business opportunity. Herbalife Nutrition offers high-quality, science-backed products, most of which are produced in Company-operated facilities, one-on-one coaching with an Herbalife Nutrition independent distributor, and a supportive community approach that inspires customers to embrace a healthier, more active lifestyle.

Herbalife Nutrition's targeted nutrition, weight-management, energy and fitness and personal care products are available exclusively to and through its independent distributors in more than 90 countries.

Through its corporate social responsibility efforts, Herbalife Nutrition supports the Herbalife Nutrition Foundation (HNF) and its Casa Herbalife programs to help bring good nutrition to children in need. Herbalife Nutrition is also proud to sponsor more than 190 world-class athletes, teams and events around the globe.

Herbalife Nutrition has approximately 8,900 employees worldwide, and its shares are traded on the New York Stock Exchange (NYSE: HLF) with net sales of approximately \$4.9 billion in 2018. To learn more, visit Herbalife.com or IAmHerbalife.com.

Herbalife Nutrition also encourages investors to visit its investor relations website at ir.herbalife.com as financial and other information is updated and new information is posted.

Forward-Looking Statements

This release contains “forward-looking statements” within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and to inherent risks and uncertainties, such as those disclosed or incorporated by reference in our filings with the Securities and Exchange Commission. Important factors that could cause our actual results, performance and achievements, or industry results to differ materially from estimates or projections contained in our forward-looking statements include, among others, the following:

- *our relationship with, and our ability to influence the actions of, our Members;*
 - *improper action by our employees or Members in violation of applicable law;*
 - *adverse publicity associated with our products or network marketing organization, including our ability to comfort the marketplace and regulators regarding our compliance with applicable laws;*
 - *changing consumer preferences and demands;*
 - *the competitive nature of our business;*
 - *regulatory matters governing our products, including potential governmental or regulatory actions concerning the safety or efficacy of our products and network marketing program, including the direct selling markets in which we operate;*
 - *legal challenges to our network marketing program;*
 - *the Consent Order entered into with the FTC, the effects thereof and any failure to comply therewith;*
 - *risks associated with operating internationally and the effect of economic factors, including foreign exchange, inflation, disruptions or conflicts with our third-party importers, pricing and currency devaluation risks, especially in countries such as Venezuela;*
 - *uncertainties relating to interpretation and enforcement of legislation in China governing direct selling and anti-pyramiding;*
 - *our inability to obtain or maintain the necessary licenses for our direct selling business in China and elsewhere;*
 - *adverse changes in the Chinese economy;*
 - *our dependence on increased penetration of existing markets;*
 - *any material disruption to our business caused by natural disasters, other catastrophic events, acts of war or terrorism, or cybersecurity incidents;*
 - *noncompliance by us or our Members with any privacy laws or any security breach by us or a third party involving the misappropriation, loss, or other unauthorized use or disclosure of confidential information;*
 - *contractual limitations on our ability to expand our business;*
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- *our reliance on our information technology infrastructure and outside manufacturers;*
- *the sufficiency of our trademarks and other intellectual property rights;*
- *product concentration;*
- *our reliance upon, or the loss or departure of any member of, our senior management team which could negatively impact our Member relations and operating results;*
- *U.S. and foreign laws and regulations applicable to our operations;*
- *uncertainties relating to the United Kingdom's vote to exit from the European Union;*
- *restrictions imposed by covenants in our existing indebtedness;*
- *risks related to the convertible notes;*
- *uncertainties relating to the application of transfer pricing, duties, value added taxes, and other tax regulations, and changes thereto;*
- *changes in tax laws, treaties or regulations, or their interpretation;*
- *taxation relating to our Members;*
- *product liability claims;*
- *our incorporation under the laws of the Cayman Islands;*
- *whether we will purchase any of our shares in the open markets or otherwise; and*
- *share price volatility related to, among other things, speculative trading and certain traders shorting our common shares.*

We do not undertake any obligation to update or release any revisions to any forward-looking statement or to report any events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

Results of Operations

Herbalife Nutrition Ltd. and Subsidiaries
Condensed Consolidated Statements of Income
(In millions, except per share amounts)
(Unaudited)

	Three Months Ended	
	3/31/2019	3/31/2018
North America	\$ 256.5	\$ 231.2
EMEA	251.7	248.2
Asia Pacific	294.5	245.6
Mexico	119.3	114.0
China	150.4	212.2
South and Central America	99.8	125.7
Worldwide Net Sales	1,172.2	1,176.9
Cost of Sales	241.6	239.9
Gross Profit	930.6	937.0
Royalty Overrides	359.5	337.3
Selling, General, and Administrative Expenses	435.4	460.1
Other Operating Income ⁽¹⁾	(27.3)	(16.2)
Operating Income	163.0	155.8
Interest Expense, net	36.1	39.9
Other Expense (Income), net ⁽²⁾	(8.5)	24.4
Income Before Income Taxes	135.4	91.5
Income Taxes ⁽³⁾	39.1	9.4
Net Income	\$ 96.3	\$ 82.1
Weighted-Average Shares Outstanding:		
Basic	137.1	145.3
Diluted	145.5	152.7
Earnings Per Share:		
Basic	\$ 0.70	\$ 0.57
Diluted	\$ 0.66	\$ 0.54

(1) Other Operating Income for the three months ended March 31, 2019 relates to certain China government grant income and income related to the finalization of insurance recoveries in connection with the flooding at one of the Company's warehouses in Mexico during September 2017. Other Operating Income for the three months ended March 31, 2018 relates to certain China government grant income.

(2) Other Expense (Income), net for the three months ended March 31, 2019 relates to the gain on revaluation of the Contingent Value Rights (CVR) issued in connection with the October 2017 modified Dutch auction tender offer. Other Expense (Income), net for the three months ended March 31, 2018 relates to the \$13.1 million loss on the extinguishment of a portion of the 2.0% convertible senior notes due 2019 repurchased in March 2018; and the \$11.3 million loss on revaluation of the CVR.

(3) Includes the impact of excess tax benefit recognized under ASU 2016-09 of \$2.4 million and \$19.4 million for the three months ended March 31, 2019 and 2018, respectively.

Herbalife Nutrition Ltd. and Subsidiaries
Condensed Consolidated Balance Sheets
(In millions)
(Unaudited)

	Mar 31, 2019	Dec 31, 2018
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 1,209.0	\$ 1,198.9
Receivables, net	92.6	70.5
Inventories	407.5	381.8
Prepaid expenses and other current assets	126.0	153.8
Total Current Assets	1,835.1	1,805.0
Property, plant and equipment, net	359.4	360.0
Operating lease right-of-use assets	172.5	-
Marketing-related intangibles and other intangible assets, net	310.1	310.1
Goodwill	92.0	92.9
Other assets	213.7	221.8
Total Assets	\$ 2,982.8	\$ 2,789.8
 LIABILITIES, TEMPORARY EQUITY, AND SHAREHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	\$ 82.8	\$ 81.1
Royalty overrides	260.4	281.4
Current portion of long-term debt	686.2	678.9
Other current liabilities	501.7	547.4
Total Current Liabilities	1,531.1	1,588.8
Non-current liabilities:		
Long-term debt, net of current portion	1,775.5	1,774.9
Non-current operating lease liabilities	151.1	-
Other non-current liabilities	142.9	149.5
Total Liabilities	3,600.6	3,513.2
Commitments and Contingencies		
Temporary Equity	11.3	-
Shareholders' deficit:		
Common shares	0.1	0.1
Paid-in capital in excess of par value	333.8	341.5
Accumulated other comprehensive loss	(204.1)	(209.8)
Accumulated deficit	(430.0)	(526.3)
Treasury stock	(328.9)	(328.9)
Total Shareholders' Deficit	(629.1)	(723.4)
Total Liabilities, Temporary Equity and Shareholders' Deficit	\$ 2,982.8	\$ 2,789.8

Herbalife Nutrition Ltd. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In millions)
(Unaudited)

	Three Months Ended	
	3/31/2019	3/31/2018
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 96.3	\$ 82.1
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	24.4	25.6
Share-based compensation expenses	10.6	9.8
Non-cash interest expense	13.9	15.7
Deferred income taxes	0.4	3.3
Inventory write-downs	5.3	12.1
Foreign exchange transaction loss	4.5	0.5
Loss on extinguishment of debt	-	13.1
Other	(6.8)	12.4
Changes in operating assets and liabilities:		
Receivables	(23.1)	(16.1)
Inventories	(27.9)	8.4
Prepaid expenses and other current assets	26.9	(11.9)
Accounts payable	2.0	16.4
Royalty overrides	(21.5)	(12.6)
Other current liabilities	(72.2)	(3.7)
Other	5.7	1.1
NET CASH PROVIDED BY OPERATING ACTIVITIES	38.5	156.2
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(27.0)	(15.6)
NET CASH USED IN INVESTING ACTIVITIES	(27.0)	(15.6)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on senior secured credit facility and other debt	(5.1)	(24.5)
Proceeds from convertible senior notes	-	550.0
Repurchase of convertible senior notes	-	(582.5)
Debt issuance costs	-	(11.7)
Share repurchases	(7.6)	(54.2)
Proceeds from settlement of capped call transactions	-	27.1
Other	0.8	0.6
NET CASH USED IN FINANCING ACTIVITIES	(11.9)	(95.2)
EFFECT OF EXCHANGE RATE CHANGES ON CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	4.4	6.1
NET CHANGE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	4.0	51.5
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, BEGINNING OF PERIOD	1,215.0	1,295.5
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH, END OF PERIOD	\$ 1,219.0	\$ 1,347.0

SCHEDULE A: RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(Unaudited and unreviewed), (All tables provide Dollars in millions, except per Share Data)

In addition to its reported results and guidance calculated in accordance with GAAP, the Company has included in this release adjusted net income and adjusted diluted EPS, performance measures that the Securities and Exchange Commission defines as “non-GAAP financial measures.” Management believes that such non-GAAP financial measures, when read in conjunction with the Company’s reported or forecasted results, in each case calculated in accordance with GAAP, can provide useful supplemental information for investors because they facilitate a period to period comparative assessment of the Company’s operating performance relative to its performance based on reported or forecasted results under GAAP, while isolating the effects of some items that vary from period to period without any correlation to core operating performance and eliminate certain charges that management believes do not reflect the Company’s operations and underlying operational performance. The Company’s definition of adjusted net income and adjusted diluted earnings per share may not be comparable to similarly titled measures used by other companies because other companies may not calculate them in the same manner as the Company does and should not be viewed in isolation from nor as alternatives to net income or diluted EPS calculated in accordance with GAAP.

The impact of foreign currency fluctuations in Venezuela and the price increases the Company implements as a result of the highly inflationary economy in that market can each, when considered in isolation, have a disproportionately large impact to the Company’s consolidated results despite the offsetting nature of these drivers and that net sales in Venezuela, which represent less than 1% of the Company’s consolidated net sales, are not material to our consolidated results. Therefore, in certain instances, the Company believes it is helpful to provide additional information with respect to these factors as reported and excluding the impact of Venezuela to illustrate the disproportionate nature of Venezuela’s individual pricing and foreign exchange impact to the Company’s consolidated results. However, excluding the impact of Venezuela from these measures is not in accordance with U.S. GAAP and should not be considered in isolation or as an alternative to the presentation and discussion thereof calculated in accordance with U.S. GAAP.

The following is a reconciliation of net income, presented and reported in accordance with U.S. generally accepted accounting principles, to net income adjusted for certain items:

	Three Months Ended	
	3/31/2019	3/31/2018
	(in millions)	
Net income, as reported	\$ 96.3	\$ 82.1
Expenses related to regulatory inquiries and legal accrual ^{(1) (2)}	14.5	2.3
Non-cash interest expense and amortization of non-cash issuance costs ^{(1) (2) (3)}	12.3	12.5
China grant income ^{(1) (2)}	(21.3)	(16.2)
Contingent Value Rights revaluation ^{(1) (2)}	(8.5)	11.3
Income related to finalization of insurance recoveries ^{(1) (2) (4)}	(6.0)	-
Loss on extinguishment of convertible debt ^{(1) (2) (5)}	-	13.1
Venezuela devaluation ^{(1) (2)}	-	4.7
Income tax adjustments for above items ^{(1) (2)}	6.1	(3.3)
Net income, as adjusted	\$ 93.4	\$ 106.5

The following table is a reconciliation of diluted shares outstanding, as presented and reported in accordance with GAAP, to adjusted diluted shares outstanding, adjusted to include the impact of outstanding capped call transactions and the impact of outstanding equity awards. The Company's outstanding capped call transactions are anti-dilutive and not included in GAAP earnings per share but are expected to mitigate the dilutive effect of the Company's convertible notes due 2019, if the trading price of the Company's stock exceeds the conversion price, up to a certain level. Therefore, the Company has adjusted the diluted shares outstanding to include the impact of the capped calls, based on the average share price for the period that the capped calls are anti-dilutive.

	Three Months Ended	
	3/31/2019	3/31/2018
	(in millions)	
Diluted shares outstanding, as reported	145.5	152.7
Impact of capped call transactions	(3.7)	-
Diluted shares outstanding, as adjusted	<u>141.8</u>	<u>152.7</u>

The following is a reconciliation of diluted earnings per share, presented and reported in accordance with U.S. generally accepted accounting principles, to diluted earnings per share adjusted for certain items.

	Three Months Ended	
	3/31/2019	3/31/2018
	(per share)	
Diluted earnings per share, as reported	\$ 0.66	\$ 0.54
Impact of adjusted shares outstanding	0.02	-
Diluted earnings per share using adjusted diluted shares outstanding	<u>\$ 0.68</u>	<u>\$ 0.54</u>
Expenses related to regulatory inquiries and legal accrual ^{(1) (2)}	0.10	0.02
Non-cash interest expense and amortization of non-cash issuance costs ^{(1) (2) (3)}	0.09	0.08
China grant income ^{(1) (2)}	(0.15)	(0.11)
Contingent Value Rights revaluation ^{(1) (2)}	(0.06)	0.07
Income related to finalization of insurance recoveries ^{(1) (2) (4)}	(0.04)	-
Loss on extinguishment of convertible debt ^{(1) (2) (5)}	-	0.09
Venezuela devaluation ^{(1) (2)}	-	0.03
Income tax adjustments for above items ^{(1) (2)}	0.04	(0.02)
Diluted earnings per share, as adjusted	<u>\$ 0.66</u>	<u>\$ 0.70</u>

⁽¹⁾ Based on interim income tax reporting rules, these expenses are not considered discrete items. As a result, the Company's full year effective tax rate is impacted by these items. When applying the full year effective tax rate to year-to-date income, the Company's year-to-date tax provision recorded with respect to these non-GAAP adjustments is different from the forecasted full-year tax provision impact of these items. As a consequence, adjustments to the year-to-date and quarterly tax impacts will be recorded as the adjusted full year effective tax rate is applied to income in subsequent periods. Additionally, adjustments to items unrelated to these non-GAAP adjustments may have an effect on the income tax impact of these non-GAAP adjustments in subsequent periods. The Company plans to update the income tax impact of these items in subsequent interim reporting periods.

(2) Excludes tax (benefit)/expense as follows:

	Three Months Ended	
	3/31/2019	3/31/2018
	(in millions)	
Expenses related to regulatory inquiries and legal accrual	(3.3)	\$ (0.2)
Non-cash interest expense and amortization of non-cash issuance costs	(0.8)	(0.3)
China grant income	6.6	5.8
Contingent Value Rights revaluation	2.1	(3.3)
Income related to finalization of insurance recoveries	1.5	-
Loss on extinguishment of convertible debt	-	(3.7)
Venezuela devaluation	-	(1.6)
Total income tax adjustments	<u>\$ 6.1</u>	<u>\$ (3.3)</u>

	Three Months Ended	
	3/31/2019	3/31/2018
	(per share)	
Expenses related to regulatory inquiries and legal accrual	(0.02)	-
Non-cash interest expense and amortization of non-cash issuance costs	(0.01)	-
China grant income	0.05	0.04
Contingent Value Rights revaluation	0.01	(0.02)
Income related to finalization of insurance recoveries	0.01	-
Loss on extinguishment of convertible debt	-	(0.02)
Venezuela devaluation	-	(0.01)
Total income tax adjustments ⁽⁶⁾	<u>\$ 0.04</u>	<u>\$ (0.02)</u>

(3) Relates to non-cash expense on the Company's 2.00% convertible senior notes due 2019 and the related prepaid forward share repurchase contracts and the 2.625% convertible senior notes due 2024.

(4) Relates to the finalization of insurance recoveries in connection with the flooding at one of the Company's warehouses in Mexico during September 2017, which damaged certain of the Company's inventory stored within the warehouse.

(5) Relates to the loss on the extinguishment of a portion of the 2.00% convertible senior notes due 2019 repurchased in March 2018.

(6) Amounts may not total due to rounding.

The following is a reconciliation of diluted earnings per share guidance, presented in accordance with U.S. generally accepted accounting principles, to adjusted diluted earnings per share guidance for certain items.

	Three Months Ending June 30, 2019	Twelve Months Ending December 31, 2019
Diluted EPS Guidance ⁽¹⁾	\$0.53 - \$0.68	\$2.19 - \$2.64
Non-cash interest expense and amortization of non-cash issuance costs ⁽²⁾	0.06	0.27
China Grant Income ⁽³⁾	-	(0.15)
Contingent Value Rights revaluation ⁽⁴⁾	-	(0.06)
Income related to finalization of insurance recoveries ⁽⁵⁾	-	(0.04)
Impact of adjusted shares outstanding	0.02	0.07
Expenses related to regulatory inquiries and legal accrual ⁽⁶⁾	0.02	0.16
Income tax adjustments for above items ⁽⁷⁾	0.01	0.04
Adjusted diluted EPS guidance ⁽⁸⁾	<u>\$0.65 - \$0.80</u>	<u>\$2.50 - \$2.95</u>

(1) Excludes the potential ongoing tax effects from the exercise of equity awards that will impact our tax rate beginning fiscal year 2017 due to a recently issued Stock Compensation accounting standard.

(2) Relates to non-cash expense on our convertible notes and prepaid forward share repurchase contract. Excludes tax impact of \$0.3 million for the three months ending June 30, 2019.

(3) Excludes tax impact of \$0.2 million and \$6.1 million for the three months ending June 30, 2019 and the twelve months ending December 31, 2019, respectively.

(4) Excludes tax impact of \$0.7 million for the three months ending June 30, 2019.

(5) Excludes tax impact of \$0.5 million and \$0.04 million for the three months ending June 30, 2019 and the twelve months ending December 31, 2019, respectively.

(6) Excludes tax impact of \$0.7 million and \$1.1 million for the three months ending June 30, 2019 and the twelve months ending December 31, 2019, respectively.

(7) Aggregates the individual tax impacts of each item as described in greater detail in footnotes 3 through 6 above.

(8) Amounts may not total due to rounding.

CONTACT:

Media Contact:

Jennifer Butler
VP, Media Relations
213.745.0420

Investor Contact:

Eric Monroe
Director, Investor Relations
213.745.0449