

CLOROX CO /DE/
Form 10-Q
February 03, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
(Mark One)

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

For the quarterly period ended December 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: 1-07151

THE CLOROX COMPANY

(Exact name of registrant as specified in its charter)

Delaware 31-0595760
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

1221 Broadway
Oakland, California 94612-1888
(Address of principal executive offices) (Zip code)
(510) 271-7000
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 definitions of "large accelerated filer" "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

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Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

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

As of January 20, 2017, there were 128,265,855 shares outstanding of the registrant's common stock (\$1.00 – par value).

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

The Clorox Company

Condensed Consolidated Statements of Earnings and Comprehensive Income (Unaudited)

(Dollars in millions, except share and per share data)

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|------------|------------------|------------|
| | 12/31/2016 | 12/31/2015 | 12/31/2016 | 12/31/2015 |
| Net sales | \$1,406 | \$1,345 | \$2,849 | \$2,735 |
| Cost of products sold | 777 | 745 | 1,580 | 1,510 |
| Gross profit | 629 | 600 | 1,269 | 1,225 |
| Selling and administrative expenses | 197 | 191 | 397 | 377 |
| Advertising costs | 128 | 126 | 256 | 249 |
| Research and development costs | 32 | 34 | 63 | 64 |
| Interest expense | 22 | 22 | 44 | 45 |
| Other (income) expense, net | 23 | (3) | 18 | (4) |
| Earnings from continuing operations before income taxes | 227 | 230 | 491 | 494 |
| Income taxes on continuing operations | 77 | 79 | 162 | 170 |
| Earnings from continuing operations | 150 | 151 | 329 | 324 |
| Earnings (losses) from discontinued operations, net of tax | (1) | (2) | (1) | (3) |
| Net earnings | \$149 | \$149 | \$328 | \$321 |
| Net earnings (losses) per share | | | | |
| Basic | | | | |
| Continuing operations | \$1.16 | \$1.16 | \$2.55 | \$2.50 |
| Discontinued operations | — | (0.01) | (0.01) | (0.02) |
| Basic net earnings per share | \$1.16 | \$1.15 | \$2.54 | \$2.48 |
| Diluted | | | | |
| Continuing operations | \$1.14 | \$1.14 | \$2.51 | \$2.46 |
| Discontinued operations | — | (0.01) | (0.01) | (0.02) |
| Diluted net earnings per share | \$1.14 | \$1.13 | \$2.50 | \$2.44 |
| Weighted average shares outstanding (in thousands) | | | | |
| Basic | 128,497 | 129,543 | 128,973 | 129,349 |
| Diluted | 130,775 | 131,546 | 131,406 | 131,477 |
| Dividend declared per share | \$0.80 | \$0.77 | \$1.60 | \$1.54 |
| Comprehensive income | \$137 | \$129 | \$319 | \$262 |

See Notes to Condensed Consolidated Financial Statements (Unaudited)

The Clorox Company
Condensed Consolidated Balance Sheets (Unaudited)
(Dollars in millions, except share and per share data)

| | 12/31/2016 | 6/30/2016 |
|--|------------|-----------|
| ASSETS | | |
| Current assets | | |
| Cash and cash equivalents | \$ 414 | \$ 401 |
| Receivables, net | 514 | 569 |
| Inventories, net | 501 | 443 |
| Other current assets | 120 | 72 |
| Total current assets | 1,549 | 1,485 |
| Property, plant and equipment, net of accumulated depreciation and amortization of \$1,983 and \$1,911, respectively | 904 | 906 |
| Goodwill | 1,190 | 1,197 |
| Trademarks, net | 655 | 657 |
| Other intangible assets, net | 72 | 78 |
| Other assets | 198 | 187 |
| Total assets | \$ 4,568 | \$ 4,510 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities | | |
| Notes and loans payable | 759 | 523 |
| Current maturities of long-term debt | 400 | — |
| Accounts payable and accrued liabilities | 878 | 1,035 |
| Income taxes payable | — | — |
| Total current liabilities | 2,037 | 1,558 |
| Long-term debt | 1,390 | 1,789 |
| Other liabilities | 794 | 784 |
| Deferred income taxes | 77 | 82 |
| Total liabilities | 4,298 | 4,213 |
| Commitments and contingencies | | |
| Stockholders' equity | | |
| Preferred stock: \$1.00 par value; 5,000,000 shares authorized; none issued or outstanding | — | — |
| Common stock: \$1.00 par value; 750,000,000 shares authorized; 158,741,461 shares issued as of December 31, 2016 and June 30, 2016; and 128,177,367 and 129,355,263 shares outstanding as of December 31, 2016 and June 30, 2016, respectively | 159 | 159 |
| Additional paid-in capital | 895 | 868 |
| Retained earnings | 2,284 | 2,163 |
| Treasury shares, at cost: 30,564,094 and 29,386,198 shares as of December 31, 2016 and June 30, 2016, respectively | (2,489) | (2,323) |
| Accumulated other comprehensive net (losses) income | (579) | (570) |
| Stockholders' equity | 270 | 297 |
| Total liabilities and stockholders' equity | \$ 4,568 | \$ 4,510 |

See Notes to Condensed Consolidated Financial Statements (Unaudited)

The Clorox Company
Condensed Consolidated Statements of Cash Flows (Unaudited)
(Dollars in millions)

| | Six Months Ended | |
|---|------------------|------------|
| | 12/31/2014 | 12/31/2015 |
| Operating activities: | | |
| Net earnings | \$328 | \$ 321 |
| Deduct: Losses from discontinued operations, net of tax | (1) | (3) |
| Earnings from continuing operations | 329 | 324 |
| Adjustments to reconcile earnings from continuing operations to net cash provided by continuing operations: | | |
| Depreciation and amortization | 82 | 82 |
| Share-based compensation | 25 | 22 |
| Deferred income taxes | (4) | (10) |
| Other | 20 | (7) |
| Changes in: | | |
| Receivables, net | 57 | 28 |
| Inventories, net | (63) | (77) |
| Other current assets | (13) | (8) |
| Accounts payable and accrued liabilities | (142) | (99) |
| Income taxes payable | (20) | (77) |
| Net cash provided by continuing operations | 271 | 178 |
| Net cash (used for) provided by discontinued operations | (1) | 7 |
| Net cash provided by operations | 270 | 185 |
| Investing activities: | | |
| Capital expenditures | (117) | (68) |
| Other | 3 | 12 |
| Net cash used for investing activities | (114) | (56) |
| Financing activities: | | |
| Notes and loans payable, net | 233 | 405 |
| Long-term debt repayments | — | (300) |
| Treasury stock purchased | (183) | (144) |
| Cash dividends paid | (206) | (198) |
| Issuance of common stock for employee stock plans and other | 17 | 133 |
| Net cash used for financing activities | (139) | (104) |
| Effect of exchange rate changes on cash and cash equivalents | (4) | (17) |
| Net increase in cash and cash equivalents | 13 | 8 |
| Cash and cash equivalents: | | |
| Beginning of period | 401 | 382 |
| End of period | \$414 | \$ 390 |

See Notes to Condensed Consolidated Financial Statements (Unaudited)

The Clorox Company
Notes to Condensed Consolidated Financial Statements (Unaudited)
(Dollars in millions, except share and per share data)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The unaudited interim condensed consolidated financial statements for the three and six months ended December 31, 2016 and 2015, in the opinion of management, reflect all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the consolidated results of operations, financial position and cash flows of The Clorox Company and its subsidiaries (the Company) for the periods presented. However, the financial results for interim periods are not necessarily indicative of the results that may be expected for a full fiscal year or for any other future period.

Effective September 22, 2014, the Company's Venezuela affiliate, Corporación Clorox de Venezuela S.A. (Clorox Venezuela), discontinued its operations. Consequently, the Company reclassified the financial results of Clorox Venezuela as a discontinued operation in the condensed consolidated financial statements for all periods presented herein.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP) have been omitted or condensed pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (SEC). The information in this report should be read in conjunction with the Company's Annual Report on Form 10-K filed with the SEC for the fiscal year ended June 30, 2016, which includes a complete set of footnote disclosures including the Company's significant accounting policies.

Recently Issued Accounting Standards

In March 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-09, "Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting," which simplifies several aspects of the accounting for share-based payment transactions, including requiring excess tax benefits and tax deficiencies to be recognized as income tax benefits or expenses in the consolidated statement of earnings. Additionally, the standard requires cash flows from excess tax benefits and deficiencies, previously classified as a financing activity, to be classified as an operating activity in the consolidated statement of cash flows. The Company adopted this guidance in the first quarter of fiscal year 2017. Excess tax benefits of \$0 and \$6 were recognized in the consolidated statement of earnings and classified as an operating activity in the consolidated statement of cash flows during the three and six months ended December 31, 2016, respectively. The prior period consolidated statement of cash flows has not been adjusted as permitted. The guidance allows for a policy election to account for forfeitures as they occur rather than on an estimated basis. The Company did not make this election and will continue to account for forfeitures on an estimated basis.

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)," which requires lessees to recognize a right-of-use asset and a lease liability for all leases with terms of more than 12 months. Recognition, measurement and presentation will depend on the classification of a lease as either a finance or an operating lease. ASU 2016-02 also requires expanded disclosures about leasing arrangements. The new guidance is effective for the Company beginning in the first quarter of fiscal year 2020, with early adoption permitted. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, "Simplifying the Presentation of Debt Issuance Cost," 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, consistent with debt discounts. The Company adopted this standard in the first quarter of fiscal year 2017 and retrospectively applied the standard to the June 30, 2016 consolidated balance sheet, resulting in an \$8 reduction in Other assets and Long-term debt. The adoption had no impact on the Company's consolidated statement of earnings or consolidated statement of cash flows.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)," which replaces most of the existing U.S. GAAP revenue recognition guidance and is intended to improve and converge with international standards the financial reporting requirements for revenue from contracts with customers. The core principle of ASU 2014-09 is that an entity should recognize revenue for the transfer of goods or services equal to the amount that it expects to be entitled to receive for those goods or services. ASU 2014-09 also requires additional disclosures about the nature, timing and uncertainty of revenue and cash flows arising from contracts with customers, including information about significant judgments and changes in judgments. The new guidance is effective for the Company beginning in the first quarter of fiscal year 2019, with the option to early adopt in the first quarter of fiscal year 2018. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements.

NOTE 2. DISCONTINUED OPERATIONS

On September 22, 2014, Clorox Venezuela announced that it was discontinuing its operations, effective immediately, and seeking to sell its assets. Since fiscal year 2012, Clorox Venezuela was required to sell more than two thirds of its products at prices frozen by the Venezuelan government. During this same period, Clorox Venezuela experienced successive years of hyperinflation resulting in significant sustained increases in its input costs, including packaging, raw materials, transportation and wages. As a result, Clorox Venezuela had been selling its products at a loss, resulting in ongoing operating losses. Clorox Venezuela repeatedly met with government authorities in an effort to help them understand the rapidly declining state of the business, including the need for immediate, significant and ongoing price increases and other critical remedial actions to address these adverse impacts. Based on the Venezuelan government's representations, Clorox Venezuela had expected significant price increases would be forthcoming much earlier; however, the price increases subsequently approved were insufficient and would have caused Clorox Venezuela to continue operating at a significant loss into the foreseeable future. As such, Clorox Venezuela was no longer financially viable and was forced to discontinue its operations.

On September 26, 2014, the Company reported that Venezuelan Vice President Jorge Arreaza announced, with endorsement by President Nicolás Maduro, that the Venezuelan government had occupied the Santa Lucía and Guacara production facilities of Clorox Venezuela. On November 6, 2014, the Company reported that the Venezuelan government had published a resolution granting a government-sponsored Special Administrative Board full authority to restart and operate the business of Clorox Venezuela, thereby reaffirming the government's expropriation of Clorox Venezuela's assets. Further, President Nicolás Maduro announced the government's intention to facilitate the resumed production of bleach and other cleaning products at Clorox Venezuela plants. He also announced his approval of a financial credit to invest in raw materials and production at the plants. These actions by the Venezuelan government were taken without the consent or involvement of Clorox Venezuela, its parent Clorox Spain S.L. (Clorox Spain) or any of their affiliates. Clorox Venezuela, Clorox Spain and their affiliates reserved their rights under all applicable laws and treaties.

With this exit, the financial results of Clorox Venezuela are reflected as discontinued operations in the Company's condensed consolidated financial statements for all periods presented. The results of Clorox Venezuela had historically been part of the International reportable segment.

Net sales for Clorox Venezuela were \$0 for each of the three and six months ended December 31, 2016 and 2015.

The following table provides a summary of Earnings (losses) from discontinued operations for Clorox Venezuela and Earnings (losses) from discontinued operations other than Clorox Venezuela for the periods indicated:

| | Three Months | | Six Months | |
|--|--------------|------------|------------|------------|
| | Ended | | Ended | |
| | 12/31/2016 | 12/31/2015 | 12/31/2016 | 12/31/2015 |
| Operating losses from Clorox Venezuela before income taxes | \$ — | \$ — | \$ — | \$ — |
| Exit costs and other related expenses for Clorox Venezuela | (1) | (1) | (1) | (1) |
| Total losses from Clorox Venezuela before income taxes | (1) | (1) | (1) | (1) |
| Income tax benefit attributable to Clorox Venezuela | — | — | — | — |
| Total losses from Clorox Venezuela, net of tax | (1) | (1) | (1) | (1) |
| Gains (losses) from discontinued operations | — | (1) | — | (2) |

other than Clorox Venezuela, net of tax

Earnings (losses) from discontinued operations, net of tax \$(1) \$ (2) \$(1) \$ (3)

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NOTE 3. BUSINESSES ACQUIRED

On May 2, 2016, the Company acquired 100 percent of ReNew Life Holdings Corporation (RenewLife), a leading brand in digestive health. The amount paid was \$290 funded through commercial paper. The amount paid of \$290 represents the aggregate purchase price less cash acquired. The purchase of the RenewLife business reflects the Company's strategy to acquire leading brands with attractive margins in growth categories. Results for RenewLife's U.S. business are reflected in the Household reportable segment and results for RenewLife's international business are reflected in the International reportable segment.

The assets and liabilities of RenewLife were recorded at their respective estimated fair value as of the date of the acquisition using U.S. GAAP for business combinations. The excess of the purchase price over the fair value of the net identifiable assets acquired was allocated to goodwill. Goodwill recorded primarily reflects the value of expanding the Company's portfolio further into the health and wellness arena.

The following table summarizes the estimated fair value of RenewLife's assets acquired and liabilities assumed and related deferred income taxes as of the acquisition date. Due to the timing of the acquisition, the fair value of the assets acquired and liabilities assumed are based on a preliminary valuation and the Company's estimates and assumptions are subject to change within the measurement period. The primary areas of the purchase price that are not yet finalized are related to goodwill and income taxes. The weighted-average estimated useful life of intangible assets subject to amortization is 15 years.

| | RenewLife |
|-------------------------------|-----------|
| Goodwill | \$ 137 |
| Trademarks | 134 |
| Customer relationships | 36 |
| Property, plant and equipment | 3 |
| Working capital, net | 41 |
| Deferred income taxes | (61) |
| Purchase Price | \$ 290 |

Pro forma results reflecting the acquisition were not presented because the acquisition did not meet the threshold requirements for additional disclosure.

NOTE 4. INVENTORIES, NET

Inventories, net, consisted of the following as of:

| | 12/31/2016 | 6/30/2016 |
|-----------------------------|------------|-----------|
| Finished goods | \$ 414 | \$ 361 |
| Raw materials and packaging | 110 | 111 |
| Work in process | 3 | 3 |
| LIFO allowances | (26) | (32) |
| Total | \$ 501 | \$ 443 |

NOTE 5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Financial Risk Management and Derivative Instruments

The Company is exposed to certain commodity, interest rate, foreign currency and counterparty risks related to its ongoing business operations and uses derivative instruments to mitigate its exposure to these risks.

Commodity Price Risk Management

The Company may use commodity exchange traded futures and over-the-counter swap contracts to fix the price of a portion of its forecasted raw material requirements. Contract maturities, which are generally no longer than 2 years, are matched to the length of the raw material purchase contracts. Commodity purchase contracts are measured at fair value using market quotations obtained from commodity futures exchanges or commodity derivative dealers.

As of December 31, 2016, the notional amount of commodity derivatives was \$20, of which \$12 related to jet fuel swaps and \$8 related to soybean oil futures. As of June 30, 2016, the notional amount of commodity derivatives was \$30, of which \$16 related to jet fuel swaps and \$14 related to soybean oil futures.

Interest Rate Risk Management

The Company may also enter into over-the-counter interest rate derivative instruments to fix a portion of the benchmark interest rate prior to an anticipated issuance of fixed rate debt or to manage the Company's level of fixed and floating rate debt. The interest rate derivative instruments are measured at fair value using information quoted by U.S. government bond dealers.

As of both December 31, 2016 and June 30, 2016, the Company had no interest rate derivative instruments.

Foreign Currency Risk Management

The Company may also enter into certain over-the-counter derivative contracts to manage a portion of the Company's forecasted foreign currency exposure associated with the purchase of inventory. These foreign currency contracts generally have durations of no longer than 2 years. The foreign exchange contracts are measured at fair value using information quoted by foreign exchange dealers.

The notional amounts of outstanding foreign currency forward contracts used by the Company's subsidiaries to hedge forecasted purchases of inventory were \$36 as of December 31, 2016, and \$84 as of June 30, 2016.

NOTE 5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)

Commodity, Interest Rate and Foreign Exchange Derivatives

The Company designates its commodity forward and future contracts for forecasted purchases of raw materials, interest rate forward contracts for forecasted interest payments, and foreign currency forward contracts for forecasted purchases of inventory as cash flow hedges.

The effects of derivative instruments designated as hedging instruments on Comprehensive income and Net earnings were as follows:

| | Gains (losses) recognized in Other comprehensive income | | | |
|---|--|------------|------------|------------|
| | Three Months | | Six Months | |
| | Ended | Ended | Ended | Ended |
| | 12/31/2016 | 12/31/2015 | 12/31/2016 | 12/31/2015 |
| Commodity purchase derivative contracts | \$1 | \$ — | \$ 1 | \$ (7) |
| Interest rate derivative contracts | — | — | — | — |
| Foreign exchange derivative contracts | 1 | (2) | 1 | 5 |
| Total | \$2 | \$ (2) | \$ 2 | \$ (2) |

| | Gains (losses) reclassified from Accumulated other comprehensive loss and recognized in Net earnings | | | |
|---|--|------------|------------|------------|
| | Three Months | | Six Months | |
| | Ended | Ended | Ended | Ended |
| | 12/31/2016 | 12/31/2015 | 12/31/2016 | 12/31/2015 |
| Commodity purchase derivative contracts | \$— | \$ (3) | \$ (1) | \$ (5) |
| Interest rate derivative contracts | (1) | (1) | (3) | (3) |
| Foreign exchange derivative contracts | (2) | (1) | (3) | — |
| Total | \$(3) | \$(5) | \$(7) | \$(8) |

The gains (losses) reclassified from Accumulated other comprehensive losses and recognized in Net earnings during the three and six months ended December 31, 2016 and 2015, for commodity purchase and foreign exchange contracts were included in Cost of products sold, and for interest rate contracts were included in Interest expense.

The estimated amount of the existing net gain (loss) in Accumulated other comprehensive losses as of December 31, 2016, that is expected to be reclassified into Net earnings within the next twelve months is \$4. Gains and losses on derivative instruments representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in Net earnings. During both the three and six months ended December 31, 2016 and 2015, hedge ineffectiveness was not significant.

NOTE 5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)

Counterparty Risk Management and Derivative Contract Requirements

The Company utilizes a variety of financial institutions as counterparties for over-the-counter derivative instruments. The Company enters into agreements governing the use of over-the-counter derivative instruments and sets internal limits on the aggregate over-the-counter derivative instrument positions held with each counterparty. Certain terms of these agreements require the Company or the counterparty to post collateral when the fair value of the derivative instrument exceeds contractually defined counterparty liability position limits. Of the derivative instruments of \$1 and \$5 reflected in Accounts payable and accrued liabilities as of December 31, 2016 and June 30, 2016, respectively, \$0 and \$4, respectively, contained such terms. As of both December 31, 2016 and June 30, 2016, neither the Company nor any counterparty was required to post any collateral as no counterparty liability position limits were exceeded.

Certain terms of the agreements governing the Company's over-the-counter derivative instruments require the credit ratings, as assigned by Standard & Poor's and Moody's to the Company and its counterparties, to remain at a level equal to or better than the minimum of an investment grade credit rating. If the Company's credit ratings were to fall below investment grade, the counterparties to the derivative instruments could request full collateralization on derivative instruments in net liability positions. As of both December 31, 2016 and June 30, 2016, the Company and each of its counterparties had been assigned investment grade credit ratings by both Standard & Poor's and Moody's.

Certain of the Company's exchange-traded futures contracts used for commodity price risk management include requirements for the Company to post collateral in the form of a cash margin account held by the Company's broker for trades conducted on that exchange. As of both December 31, 2016 and June 30, 2016, the Company maintained cash margin balances related to exchange-traded futures contracts of \$1, which are classified as Other current assets on the condensed consolidated balance sheets.

Trust Assets

The Company has held interests in mutual funds and cash equivalents as part of trust assets related to certain of its nonqualified deferred compensation plans. The participants in the deferred compensation plans, who are the Company's current and former employees, may select among certain mutual funds in which their compensation deferrals are invested in accordance with the terms of the plans and within the confines of the trusts, which hold the marketable securities. These trusts represent variable interest entities for which the Company is considered the primary beneficiary, and therefore, trust assets are consolidated and included in Other assets in the condensed consolidated balance sheets. The interests in mutual funds are measured at fair value using quoted market prices. The Company has designated these marketable securities as trading investments.

Fair Value Measurements

Financial assets and liabilities measured at fair value on a recurring basis in the condensed consolidated balance sheets are required to be classified and disclosed in one of the following three categories of the fair value hierarchy:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions.

As of December 31, 2016 and June 30, 2016, the Company's financial assets and liabilities that were measured at fair value on a recurring basis during the applicable periods included derivative financial instruments, which were classified as either Level 1 or Level 2, and trust assets to fund certain of the Company's nonqualified deferred compensation plans, which were classified as Level 1.

NOTE 5. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)

The following table summarizes the fair value of the Company's assets and liabilities for which disclosure of fair value is required:

| | Balance sheet classification | Fair value hierarchy level | 12/31/2016 | | 6/30/2016 | |
|---|--|----------------------------|-----------------|----------------------|-----------------|----------------------|
| | | | Carrying Amount | Estimated Fair Value | Carrying Amount | Estimated Fair Value |
| Assets | | | | | | |
| Investments including money market funds | Cash and cash equivalents ^(a) | 1 | \$252 | \$ 252 | \$234 | \$ 234 |
| Time deposits | Cash and cash equivalents ^(a) | 2 | 81 | 81 | 79 | 79 |
| Commodity purchase futures contracts | Other current assets | 1 | 1 | 1 | 1 | 1 |
| Commodity purchase swaps contracts | Other current assets | 2 | 1 | 1 | — | — |
| Foreign exchange forward contracts | Other current assets | 2 | 1 | 1 | 1 | 1 |
| Commodity purchase swaps contracts | Other assets | 2 | — | — | 1 | 1 |
| Trust assets for nonqualified deferred compensation plans | Other assets | 1 | 64 | 64 | 52 | 52 |
| | | | \$400 | \$ 400 | \$368 | \$ 368 |
| Liabilities | | | | | | |
| Notes and loans payable | Notes and loans payable ^(b) | 2 | \$759 | \$ 759 | \$523 | \$ 523 |
| Commodity purchase swaps contracts | Accounts payable and accrued liabilities | 2 | — | — | 1 | 1 |
| Foreign exchange forward contracts | Accounts payable and accrued liabilities | 2 | 1 | 1 | 4 | 4 |
| Current maturities of long-term debt and Long-term debt | Current maturities of long-term debt and Long-term debt ^(c) | 2 | 1,790 | 1,851 | 1,789 | 1,922 |
| | | | \$2,550 | \$ 2,611 | \$2,317 | \$ 2,450 |

Cash and cash equivalents are composed of time deposits and other interest bearing investments including money (a) market funds with original maturity dates of 90 days or less. Cash and cash equivalents are recorded at cost, which approximates fair value.

(b) Notes and loans payable is composed of U.S. commercial paper and/or other similar short-term debts issued by non-U.S. subsidiaries, all of which are recorded at cost, which approximates fair value.

Current maturities of long-term debt and Long-term debt are recorded at cost. The fair value of Long-term debt, (c) including current maturities, is determined using secondary market prices quoted by corporate bond dealers, and is classified as Level 2.

NOTE 6. INCOME TAXES

In determining its quarterly provision for income taxes, the Company uses an estimated annual effective tax rate, which is based on expected annual income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which the Company operates. Certain significant or unusual items are separately recognized in the quarter in which they occur and can be a source of variability in the effective tax rates from quarter to quarter. The effective tax rate on earnings from continuing operations was 34.1% and 33.0% for the three and six months ended December 31, 2016, respectively, and 34.5% for both the three and six months ended December 31, 2015. The decrease in the current six-month period was primarily due to the recognition of excess tax benefits from share-based compensation upon the adoption of ASU No. 2016-09 in the first quarter of fiscal year 2017. Refer to Note 1 for further details.

NOTE 7. NET EARNINGS PER SHARE (EPS)

The following is a reconciliation of the weighted average number of shares outstanding (in thousands) used to calculate basic net EPS to those used to calculate diluted net EPS:

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|-----------|------------------|-----------|
| | 12/31/2016 | | 12/31/2015 | |
| | 12/31/2016 | 9/30/2016 | 12/31/2015 | 9/30/2015 |
| Basic | 128,497 | 129,543 | 128,973 | 129,349 |
| Dilutive effect of stock options and other | 2,278 | 2,003 | 2,433 | 2,128 |
| Diluted | 130,775 | 131,546 | 131,406 | 131,477 |
| Antidilutive stock options and other | 1,335 | — | 39 | — |

The Company has two share repurchase programs: an open-market purchase program with an authorized aggregate purchase amount of up to \$750, all of which was available for share repurchases as of December 31, 2016, and a program to offset the anticipated impact of share dilution related to share-based awards (the Evergreen Program), which has no authorization limit as to amount or timing of repurchases.

Share repurchases under authorized programs during the three and six months ended December 31, 2016 were as follows:

| | Three Months Ended | | | | Six Months Ended | | | |
|-------------------------------|--------------------|--------|------------|--------|------------------|---------|------------|---------|
| | 12/31/2016 | | 12/31/2015 | | 12/31/2016 | | 12/31/2015 | |
| | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount |
| | 000's) | | 000's) | | 000's) | | 000's) | |
| Open-market purchase programs | \$— | \$— | \$— | \$— | \$— | \$— | \$— | \$— |
| Evergreen Program | 70 | 572 | 32 | 262 | 183 | 1,455 | 144 | 1,268 |
| Total | \$70 | \$572 | \$32 | \$262 | \$183 | \$1,455 | \$144 | \$1,268 |

NOTE 8. COMPREHENSIVE INCOME

The following table provides a summary of Comprehensive income for the periods indicated:

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|------------|------------------|------------|
| | 12/31/2016 | 12/31/2015 | 12/31/2016 | 12/31/2015 |
| Earnings from continuing operations | \$150 | \$ 151 | \$329 | \$ 324 |
| Earnings (losses) from discontinued operations, net of tax | (1) | (2) | (1) | (3) |
| Net earnings | 149 | 149 | 328 | 321 |
| Other comprehensive income (loss), net of tax: | | | | |
| Foreign currency translation adjustments | (17) | (24) | (18) | (67) |
| Net unrealized gains (losses) on derivatives | 4 | 3 | 7 | 6 |
| Pension and postretirement benefit adjustments | 1 | 1 | 2 | 2 |
| Total other comprehensive income (loss), net of tax | (12) | (20) | (9) | (59) |
| Comprehensive income | \$137 | \$ 129 | \$319 | \$ 262 |

Changes in Accumulated other comprehensive net (losses) income by component for the six months ended December 31 were as follows:

| | Foreign currency translation adjustments | Net unrealized gains (losses) on derivatives | Pension and postretirement benefit adjustments | Accumulated other comprehensive (losses) income |
|--|--|--|--|---|
| Balance as of June 30, 2015 | \$ (300) | \$ (53) | \$ (149) | \$ (502) |
| Other comprehensive (loss) income before reclassifications | (61) | (2) | — | (63) |
| Amounts reclassified from accumulated other comprehensive net losses | — | 8 | 3 | 11 |
| Income tax benefit (expense) | (6) | — | (1) | (7) |
| Net current period other comprehensive income (loss) | (67) | 6 | 2 | (59) |
| Balance as of December 31, 2015 | \$ (367) | \$ (47) | \$ (147) | \$ (561) |
| Balance as of June 30, 2016 | \$ (353) | \$ (44) | \$ (173) | \$ (570) |
| Other comprehensive (loss) income before reclassifications | (20) | 2 | — | (18) |
| Amounts reclassified from accumulated other comprehensive net losses | — | 7 | 4 | 11 |
| Income tax benefit (expense) | 2 | (2) | (2) | (2) |
| Net current period other comprehensive income (loss) | (18) | 7 | 2 | (9) |
| Balance as of December 31, 2016 | \$ (371) | \$ (37) | \$ (171) | \$ (579) |

Included in foreign currency translation adjustments are re-measurement losses on long-term intercompany loans where settlement is not planned or anticipated in the foreseeable future. For both the three and six months ended December 31, 2016, Other comprehensive income (loss) on these loans totaled \$(3). For the three and six months ended December 31, 2015, Other comprehensive income (loss) on these loans totaled \$(6) and \$(11), respectively. There were no amounts reclassified from Accumulated other comprehensive net (losses) income for the periods presented.

NOTE 9. EMPLOYEE BENEFIT PLANS

The following table summarizes the components of net periodic benefit cost for the Company's retirement income plans:

| | Three Months | | Six Months | |
|------------------------------------|--------------|------|------------|------|
| | Ended | | Ended | |
| | 12/31/2016 | | 12/31/2015 | |
| Service cost | \$ — | \$ — | \$ — | \$ — |
| Interest cost | 6 | 6 | 11 | 13 |
| Expected return on plan assets | (5) | (5) | (10) | (9) |
| Amortization of unrecognized items | 3 | 3 | 6 | 5 |
| Total | \$ 4 | \$ 4 | \$ 7 | \$ 9 |

The net periodic benefit cost for the Company's retirement health care plans was \$0 for each of the three and six months ended December 31, 2016 and 2015.

During the three and six months ended December 31, 2016, the Company made \$0 and \$15 in discretionary contributions to the domestic qualified retirement income plan, respectively.

NOTE 10. OTHER CONTINGENCIES AND GUARANTEES

Contingencies

The Company is involved in certain environmental matters, including response actions at various locations. The Company had recorded liabilities totaling \$22 and \$14 as of December 31, 2016 and June 30, 2016, respectively, for its share of aggregate future remediation costs related to these matters.

One matter in Dickinson County, Michigan, at the site of one of the Company's former operations for which the Company is jointly and severally liable, accounted for \$11 of the recorded liability as of both December 31, 2016 and June 30, 2016. This amount reflects the Company's agreement to be liable for 24.3% of the aggregate remediation and associated costs for this matter pursuant to a cost-sharing arrangement with a third party. With the assistance of environmental consultants, the Company maintains an undiscounted liability representing its current best estimate of its share of the capital expenditures, maintenance and other costs that may be incurred over an estimated 30-year remediation period. Although it is reasonably possible that the Company's exposure may exceed the amount recorded for the Dickinson County matter, any amount of such additional exposures, or range of exposures, is not estimable at this time.

Another matter, which accounted for \$9 and less than \$1 of the recorded liability as of December 31, 2016 and June 30, 2016, respectively, relates to environmental costs associated with one of the Company's former operations at a site located in Alameda County, California. In November 2016, at the request of regulators and with the assistance of environmental consultants, the Company submitted a Feasibility Study that evaluated various options for managing the site and included estimates of the related costs. As a result, the Company recorded in Other (income) expense, net an undiscounted liability for costs estimated to be incurred over a 30-year period, based on the option recommended in the Feasibility Study. However, regulators could require the Company to implement one of the other options evaluated in the Feasibility Study, with estimated undiscounted costs of up to \$28 over an estimated 30-year period, or require the Company to take other actions not included in the study. The Company's estimated losses related to these matters are sensitive to a variety of uncertain factors, including the efficacy of any remediation efforts, changes in any remediation requirements, and the future availability of alternative clean-up technologies.

The Company is subject to various legal proceedings, claims and other loss contingencies, including, without limitation, loss contingencies relating to contractual arrangements, product liability, patents and trademarks, advertising, labor and employment, environmental, health and safety and other matters. With respect to these proceedings, claims and other loss contingencies, while considerable uncertainty exists, in the opinion of management at this time, the ultimate disposition of these matters, to the extent not previously provided for, will not have a material adverse effect, either individually or in the aggregate, on the Company's condensed consolidated financial statements taken as a whole.

NOTE 10. OTHER CONTINGENCIES AND GUARANTEES (continued)

Guarantees

In conjunction with divestitures and other transactions, the Company may provide typical indemnifications (e.g., indemnifications for representations and warranties and retention of previously existing environmental, tax and employee liabilities) that have terms that vary in duration and in the potential amount of the total obligation and, in many circumstances, are not explicitly defined. The Company has not made, nor does it believe that it is probable that it will make, any material payments relating to its indemnifications, and believes that any reasonably possible payments would not have a material adverse effect, either individually or in the aggregate, on the Company's condensed consolidated financial statements taken as a whole.

The Company had not recorded any liabilities on the aforementioned guarantees as of December 31, 2016.

As of December 31, 2016, the Company was a party to letters of credit of \$10 primarily related to one of its insurance carriers, of which \$0 had been drawn upon.

Other Matters

During the second quarter of fiscal year 2017, the Company recognized a \$21 non-cash charge related to impairing certain assets of the Company's Aplicare business within the Cleaning segment. The asset impairment charge was recorded to Other (income) expense, net, and primarily related to writing down Property, plant and equipment to fair value in connection with an updated valuation of the Aplicare business. Such updated valuation takes into account proposed actions that the Company plans to take in response to a December 2016 FDA warning letter that focused on the validation of Aplicare's sterilization process as well as quality controls and environmental monitoring for Aplicare's povidone-iodine products. The Aplicare business, which represents slightly less than 1% of the Company's net sales, is a business primarily focused on providing skin antiseptics products to health care institutions. While the Company continues to believe in the value of the processes that Aplicare has used for the past 30 years, the Company may have additional future charges as it addresses the warning letter and explores other strategic alternatives for the Aplicare business. As of December 31, 2016, the Aplicare business has remaining total assets of \$17, including net Receivables of \$5, Inventory of \$8 and net Property, plant and equipment of \$4.

NOTE 11. SEGMENT RESULTS

The Company operates through strategic business units that are aggregated into four reportable segments based on the economics and nature of the products sold: Cleaning, Household, Lifestyle and International. As a result of Clorox Venezuela being reported as discontinued operations, the results of Clorox Venezuela are no longer included in the International reportable segment.

Certain non-allocated administrative costs, interest income, interest expense and various other non-operating income and expenses are reflected in Corporate. Corporate assets include cash and cash equivalents, other current assets, property and equipment, other investments and deferred taxes.

The table below presents reportable segment information and a reconciliation of the segment information to the Company's consolidated net sales and earnings from continuing operations before income taxes, with amounts that are not allocated to the reportable segments reflected in Corporate.

| | Net sales | | | |
|---------------|--------------------|------------|------------------|------------|
| | Three Months Ended | | Six Months Ended | |
| | 12/31/2016 | 12/31/2015 | 12/31/2016 | 12/31/2015 |
| Cleaning | \$469 | \$ 457 | \$1,003 | \$ 954 |
| Household | 421 | 375 | 843 | 786 |
| Lifestyle | 260 | 251 | 496 | 482 |
| International | 256 | 262 | 507 | 513 |
| Corporate | — | — | — | — |
| Total | \$1,406 | \$ 1,345 | \$2,849 | \$ 2,735 |

| | Earnings (losses) from continuing operations before income taxes | | | |
|---------------|--|------------|------------------|------------|
| | Three Months Ended | | Six Months Ended | |
| | 12/31/2016 | 12/31/2015 | 12/31/2016 | 12/31/2015 |
| Cleaning | \$104 | \$ 123 | \$268 | \$ 272 |
| Household | 71 | 67 | 140 | 149 |
| Lifestyle | 77 | 72 | 139 | 131 |
| International | 28 | 22 | 55 | 54 |
| Corporate | (53) | (54) | (111) | (112) |
| Total | \$227 | \$ 230 | \$491 | \$ 494 |

All intersegment sales are eliminated and are not included in the Company's reportable segments' net sales.

Net sales to the Company's largest customer, Wal-Mart Stores, Inc. and its affiliates, as a percentage of consolidated net sales, were 26% for each of the three and six months ended December 31, 2016 and 2015.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The Clorox Company

(Dollars in millions, except share and per share data)

Management’s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is designed to provide a reader of The Clorox Company’s (the Company or Clorox) financial statements with a narrative from the perspective of management on the Company’s financial condition, results of operations, liquidity and certain other factors that may affect future results. The following discussion of the Company’s financial condition and results of operations should be read in conjunction with MD&A and the consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2016, which was filed with the Securities and Exchange Commission (SEC) on August 16, 2016, and the unaudited condensed consolidated financial statements and related notes contained in this Quarterly Report on Form 10-Q (this Report). Unless otherwise noted, MD&A compares the three- and six-month periods ended December 31, 2016 (the current period) to the three and six-month period ended December 31, 2015 (the prior period), with percentage and basis point calculations based on rounded numbers, except for per share data and the effective tax rate.

Effective September 22, 2014, the Company’s Venezuela affiliate, Corporación Clorox de Venezuela S.A. (Clorox Venezuela), discontinued its operations. Consequently, for all periods presented herein, Clorox Venezuela is reflected as a discontinued operation.

OVERVIEW

Clorox is a leading multinational manufacturer and marketer of consumer and professional products with approximately 8,000 employees worldwide. Clorox sells its products primarily through grocery and mass retail outlets, e-commerce channels, wholesale distributors and medical supply distributors. Clorox markets some of the most trusted and recognized consumer brand names, including its namesake bleach and cleaning products, Pine-Sol® cleaners, Liquid-Plumr® clog removers, Poett® home care products, Fresh Step® cat litter, Glad® bags, wraps and container products, Kingsford® charcoal, RenewLife® digestive health products, Hidden Valley® dressings and sauces, Brita® water-filtration products and Burt’s Bee® natural personal care products. The Company also markets brands through professional services channels, including infection control products for the healthcare industry under Clorox Healthcare®, HealthLink®, Aplicare®, and Dispatch® brands. The Company manufactures products in more than a dozen countries and sells them in more than 100 markets.

The Company primarily markets its leading brands in midsized categories considered to be financially attractive. Most of the Company’s products compete with other nationally advertised brands within each category and with “private label” brands.

The Company operates through strategic business units that are aggregated into the following four reportable segments based on the economics and nature of the products sold:

Cleaning consists of laundry, home care and professional products marketed and sold in the United States. Products within this segment include laundry additives, including bleach products under the Clorox® brand and Clorox 2® stain fighter and color booster; home care products, primarily under the Clorox®, Formula 409®, Liquid-Plumr®, Pine-Sol®, S.O.S® and Tilex® brands; naturally derived products under the Green Works® brand; and professional cleaning and disinfecting products under the Clorox®, Dispatch®, Aplicare®, HealthLink® and Clorox Healthcare® brands.

Household consists of charcoal, cat litter, digestive health products and bags, wraps and container products marketed and sold in the United States. Products within this segment include charcoal products under the Kingsford® and Match Light® brands; cat litter products under the Fresh Step®, Scoop Away® and Ever Clean® brands; digestive health products under the RenewLife® brand; and bags, wraps and containers under the Glad® brand.

Lifestyle consists of food products, water-filtration systems and filters and natural personal care products marketed and sold in the United States. Products within this segment include dressings and sauces, primarily under the Hidden Valley®, KC Masterpiece® and Soy Vay® brands; water-filtration systems and filters under the Brita® brand; and natural personal care products under the Burt’s Bee® brand.

International consists of products sold outside the United States. This segment includes laundry, home care, water-filtration, digestive health products, charcoal and cat litter products, dressings and sauces, bags, wraps and containers and natural personal care products, primarily under the Clorox[®], Glad[®], PinoLuz[®], Ayudin[®], Limpido[®], Clorinda[®], Poett[®], Mistolin[®], Lestoil[®], Bon Bril[®], Brita[®], Green Works[®], Pine-Sol[®], Agua Jane[®], Chux[®], RenewLife[®], Kingsford[®], Fresh Step[®], Scoop Away[®], Ever Clean[®], KC Masterpiece[®], Hidden Valley[®] and Burt's Bees[®] brands.

RESULTS OF OPERATIONS

CONSOLIDATED RESULTS FROM CONTINUING OPERATIONS

| | Three Months Ended | | % Change | % of Net Sales | |
|---|--------------------|------------|----------|----------------|------------|
| | 12/31/2016 | 12/31/2015 | | 12/31/2016 | 12/31/2015 |
| | | | | | |
| Diluted net earnings per share from continuing operations | \$ 1.14 | \$ 1.14 | — % | | |
| Net sales | 1,406 | 1,345 | 5 | 100 % | 100 % |
| Gross profit | 629 | 600 | 5 | 44.7 | 44.6 |
| Selling and administrative expenses | 197 | 191 | 3 | 14.0 | 14.2 |
| Advertising costs | 128 | 126 | 2 | 9.1 | 9.4 |
| Research and development costs | 32 | 34 | (6) | 2.3 | 2.5 |
| Interest expense | 22 | 22 | — | 1.6 | 1.6 |
| | | | | | |
| | Six Months Ended | | % Change | % of Net Sales | |
| | 12/31/2016 | 12/31/2015 | | 12/31/2016 | 12/31/2015 |
| | | | | | |
| Diluted net earnings per share from continuing operations | \$ 2.51 | \$ 2.46 | 2 % | | |
| Net sales | 2,849 | 2,735 | 4 | 100 % | 100 % |
| Gross profit | 1,269 | 1,225 | 4 | 44.5 | 44.8 |
| Selling and administrative expenses | 397 | 377 | 5 | 13.9 | 13.8 |
| Advertising costs | 256 | 249 | 3 | 9.0 | 9.1 |
| Research and development costs | 63 | 64 | (2) | 2.2 | 2.3 |
| Interest expense | 44 | 45 | (2) | 1.5 | 1.6 |

Diluted net earnings per share from continuing operations remained flat in the current quarter, primarily due to net sales growth and cost savings, offset by higher manufacturing and logistics costs and the non-cash impairment charge for the Aplicare business (See Note 10 to the Condensed Consolidated Financial Statements).

Diluted net earnings per share from continuing operations increased \$0.05, or 2%, in the current six-month period, primarily due to net sales growth and cost savings, partially offset by higher manufacturing and logistics costs and the non-cash impairment charge for the Aplicare business (See Note 10 to the Condensed Consolidated Financial Statements).

Net sales in the current quarter increased 5% versus the year-ago period. Volume increased 8% reflecting higher shipments in all reportable segments, including the benefit from the acquisition of RenewLife. Volume outpaced net sales primarily due to unfavorable foreign currency exchange rates and product mix, partially offset by the benefit of price increases.

Net sales in the current six-month period increased 4%. Volume increased 8% reflecting higher shipments in all reportable segments, including the benefit from the acquisition of RenewLife. Volume outpaced net sales primarily due to unfavorable foreign currency exchange rates and product mix, partially offset by the benefit of price increases. Gross margin, defined as gross profit as a percentage of net sales, increased 10 basis points in the current quarter. The increase was driven by cost savings and the benefit of price increases, partially offset by higher manufacturing and logistics costs.

Gross margin decreased 30 basis points in the current six-month period. The decrease was driven by higher manufacturing and logistics costs and unfavorable product mix, partially offset by cost savings and the benefit of price increases.

Selling and administrative expenses, as a percentage of net sales, remained essentially flat in the three- and six-month periods.

Advertising costs, as a percentage of net sales, remained essentially flat in the three- and six-month periods. The Company's U.S. retail advertising spend in the current quarter and year-ago quarter was 10%.

Research and development costs remained essentially flat in the current three- and six-month periods, reflecting the Company's continued support of its new products and established brands with an emphasis on innovation. Other (income) expense, net, was \$23 and \$18 in the current three- and six-month periods, respectively, and \$(3) and \$(4) in the prior three- and six-month periods, respectively. The change in the current three- and six-month periods was primarily driven by the \$21 non-cash charge related to impairing certain assets of the Aplicare business and the \$9 projected environmental costs associated with the Company's former operations at a site in Alameda County, California over an estimated 30-year period. See Note 10 to the Condensed Consolidated Financial Statements for more information.

Interest expense remained essentially flat in the current three- and six-month periods.

The effective tax rate on earnings from continuing operations was 34.1% and 33.0% for the current three- and six-month periods and 34.5% for both the prior three- and six-month periods. The decrease for the six-month period was primarily due to the recognition of excess tax benefits from share-based compensation upon the adoption of Accounting Standards Update No. 2016-09 in the first quarter of fiscal year 2017. See Notes to the Condensed Consolidated Financial Statements for more information.

DISCONTINUED OPERATIONS

Since the exit of Clorox Venezuela in the first quarter of fiscal year 2015, the Company has recognized \$50 in after-tax exit costs and other related expenses within discontinued operations related to the exit of Clorox Venezuela. The Company believes it is reasonably possible that it will recognize an additional \$0 to \$10 in after-tax exit costs and other related expenses within discontinued operations related to the exit of Clorox Venezuela during the remainder of fiscal year 2017 and fiscal years 2018 through 2019, for a total of \$50 to \$60 over the entire five-year period. See Notes to the Condensed Consolidated Financial Statements for more information regarding discontinued operations of Clorox Venezuela.

SEGMENT RESULTS FROM CONTINUING OPERATIONS

The following sections present the results from operations of the Company's reportable segments and certain unallocated costs reflected in Corporate:

Cleaning

| | Three Months Ended | | | Six Months Ended | | |
|---|--------------------|--------|--------|------------------|--------|--------|
| | 12/31/2016 | | % | 12/31/2016 | | % |
| | 2015 | 2015 | Change | 2015 | 2015 | Change |
| Net sales | \$469 | \$ 457 | 3 % | \$1,003 | \$ 954 | 5 % |
| Earnings from continuing operations before income taxes | 104 | 123 | (15) | 268 | 272 | (1) |

Volume and net sales increased by 10% and 3%, respectively, while earnings from continuing operations before income taxes decreased by 15% in the current quarter. Both volume and net sales growth were driven mainly by higher shipments across several Clorox® branded products within Home Care, primarily Clorox® disinfecting wipes resulting from expanded club-channel distribution, and in Professional Products across cleaning products. This was partially offset by lower shipments in Laundry primarily driven by Clorox® bleach due to category softness. Volume outpaced net sales due to unfavorable product mix and higher trade promotion spending. The decrease in earnings from continuing operations before income taxes was due to the \$21 non-cash impairment charge for the Aplicare business (See Note 10 to the Condensed Consolidated Financial Statements for more information), partially offset by cost savings.

Volume and net sales increased by 12% and 5%, respectively, while earnings from continuing operations before income taxes decreased by 1% in the current six-month period. Both volume and net sales growth were driven mainly by higher shipments across several Clorox® branded products within Home Care, primarily Clorox® disinfecting wipes resulting from expanded club-channel distribution, and in Professional Products across cleaning products. This was partially offset by lower shipments in Laundry, primarily due to category softness. Volume outpaced net sales mainly due to unfavorable product mix. The decrease in earnings from continuing operations before income taxes was due to the \$21 non-cash impairment charge for the Aplicare business (See Note 10 to the Condensed Consolidated Financial Statements for more information), partially offset by cost savings and net sales growth.

Household

| | Three Months Ended | | | Six Months Ended | | |
|---|--------------------|--------|--------|------------------|--------|--------|
| | 12/31/2016 | | % | 12/31/2016 | | % |
| | 2015 | 2015 | Change | 2015 | 2015 | Change |
| Net sales | \$421 | \$ 375 | 12 % | \$843 | \$ 786 | 7 % |
| Earnings from continuing operations before income taxes | 71 | 67 | 6 | 140 | 149 | (6) |

Volume, net sales and earnings from continuing operations before income taxes increased by 11%, 12% and 6% respectively, in the current quarter. Both volume growth and net sales growth were driven mainly by the acquisition of RenewLife and increased shipments in Charcoal. The increase in earnings from continuing operations before income taxes was mainly due to net sales growth and cost savings, partially offset by higher manufacturing and logistics costs.

Volume and net sales increased by 8% and 7%, respectively, while earnings from continuing operations before income taxes decreased 6% in the current six-month period. Both volume growth and net sales growth were driven mainly by the acquisition of RenewLife. The decrease in earnings from continuing operations before income taxes was mainly due to higher manufacturing and logistics costs, partially offset by net sales growth and cost savings.

Lifestyle

| | Three Months Ended | | | Six Months Ended | | |
|---|--------------------|------------|----------|------------------|------------|----------|
| | 12/31/2016 | 12/31/2015 | % Change | 12/31/2016 | 12/31/2015 | % Change |
| Net sales | \$260 | \$ 251 | 4 % | \$496 | \$ 482 | 3 % |
| Earnings from continuing operations before income taxes | 77 | 72 | 7 | 139 | 131 | 6 |

Volume, net sales, and earnings from continuing operations before income taxes increased by 5%, 4% and 7%, respectively, in the current quarter. Volume growth was primarily driven by higher shipments in the Burt's Bees Natural Personal Care business due to innovation in lip care and color and higher shipments of bottled salad dressings mainly due to increased merchandising activities. The increase in earnings from continuing operations before income taxes was primarily due to net sales growth.

Volume, net sales, and earnings from continuing operations before income taxes increased by 3%, 3% and 6%, respectively, in the current six-month period. Both volume growth and net sales growth were primarily driven by higher shipments in the Burt's Bees Natural Personal Care business due to innovation in lip care and color and higher shipments of dry and bottled salad dressings mainly due to increased merchandising activities. The increase in earnings from continuing operations before income taxes was primarily due to net sales growth.

International

| | Three Months Ended | | | Six Months Ended | | |
|---|--------------------|------------|----------|------------------|------------|----------|
| | 12/31/2016 | 12/31/2015 | % Change | 12/31/2016 | 12/31/2015 | % Change |
| Net sales | \$256 | \$ 262 | (2)% | \$507 | \$ 513 | (1)% |
| Earnings from continuing operations before income taxes | 28 | 22 | 27 | 55 | 54 | 2 |

Volume increased 2%, net sales decreased 2% and earnings from continuing operations before income taxes increased by 27% in the current quarter. Volume growth was primarily due to higher shipments, mainly in Canada, which included the benefit from the RenewLife acquisition and base business growth, partially offset by lower shipments in certain Latin American countries, mainly Argentina. Net sales declined primarily due to unfavorable foreign exchange rates, partially offset by the benefit of price increases. The increase in earnings from continuing operations before income taxes was primarily due to the benefit of price increases and cost savings, partially offset by inflationary pressure on manufacturing and logistics costs and unfavorable foreign currency exchange rates.

Volume increased 3%, net sales decreased 1% and earnings from continuing operations before income taxes increase by 2% in the current six-month period. Volume growth was primarily due to higher shipments, mainly in Canada, which included the benefit from the RenewLife acquisition and base business growth, partially offset by lower shipments in certain Latin American countries, mainly Argentina. Volume outpaced net sales due to unfavorable foreign exchange rates, partially offset by the benefit of price increases. The increase in earnings from continuing operations before income taxes was primarily due to the benefit of price increases and cost savings, partially offset by unfavorable foreign currency exchange rates and inflationary pressure on manufacturing and logistics costs.

Argentina

The Company operates in Argentina through certain wholly owned subsidiaries (collectively, “Clorox Argentina”). Net sales from Clorox Argentina represented approximately 3% of the Company’s consolidated net sales for both the six months ended December 31, 2016 and the fiscal year ended June 30, 2016. The operating environment in Argentina continues to present business challenges, including significant devaluing of Argentina’s currency and inflation. Clorox Argentina manufactures products at three plants that it owns and operates across Argentina and markets those products to consumers throughout the country. Products are advertised nationally and sold to consumers through wholesalers and retail outlets located throughout Argentina. Sales are made primarily through the use of Clorox Argentina’s sales force. Small amounts of products produced in Argentina are exported each year, including sales to the Company’s other subsidiaries located primarily in Latin America. Clorox Argentina obtains its raw materials almost entirely from local sources. The Company also conducts research and development activities at its owned facility in Buenos Aires, Argentina. Additionally, Clorox Argentina performs marketing, legal, and various other shared service activities to support the Company’s Latin American operations. Clorox Argentina in turn benefits from shared service activities performed within other geographic locations, such as information technology support and manufacturing technical assistance.

For the six months ended December 31, 2016 and the year ended June 30, 2016, the value of the Argentine peso (ARS) declined 6% and 39%, respectively. As of December 31, 2016, using the exchange rate of 15.9 ARS per USD, Clorox Argentina had total assets of \$72, including cash and cash equivalents of \$7, net receivables of \$21, inventories of \$16, net property, plant and equipment of \$19 and intangible assets excluding goodwill of \$3. Although Argentina is not currently designated as a highly inflationary economy for accounting purposes, further volatility and declines in the exchange rate are expected in the future, which would have an additional adverse impact on Clorox Argentina’s net sales, net earnings, and net monetary asset position.

The Company is closely monitoring developments in Argentina and is taking steps intended to mitigate the adverse conditions, but there can be no assurances that the Company will be able to mitigate these conditions.

Corporate

Certain non-allocated administrative costs, interest income, interest expense and various other non-operating income and expenses are reflected in Corporate. Corporate assets include cash and cash equivalents, other current assets, property and equipment, other investments and deferred taxes.

| | Three Months Ended | | % Change | Six Months Ended | | % Change |
|---|--------------------|-----------|----------|------------------|-----------|----------|
| | 12/31/2016 | 9/30/2016 | | 12/31/2016 | 9/30/2016 | |
| Losses from continuing operations before income taxes | \$(53) | \$ (54) | (2)% | \$(111) | \$ (112) | (1)% |

The decrease in losses from continuing operations before income taxes attributable to Corporate in both the three- and six-month periods was primarily driven by lower employee benefit costs primarily offset by an increase in the projected environmental costs associated with the Company’s former operations at a site in Alameda County, California in the second quarter of fiscal year 2017 (See Note 10 to the Condensed Consolidated Financial Statements for more information).

FINANCIAL POSITION AND LIQUIDITY

Operating Activities

The Company's financial condition and liquidity remained strong as of December 31, 2016. Net cash provided by continuing operations was \$271 in the current six-month period, compared with \$178 in the prior six-month period. The year-over-year increase was primarily related to higher earnings, excluding non-cash items, and lower tax payments in the current period.

Investing Activities

Net cash used by investing activities was \$114 in the current six-month period, compared with \$56 in the prior six-month period. Capital expenditures were \$117 in the current six-month period, compared with \$68 in the prior six-month period. Capital spending as a percentage of net sales was approximately 4% and 2% in the six months ended December 31, 2016 and 2015, respectively. The year-over-year increase was mainly due to higher capital spending for manufacturing efficiencies in the current period.

Financing Activities

Net cash used for financing activities was \$139 in the current six-month period, compared with \$104 in the prior six-month period. The change was primarily due to a decline in proceeds from the issuance of stock for employee stock plans and an increase in stock repurchased, partially offset by an increase in cash sourced from debt borrowings.

Credit Arrangements

As of December 31, 2016, the Company had a \$1,100 revolving credit agreement (the Credit Agreement) that expires in October 2019. As of December 31, 2016, there were no borrowings under the Credit Agreement, and the Company believes that borrowings under the Credit Agreement are and will continue to be available for general corporate purposes. The Credit Agreement includes certain restrictive covenants and limitations. The primary restrictive covenant is a maximum ratio of total debt to earnings before interest, taxes, depreciation and amortization and intangible asset impairment (Consolidated EBITDA) for the trailing four quarters (Consolidated Leverage ratio), as defined and described in the Credit Agreement, of 3.50.

The following table sets forth the calculation of the Consolidated Leverage ratio as of December 31, 2016, using Consolidated EBITDA for the trailing four quarters, as contractually defined:

| | 12/31/2016 |
|-------------------------------------|------------|
| Earnings from continuing operations | \$ 653 |
| Add back: | |
| Interest expense | 87 |
| Income tax expense | 327 |
| Depreciation and amortization | 165 |
| Non-cash asset impairment charges | 32 |
| Deduct: | |
| Interest income | (4) |
| Consolidated EBITDA | \$ 1,260 |
| Total debt | \$ 2,549 |
| Consolidated Leverage ratio | 2.02 |

The Company was in compliance with all restrictive covenants and limitations in the Credit Agreement as of December 31, 2016, and anticipates being in compliance with all restrictive covenants for the foreseeable future. The Company continues to monitor the financial markets and assess its ability to fully draw on its revolving credit agreement, and currently expects that any drawing on the agreement will be fully funded.

Of the \$29 of foreign and other credit lines as of December 31, 2016, \$5 was outstanding and the remainder of \$24 was available for borrowing.

Share repurchases and dividends

The Company has two share repurchase programs: an open-market purchase program with an authorized aggregate purchase amount of up to \$750, all of which was available for share repurchases as of December 31, 2016, and a program to offset the anticipated impact of share dilution related to share-based awards (the Evergreen Program), which has no authorization limit as to amount or timing of repurchases.

During the three and six months ended December 31, 2016, the Company repurchased approximately 0.6 million and 1.5 million shares, respectively, under its Evergreen Program, for an aggregate amount of \$70 and \$183, respectively. During the prior comparable periods, the Company repurchased approximately 0.3 million shares and 1.3 million shares, respectively, under its Evergreen Program, for an aggregate amount of \$32 and \$144, respectively. The Company did not repurchase any shares under the open-market purchase program during the current or prior periods. During the three and six months ended December 31, 2016, the Company paid dividends per share of \$0.80 and \$1.60, respectively, equivalent to \$102 and \$206, respectively. During the prior comparable periods, the Company paid dividends per share of \$0.77 and \$1.54, respectively, equivalent to \$99 and \$198, respectively.

CONTINGENCIES

See Notes to Condensed Consolidated Financial Statements for information on the Company's contingencies.

RECENTLY ISSUED ACCOUNTING STANDARDS

See Notes to Condensed Consolidated Financial Statements for a summary of recently issued accounting standards relevant to the Company.

Cautionary Statement

This Quarterly Report on Form 10-Q (the Report), including the exhibits hereto and the information incorporated by reference herein, contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and such forward-looking statements involve risks and uncertainties. Except for historical information, statements about future volume, sales, foreign currencies, costs, cost savings, margin, earnings, earnings per share, diluted earnings per share, foreign currency exchange rates, cash flows, plans, objectives, expectations, growth or profitability are forward-looking statements based on management’s estimates, beliefs, assumptions and projections. Words such as “could,” “may,” “expects,” “anticipates,” “targets,” “goals,” “projects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “predicts,” and variations on such words and similar expressions that reflect our current views with respect to future events and operational, economic and financial performance, are intended to identify such forward-looking statements. These forward-looking statements are only predictions, subject to risks and uncertainties, and actual results could differ materially from those discussed herein. Important factors that could affect performance and cause results to differ materially from management’s expectations are described in the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Annual Report on Form 10-K for the fiscal year ended June 30, 2016, as updated from time to time in the Company’s Securities and Exchange Commission filings. These factors include, but are not limited to:

- intense competition in the Company’s markets;
- worldwide, regional and local economic conditions and financial market volatility;
- the ability of the Company to drive sales growth, increase price and market share, grow its product categories and achieve favorable product and geographic mix;
- volatility and increases in commodity costs such as resin, sodium hypochlorite and agricultural commodities, and increases in energy, transportation or other costs;
- dependence on key customers and risks related to customer consolidation and ordering patterns;
- risks related to reliance on information technology systems, including potential security breaches, cyber-attacks, privacy breaches or data breaches that result in the unauthorized disclosure of consumer, customer, employee or Company information, or service interruptions;
- lower revenue or increased costs resulting from government actions and regulations, including with respect to the Apicare business, despite the write down of Apicare assets in the second quarter ended December 31, 2016;
- the ability of the Company to successfully manage global political, legal, tax and regulatory risks, including changes in regulatory or administrative activity;
- risks related to international operations, including political instability; government-imposed price controls or other regulations; foreign currency exchange rate controls, including periodic changes in such controls, fluctuations and devaluations; labor claims, labor unrest and inflationary pressures, particularly in Argentina; and potential harm and liabilities from the use, storage and transportation of chlorine in certain international markets where chlorine is used in the production of bleach; and the possibility of nationalization, expropriation of assets or other government action;
- risks relating to acquisitions, new ventures and divestitures, and associated costs, including the potential for asset impairment charges related to, among others, intangible assets and goodwill;
- the ability of the Company to develop and introduce commercially successful products;
- supply disruptions and other risks inherent in reliance on a limited base of suppliers;
- the impact of product liability claims, labor claims and other legal proceedings, including in foreign jurisdictions
- the success of the Company’s business strategies;
- the ability of the Company to implement and generate anticipated cost savings and efficiencies;
- the Company’s ability to attract and retain key personnel;
- the Company’s ability to maintain its business reputation and the reputation of its brands;

environmental matters, including costs associated with the remediation and monitoring of past contamination, and possible increases in those costs resulting from actions by relevant regulators, and the handling and/or transportation of hazardous substances;

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- the impact of natural disasters, terrorism and other events beyond the Company's control;
- the Company's ability to maximize, assert and defend its intellectual property rights;
- any infringement or claimed infringement by the Company of third-party intellectual property rights;
- risks related to the potential increase in the Company's purchase price for P&G's interest in the Glad® business and the impact from the decision on whether or not to extend the term of the related agreement with P&G;
- the effect of the Company's indebtedness and credit rating on its business operations and financial results;
- risks related to the Company's discontinuation of operations in Venezuela;
- the Company's ability to pay and declare dividends or repurchase its stock in the future;
- the Company's ability to maintain an effective system of internal controls, including after completing acquisitions;
- uncertainties relating to tax positions, tax disputes and changes in the Company's tax rate;
- the accuracy of the Company's estimates and assumptions on which its financial projections are based; and
- the impacts of potential stockholder activism.

The Company's forward-looking statements in this Report are based on management's current views, beliefs and assumptions regarding future events and speak only as of their dates. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by the federal securities laws.

In this Report, unless the context requires otherwise, the terms "the Company" and "Clorox" refer to The Clorox Company and its subsidiaries.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have not been any material changes to the Company's market risk since June 30, 2016. For additional information, refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Exhibit 99.1 of the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2016.

Item 4. Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures, as of the end of the period covered by this Report, were effective such that the information required to be disclosed by the Company in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

No change in the Company's internal control over financial reporting occurred during the second fiscal quarter of the fiscal year ending June 30, 2017, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1.A. Risk Factors

For information regarding Risk Factors, please refer to Item 1.A. in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2016, and the information in “Cautionary Statement” included in this Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth the purchases of the Company’s securities by the Company and any affiliated purchasers within the meaning of Rule 10b-18(a)(3) (17 CFR 240.10b-18(a)(3)) during the second quarter of fiscal year 2017.

| Period | [a] | [b] | [c] | [d] |
|------------------------|--|--|---|---|
| | Total Number of Shares Purchased (1) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs |
| October 1 to 31, 2016 | 572,414 | \$ 121.10 | 572,414 | (2) |
| November 1 to 30, 2016 | — | — | — | (2) |
| December 1 to 31, 2016 | — | — | — | (2) |
| Total | 572,414 | \$ 121.10 | 572,414 | (2) |

(1) Shares purchased in October 2016 were acquired pursuant to the Company’s share repurchase program to offset the impact of share dilution related to share-based awards (the Evergreen Program).

(2) The Company has two share repurchase programs: an open-market purchase program with an authorized aggregate purchase amount of up to \$750 million, all of which was available for share repurchases as of December 31, 2016, and the Evergreen Program, the purpose of which is to offset the impact of anticipated share dilution related to share-based awards and which has no authorization limit as to the amount or timing of repurchases.

Item 6. Exhibits

- 31.1 Certification by the Chief Executive Officer of the Company Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification by the Chief Financial Officer of the Company Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification by the Chief Executive Officer and Chief Financial Officer of the Company Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following materials from The Clorox Company's Quarterly Report on Form 10-Q for the period ended December 31, 2016, are formatted in eXtensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Earnings and Comprehensive Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, and (iv) Notes to Condensed Consolidated Financial Statements.

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SIGNATURE

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

THE CLOROX COMPANY
(Registrant)

DATE: February 3, 2017 BY/s/ Thomas D. Johnson

Thomas D. Johnson
Vice President – Global Business Services and
Chief Accounting Officer

EXHIBIT INDEX

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