

MATTEL INC /DE/
Form 424B2
August 03, 2016
Table of Contents

Filed Pursuant to Rule 424(b)(2)
Registration No. 333-194430

CALCULATION OF FEE TABLE

Title of each class of securities to be registered	Amount to be registered	Maximum offering price per unit	Maximum aggregate offering price	Amount of registration fee(1)
2.350% Notes due 2021	\$350,000,000	99.882%	\$349,587,000	\$35,203.41

(1) Calculated pursuant to Rule 457(o) and (r) under the Securities Act of 1933.

Table of Contents**PROSPECTUS SUPPLEMENT****(To Prospectus dated March 7, 2014)****\$350,000,000****2.350% Notes due 2021**

We are offering \$350,000,000 of our 2.350% Notes due 2021 (the "Notes"). We will pay interest semi-annually in arrears on the Notes on February 15 and August 15 of each year, beginning February 15, 2017. The Notes will mature on August 15, 2021. The Notes are redeemable, in whole or in part, at the applicable redemption price specified under "Supplemental Description of the Notes—Optional Redemption." If a Change of Control Triggering Event as described herein occurs, unless we have exercised our option to redeem the Notes, we will be required to offer to repurchase the Notes at the price described under "Supplemental Description of the Notes—Offer to Repurchase." The Notes will be issued only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

The Notes will be our senior unsecured obligations and will rank equally in right of payment with our existing and future senior unsecured indebtedness.

The Notes are a new issue of securities with no established trading market. The Notes will not be listed on any securities exchange or on any automated dealer quotation system.

Investing in the Notes involves risk. See Risk Factors beginning on page S-8 of this prospectus supplement.

	Per Note	Total
Public offering price(1)	99.882%	\$ 349,587,000
Underwriting discount	0.600%	\$ 2,100,000
Proceeds (before expenses) to us(1)	99.282%	\$ 347,487,000

(1) Plus accrued interest, if any, from August 5, 2016, if settlement occurs after that date.

Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of the Notes or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the Notes to purchasers through the book-entry delivery system of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, S.A., and Euroclear Bank S.A./N.V., on or about August 5, 2016, against payment in immediately available funds.

Joint Book-Running Managers

BofA Merrill Lynch

Citigroup

Morgan Stanley

Wells Fargo Securities

Joint Lead Managers

MUFG

Mizuho Securities

RBC Capital Markets

HSBC

Co-Managers

**KeyBanc Capital Markets
BB&T Capital Markets**

Scotiabank

**US Bancorp
SOCIETE GENERALE**

The date of this prospectus supplement is August 2, 2016.

Table of Contents

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus we have authorized. We have not, and the underwriters have not, authorized anyone to provide you with information that is different. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale of these securities is not permitted. This prospectus supplement and the accompanying prospectus may only be used where it is legal to sell these securities. You should assume that the information in this prospectus supplement, the accompanying prospectus, any information we have incorporated herein and therein by reference, and any free writing prospectus we have authorized is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

Unless the context requires otherwise or unless otherwise indicated, references to **Mattel** and to **we**, **us**, or **our** refer collectively to **Mattel, Inc.** and/or one or more of its family of companies.

TABLE OF CONTENTS

Prospectus Supplement	Page
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	S-ii
<u>DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS</u>	S-iii
<u>INCORPORATION BY REFERENCE</u>	S-v
<u>SUMMARY</u>	S-1
<u>RISK FACTORS</u>	S-8
<u>USE OF PROCEEDS</u>	S-10
<u>CAPITALIZATION</u>	S-10
<u>SUPPLEMENTAL DESCRIPTION OF THE NOTES</u>	S-11
<u>UNDERWRITING</u>	S-19
<u>VALIDITY OF NOTES</u>	S-22
<u>EXPERTS</u>	S-22
Prospectus	
<u>ABOUT THIS PROSPECTUS</u>	1
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	2
<u>DISCLOSURE REGARDING FORWARD LOOKING STATEMENTS</u>	3
<u>USE OF PROCEEDS</u>	4
<u>RATIOS OF EARNINGS TO FIXED CHARGES</u>	5
<u>DESCRIPTION OF DEBT SECURITIES WE MAY OFFER</u>	6
<u>DESCRIPTION OF WARRANTS OR OTHER RIGHTS WE MAY OFFER</u>	21
<u>DESCRIPTION OF STOCK PURCHASE CONTRACTS WE MAY OFFER</u>	26
<u>DESCRIPTION OF UNITS WE MAY OFFER</u>	27
<u>DESCRIPTION OF COMMON STOCK WE MAY OFFER</u>	31
<u>DESCRIPTION OF PREFERRED STOCK AND PREFERENCE STOCK WE MAY OFFER</u>	34
<u>DESCRIPTION OF DEPOSITARY SHARES WE MAY OFFER</u>	35
<u>LEGAL OWNERSHIP AND BOOK-ENTRY ISSUANCE</u>	38
<u>CONSIDERATIONS RELATING TO INDEXED SECURITIES</u>	43
<u>UNITED STATES TAXATION</u>	46
<u>PLAN OF DISTRIBUTION</u>	64
<u>VALIDITY OF THE SECURITIES</u>	66
<u>EXPERTS</u>	66

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is composed of two parts. The first is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. This prospectus supplement also adds to, updates, and changes information contained in the accompanying prospectus. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. The accompanying prospectus is part of a registration statement that we filed with the SEC using a shelf registration process. Under the shelf registration process, from time to time, we may offer and sell debt securities, warrants or other rights, stock purchase contracts, units, common stock, preferred stock, preference stock or depositary shares, or any combination thereof, in one or more offerings.

It is important that you read and consider all of the information contained in this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized in making your investment decision. You should also read and consider the information in the documents to which we have referred you in [Incorporation by Reference](#) on page S-v of this prospectus supplement and [Where You Can Find More Information](#) on page 2 of the accompanying prospectus.

Table of Contents

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized, including information incorporated by reference, may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). We are including this Cautionary Statement to make applicable, and take advantage of, the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for any such forward-looking statements. Forward-looking statements provide current expectations or forecasts of future events and include, among others:

statements with respect to our beliefs, plans, objectives, goals, guidelines, expectations, anticipations, and future financial condition, results of operations and performance; and

statements preceded by, followed by or that include the words may, will, could, should, would, believe, anticipate, estimate, intend, plan, aims, projects, continue, likely or similar expressions.

Except for historical matters, the matters discussed in this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized, including information incorporated by reference, may be forward-looking statements. These forward-looking statements are not guarantees of future performance, nor should they be relied upon as representing management's views as of any subsequent date. Forward-looking statements involve significant risks and uncertainties and actual results may differ materially from those presented, either expressed or implied, in this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized, including the information incorporated by reference. You should carefully consider those risks and uncertainties in reading this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized, including information incorporated by reference. Factors that might cause such differences include, but are not limited to:

sales and inventory levels;

brand and customer management programs;

increased competition;

initiatives to promote revenue growth;

globalization initiatives;

special charges and other non-recurring charges;

initiatives aimed at anticipated cost savings;

initiatives to invigorate the Mattel brands, enhance innovation, improve the execution of the core business, leverage scale, extend brands, catch new trends, create new brands and enter new categories, develop people, improve productivity, simplify processes, maintain customer service levels and improve the supply chain;

operating efficiencies;

capital and investment framework (including statements about free cash flow, seasonal working capital, debt-to-total capital ratios, capital expenditures, strategic acquisitions, dividends and share repurchases);

cost pressures and increases;

advertising and promotion spending;

profitability;

currency exchange rates;

S-iii

Table of Contents

price increases and retail store openings; and

our ability to complete planned acquisitions and integrate businesses that we acquire.

We specifically disclaim any obligation to update any factors or to publicly announce the result of revisions to any of the forward-looking statements included in this prospectus supplement, the accompanying prospectus and any free writing prospectus we have authorized, including the information incorporated by reference, to reflect future events or developments.

S-iv

Table of Contents

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference information into this prospectus supplement and the accompanying prospectus. This means that we can disclose important information to you by referring you to another document that Mattel has filed separately with the SEC that contains such information. The information incorporated by reference is considered to be an important part of this prospectus supplement and the accompanying prospectus. Information that Mattel files with the SEC after the date of this prospectus supplement will automatically modify and supersede the information included or incorporated by reference in this prospectus supplement and the accompanying prospectus to the extent that the subsequently filed information modifies or supersedes the existing information. We incorporate by reference:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2015;

our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016 and June 30, 2016;

Current Reports on Form 8-K filed on February 1, 2016, April 20, 2016, May 24, 2016 and July 20, 2016 (except, in each case, any information that has been deemed to be furnished and not filed and any exhibits related thereto); and

any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until we sell all of the securities offered by this prospectus supplement (other than any information furnished and not filed by us under any item of any Current Report on Form 8-K, including the related exhibits, unless we incorporate it by reference into a filing under the Securities Act).

You may request a copy of any of these filings at no cost by writing to or telephoning us at the following address and telephone number:

Mattel, Inc.

Attention: Secretary

333 Continental Boulevard

El Segundo, CA 90245-5012

(310) 252-2000

In addition, these filings are available on our website at <http://www.mattel.com>. The information on our website does not form a part of this prospectus supplement or the accompanying prospectus.

S-v

Table of Contents

SUMMARY

The information below is a summary of the more detailed information included elsewhere in or incorporated by reference in this prospectus supplement. You should read carefully the following summary in conjunction with the more detailed information contained in this prospectus supplement, including the Risk Factors section beginning on page S-8, the accompanying prospectus, any free writing prospectus we have authorized and the information incorporated by reference into this prospectus supplement. This summary is not complete and does not contain all of the information you should consider before purchasing the Notes. You should carefully read the Risk Factors section beginning on page S-8 of this prospectus supplement to determine whether an investment in the Notes is appropriate for you.

Mattel, Inc.

General

Mattel designs, manufactures, and markets a broad variety of toy products worldwide which are sold to its customers and directly to consumers. Mattel is the owner of a portfolio of global brands with untapped intellectual property potential. Mattel's products are among the most widely recognized toy products in the world. Mattel's portfolio of brands and products are grouped into four major brand categories:

Mattel Girls & Boys Brands including Barbie® fashion dolls and accessories, Monster High®, Ever After High®, Polly Pocket®, DC Super Hero Girls®, Hot Wheels® and Matchbox® vehicles and play sets, CARS®, DC Comics®, WWE Wrestling, Minecraft®, Max Steel®, BOOMco®, Toy Story®, and games and puzzles.

Fisher-Price Brands including Fisher-Price®, Little People®, Baby Gear®, Laugh & Learn®, Imaginext®, Thomas & Friends®, Dora the Explorer®, Mickey Mouse® Clubhouse, Disney Jake and the Never Land Pirates®, and Power Wheels®.

American Girl Brands including Truly Me®, Girl of the Year®, BeForever®, Bitty Baby® and WellieWishers®. American Girl® Brands products are sold directly to consumers via its catalog, website, and proprietary retail stores. Its children's publications are also sold to certain retailers.

Construction and Arts & Crafts including MEGA BLOKS®, RoseArt®, and Board Dudes®.

In order to leverage Mattel's intellectual properties, as well as a number of premier licensed entertainment properties, and its capabilities as a world-class toy maker, management has established the following strategies:

First, Mattel is focused on embracing brand building, creativity, and innovation, and management will put a premium on speed and personal accountability. Management is focused on putting Mattel back on track for growth and improved profitability.

Additionally, Mattel is organizing around the following five strategic priorities:

Build powerful brand franchises;

Establish Toy Box, Mattel's new division focused on driving speed and innovation in product development, as the partner of choice;

Develop unmatched commercial excellence;

Drive continuous cost improvement; and

Build emerging market leadership.

S-1

Table of Contents

Mattel's operating segments are separately managed business units, consisting of: (i) North America, which consists of the U.S. and Canada, (ii) International, and (iii) American Girl.

Manufacturing and Materials

Mattel manufactures toy products for all segments in both company-owned facilities and through third-party manufacturers. Products are also purchased from unrelated entities that design, develop, and manufacture those products. To provide greater flexibility in the manufacture and delivery of its products, and as part of a continuing effort to reduce manufacturing costs, Mattel has concentrated production of most of its core products in company-owned facilities and generally uses third-party manufacturers for the production of non-core products.

Product Design and Development

Through its product design and development group, Mattel regularly refreshes, redesigns, and extends existing toy product lines and develops innovative new toy product lines for all segments. Mattel believes its success is dependent on its ability to continue these activities effectively. Product design and development activities are principally conducted by a group of professional designers and engineers employed by Mattel. During 2015, 2014, and 2013, Mattel incurred expenses of \$217.8 million, \$209.5 million, and \$201.9 million, respectively, in connection with the design and development of products, exclusive of royalty payments.

Additionally, independent toy designers and developers bring concepts and products to Mattel and are generally paid a royalty on the net selling price of products licensed to Mattel. These independent toy designers may also create different products for other toy companies.

Advertising and Marketing

Mattel supports its product lines with extensive advertising and consumer promotions. Advertising takes place at varying levels throughout the year and peaks during the traditional holiday season. Advertising includes television and radio commercials, magazine, newspaper, internet advertisements, and social media. Promotions include in-store displays, sweepstakes, merchandising materials, major events focusing on products, and tie-ins with various consumer products companies.

Sales

Mattel's products are sold throughout the world. Products within the North America segment are sold directly to retailers, including discount and free-standing toy stores, chain stores, department stores, other retail outlets, and, to a limited extent, wholesalers. Mattel also operates several small retail outlets, generally near or at its corporate headquarters and distribution centers as a service to its employees and as an outlet for its products. Products within the International segment are sold directly to retailers and wholesalers in most European, Latin American, and Asian countries, and in Australia and New Zealand, and through agents and distributors in those countries where Mattel has no direct presence. Mattel also has retail outlets in Latin America and Europe that serve as outlets for its products. American Girl products are sold directly to consumers, and its children's publications are also sold to certain retailers. Mattel has 20 American Girl retail stores: American Girl Place in Chicago, Illinois; Los Angeles, California; and New York, New York; and American Girl stores in Alpharetta, Georgia; Bloomington, Minnesota; Charlotte, North Carolina; Chesterfield, Missouri; Columbus, Ohio; Dallas, Texas; Houston, Texas; Lone Tree, Colorado; Lynnwood, Washington; McLean, Virginia; Miami, Florida; Nashville, Tennessee; Natick, Massachusetts; Orlando, Florida; Overland Park, Kansas; Palo Alto, California; and Scottsdale, Arizona; each of which features children's products from the American Girl segment. American Girl also has a retail outlet in Oshkosh, Wisconsin that serves as an outlet for its products. Additionally, Mattel sells certain of its products online through websites of one or more of its subsidiaries.

Table of Contents

During 2015, Mattel's three largest customers (Wal-Mart at \$1.0 billion, Toys 'R Us at \$0.6 billion, and Target at \$0.5 billion) accounted for approximately 37% of worldwide consolidated net sales.

Licenses and Distribution Agreements

Mattel has license agreements with third parties that permit Mattel to utilize the trademark, characters, or inventions of the licensor in products that Mattel sells. A number of these licenses relate to product lines that are significant to Mattel's business and operations.

Mattel has entered into agreements to license entertainment properties from, among others, Disney Enterprises, Inc. (including Disney characters such as Star Wars[®], Mickey Mouse[®], Jake and the Never Land Pirates[®], CARS[®] and Toy Story[®] from Pixar, and certain Disney films and television properties), Viacom International, Inc. relating to its Nickelodeon[®] properties (including Dora the Explorer[®], Blaze and the Monster Machines[®], and SpongeBob SquarePants[®]), Warner Bros. Consumer Products (including Batman[®], Superman[®], and Justice League[®]), Microsoft (including Halo[®]), Mojang (including Minecraft[®]), and WWE[®] Wrestling.

Mattel also licenses a number of its trademarks and other property rights to others for use in connection with the sale of their products. Mattel distributes some third-party finished products that are independently designed and manufactured.

Trademarks, Copyrights, and Patents

Most of Mattel's products are sold under trademarks, trade names, and copyrights, and a number of these products incorporate patented devices or designs. Trademarks, copyrights, and patents are significant assets of Mattel in that they provide product recognition and acceptance worldwide.

Mattel customarily seeks trademark, copyright, and patent protection covering its products, and it owns or has applications pending for U.S. and foreign trademarks, copyrights, and patents covering many of its products. A number of these trademarks, copyrights, and patents relate to product lines that are significant to Mattel's business and operations. Mattel believes its rights to these properties are adequately protected, but there can be no assurance that its rights can be successfully asserted in the future or will not be invalidated, circumvented, or challenged.

Employees

The total number of persons employed by Mattel and its subsidiaries at any one time varies because of the seasonal nature of its manufacturing operations. At December 31, 2015, Mattel's total number of employees was approximately 31,000.

Mattel was incorporated in California in 1948 and reincorporated in Delaware in 1968. Our executive offices are located at 333 Continental Boulevard, El Segundo, CA 90245-5012. Our telephone number at those offices is (310) 252-2000.

Table of Contents

The Offering

The summary below describes the principal terms of the Notes. Some of the terms and conditions described below are subject to important limitations and exceptions. See Supplemental Description of the Notes for a more detailed description of the terms and conditions of the Notes.

Issuer	Mattel, Inc.
Securities Offered	\$350,000,000 aggregate principal amount of 2.350% Notes due 2021.
Maturity	The Notes will mature on August 15, 2021.
Interest	Interest on the Notes is payable semi-annually in arrears on February 15 and August 15 of each year, beginning February 15, 2017, at the rate of 2.350% per year.
Optional Redemption	<p>Mattel may redeem all or part of the Notes at any time or from time to time prior to July 15, 2021 (one month prior to the maturity date of the Notes) (the Par Call Date), at its option, at a redemption price equal to the greater of (1) 100% of the principal amount of the Notes being redeemed or (2) a make-whole amount based on the yield of a comparable U.S. Treasury security plus 20 basis points, plus, in each case, accrued and unpaid interest on the Notes being redeemed to, but excluding, the redemption date.</p> <p>Mattel may redeem all or part of the Notes at any time or from time to time on or after the Par Call Date, at its option, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest on the Notes being redeemed to, but excluding, the redemption date.</p> <p>See Supplemental Description of the Notes Optional Redemption.</p>
Repurchase at the Option of Holders Upon a Change of Control Triggering Event	If a Change of Control Triggering Event (as defined in this prospectus supplement) occurs with respect to Mattel, unless we have exercised our right to redeem the Notes, Mattel will be required to offer to repurchase all of the Notes at a price equal to 101% of the principal amount thereof together with accrued and unpaid interest, as described more fully under Supplemental Description of the Notes Offer to Repurchase, in this prospectus supplement.
Covenants	The indenture governing the Notes contains certain covenants. See Description of Debt Securities We May Offer Other Covenants in the accompanying prospectus.
Ranking	The Notes will be senior unsecured obligations of Mattel, ranking equally in right of payment with other senior unsecured indebtedness of Mattel from time to time outstanding. At June 30, 2016, we had \$2.1 billion in aggregate principal amount of

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senior unsecured indebtedness outstanding. The Notes will be junior to any secured debt to the extent of the value of the assets constituting the security. At June 30, 2016, we

S-4

Table of Contents

had no consolidated secured debt outstanding. The Notes will be effectively subordinated to any existing or future indebtedness or other liabilities, including trade payables, of any of our subsidiaries. At June 30, 2016, our subsidiaries had no indebtedness outstanding (excluding trade payables and intercompany debt).

The indenture pursuant to which the Notes are issued does not limit the amount of debt that Mattel or any of its subsidiaries may incur.

Use of Proceeds

The net proceeds, after deducting the underwriting discount and our estimated expenses, to Mattel from the sale of the Notes offered hereby will be approximately \$346.6 million, which we will use to repay, at their maturity date, all \$300.0 million of our outstanding 2.500% notes due November 1, 2016 (the Notes due 2016). The balance of the net proceeds will be used for general corporate purposes. See Use of Proceeds in this prospectus supplement.

Further Issuances

We will have the right to issue additional debt securities in the future, without giving notice to or seeking the consent of the holders or beneficial owners of the Notes, having the same terms (other than the original issuance date and, under certain circumstances, the public offering price and the initial interest payment date) as the Notes offered by this prospectus supplement. If issued, any such additional debt securities will become part of the same series as the Notes offered by this prospectus supplement.

Form and Denomination

We will issue the Notes in the form of one or more fully registered global notes registered in the name of the nominee of The Depository Trust Company (DTC). Beneficial interests in the Notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Clearstream Banking, S.A., and Euroclear Bank S.A./N.V. will hold interests on behalf of their participants through their respective U.S. depositories, which in turn will hold such interests in accounts as participants of DTC. Except in the limited circumstances described in this prospectus supplement and in the accompanying prospectus, owners of beneficial interests in the Notes will not be entitled to have Notes registered in their names, will not receive or be entitled to receive Notes in definitive form and will not be considered holders of Notes under the indenture. The Notes will be issued only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Trustee, Registrar and Paying Agent

MUFG Union Bank, N.A.

Governing Law

The Notes and the indenture under which they will be issued will be governed by the laws of the State of New York.

For additional information regarding the Notes, see Supplemental Description of the Notes.

You should carefully consider the information set forth under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2015 and in this prospectus supplement beginning on page S-8 before deciding to invest in the Notes.

Table of Contents**Summary Consolidated Financial Data**

The summary consolidated financial data presented below as of and for the fiscal years ended December 31, 2015, 2014, 2013, 2012 and 2011 are derived from our audited consolidated financial statements and the summary consolidated financial data presented below as of and for the six months ended June 30, 2016 and 2015 are derived from our interim unaudited consolidated financial statements. The results for the six-month interim periods ended June 30, 2016 and 2015 contain, in management's opinion, all necessary adjustments for a fair presentation of Mattel's financial position and result of operations. The results of operations for the six months ended June 30, 2016 are not necessarily indicative of the results to be expected for the year ending December 31, 2016. You should read this information in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes incorporated herein by reference from our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and our Quarterly Report on Form 10-Q for the six months ended June 30, 2016.

	For the Six Months Ended June 30,		For the Year Ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
	(Dollars in thousands)						
Operating Results:							
Net sales	\$ 1,826,675	\$ 1,910,901	\$ 5,702,613	\$ 6,023,819	\$ 6,484,892	\$ 6,420,881	\$ 6,266,037
Gross profit	822,238	923,306	2,806,358	3,001,022	3,478,883	3,409,197	3,145,826
% of net sales	45.0%	48.3%	49.2%	49.8%	53.6%	53.1%	50.2%
Operating income (Loss)(a)	(60,806)	(53,904)	540,922	653,714	1,168,103	1,021,015	1,041,101
% of net sales	(3.3)%	(2.8)%	9.5%	10.9%	18.0%	15.9%	16.6%
Income (Loss) before income taxes	(123,231)	(93,045)	463,915	586,910	1,099,128	945,045	970,673
Provision (Benefit) for income taxes(b)	(31,158)	(23,517)	94,499	88,036	195,184	168,581	202,165
Net (Loss) income(a)	(92,073)	(69,528)	369,416	498,874	903,944	776,464	768,508

	At June 30, 2016	2015	2014	At December 31, 2013	2012	2011
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