FAIRMARKET INC
Form SC 13D
February 13, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

FAIRMARKET, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

305158107

(CUSIP Number)

LLOYD I. MILLER, III,
4550 GORDON DRIVE, NAPLES, FLORIDA, 34102
(TEL) 941-962-8577

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

FEBRUARY 13, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [x].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 10 pages)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. 305158107 PAGE 2 OF 10

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Lloyd I. Miller, III 279-42-7925	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [ ] (b) [ ]
3	SEC USE ONLY	
4	SOURCE OF FUNDS* PF-00**	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	7	SOLE VOTING POWER 2,531,052***
	8	SHARED VOTING POWER 1,142,536***
	9	SOLE DISPOSITIVE POWER 2,531,052***
	10	SHARED DISPOSITIVE POWER 1,142,536***

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,673,588	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.7%	

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14   TYPE OF REPORTING PERSON

IN-IA-OO**

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

**SEE RESPONSE TO ITEM 3, HEREIN.
***SEE RESPONSE TO ITEM 5(b), HEREIN.

Item 1.   Security and Issuer

This statement relates to the Common Stock (the "Shares") of FairMarket, Inc. (the"Company"). The Company has its principal executive offices at 500 Unicorn Park Drive, Woburn, Mass., 01801-3341.

Item 2.   Identity and Background

This statement is filed by Lloyd I. Miller, III (the "Reporting Person" and/or "Miller"). Miller's principal business address is 4550 Gordon Drive, Naples, Florida 34102. Miller's principal occupation is investing assets held by Miller on his own behalf and on behalf of his family. During the past five years, Miller has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and has not been a party to civil proceedings of a judicial or administrative body of competent jurisdiction as a result of which Miller was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Miller is a United States citizen.

Item 3.   Source and Amount of Funds or Other Considerations

Miller is the advisor to Trust A-4 and Trust C (the "Trusts"). Trust A-4 was created pursuant to a Declaratory Judgment, signed by the Honorable Wayne F. Wilke for the Court of Common Pleas, Probate Division, Hamilton County, Ohio, on October 27, 1992, pursuant to which Trust A was split into four separate trusts. The Trusts were created pursuant to an Amended and Restated Trust Agreement, dated September 20, 1983 (the "Trust Agreement"). The Trust Agreement is hereby attached as Exhibit 99.1. Miller was named as advisor to PNC Bank, Ohio, N.A. (formerly The Central Trust Company, N.A., Cincinnati, Ohio), the Trustee named in the Trust Agreement. Such appointment became effective on April 22, 1990, the date of death of Lloyd I. Miller, the Grantor of the Trusts. All of the Shares purchased by Miller as advisor to the Trusts were purchased by funds generated and held by the Trusts. The purchase price for the Shares in Trust A-4 was $1,381,672.14 and $844,127.81 for the Shares in Trust C.

Pursuant to an Irrevocable Trust Agreement, dated December 11, 2001, attached hereto as Exhibit 99.5 (the "Irrevocable Trust Agreement"), all of the Shares Purchased in Trust C were transferred into a grantor retained annuity trust ("MILGRAT II (G)"). Miller is named as the Trustee to MILGRAT II (G). Whereas the reporting person had shared dispositive and voting power for all Shares held by Trust C, the reporting person has sole dispositive and voting power for all Shares held by MILGRAT II (G). The Shares in Trust C were purchased at various times and at various prices.

Miller is the manager of Milfam LLC, an Ohio limited liability company established pursuant to the Operating Agreement of Milfam LLC (the "Operating Agreement"), dated as of December 10, 1996. Milfam LLC is the managing general partner of (i) Milfam I, L.P., a Georgia limited partnership established pursuant to the Partnership Agreement for Milfam I, L.P. (the "Partnership Agreement"), dated December 11, 1996, and (ii) Milfam II, L.P. a Georgia limited partnership established, pursuant to the Partnership Agreement for Milfam II, L.P. (the "Milfam II Partnership Agreement"), dated December 11, 1996. All of the Shares Miller is deemed to beneficially own as the manager of the managing general partner of Milfam I, L.P. were purchased with money contributed to Milfam I, L.P. by its partners, or money generated and held by Milfam I, L.P. All of the Shares Miller is deemed to beneficially own as the manager of the managing general partner of Milfam II, L.P. were purchased with money contributed to Milfam II, L.P. by its partners, or money generated and held by Milfam II, L.P. The purchase price for the Shares Miller is deemed to beneficially own as the manager of the managing general partner of Milfam I, L.P. was $198,019.41. The purchase price for the Shares Miller is deemed to beneficially own as the manager of the managing general partner of Milfam II, L.P. was $1,167,795.61. The Operating Agreement, the Partnership Agreement and the Milfam II Partnership Agreement are hereby respectively attached as Exhibits 99.2, 99.3 and 99.4.

All of the Shares purchased by Miller on his own behalf, were purchased with personal funds generated and held by Miller. The purchase price for the Shares purchased by Miller, on his own behalf was $726,146.03.

Miller is the trustee for certain generation skipping trusts (each a "GST") including Catherine Miller GST, Lloyd Crider GST and Kimberly Miller GST (collectively, the "GST's"). All of the Shares Miller is deemed to beneficially own as the trustee for the GST's were purchased with money generated and held by the GST's. The purchase price for the Shares Miller is deemed to beneficially own as trustee of Catherine Miller GST was $25,532.00, the purchase price for the Shares Miller is deemed to beneficially own as trustee of Lloyd Crider GST was $19,920.40 and the purchase price for the Shares Miller is deemed to beneficially own as trustee of Kimberly Miller GST was $19,310.92. Miller is the custodian to certain accounts created pursuant to the Florida Uniform Gift to Minors Act ("UGMA") for Alexandra Miller ("Alexandra UGMA"). All of the Shares Miller is deemed to beneficially own in the Alexandra UGMA were purchased with money held by the Alexandra UGMA. The purchase price for the Shares which Miller is deemed to beneficially own as the custodian to the Alexandra UGMA was $25,102.92.

Dail Miller is Miller's wife. All of the Shares Miller is deemed to beneficially own as Dail Miller's spouse were purchased with personal funds held by Dail Miller. The purchase price for the Shares Miller is deemed to beneficially own as Dail Miller's spouse was $9,809.50. Dail Miller is the custodian for certain UGMA accounts for the benefit of Tyler Dulmage ("Tyler UGMA") and Wylie Dulmage ("Wylie UGMA" and together with Tyler UGMA, the "Dail UGMA's"). All of the Shares Miller is deemed to beneficially own in the Dail UGMA's were purchased with money held by the Dail UGMA's. The purchase price for the Shares which Miller is deemed to beneficially own as the spouse of the custodian to the Tyler UGMA was $13,137.75 and the purchase price for the Shares Miller is deemed to beneficially own as the spouse to the custodian to the Wylie UGMA was $13,135.75.

Lloyd I. Miller LLC ("LLC") is a Limited Liability Company of which Miller has sole control. All of the Shares Miller is deemed to beneficially own in LLC were purchased with money which was generated and held by LLC. The purchase price for the Shares held by LLC was $19,310.92.

Item 4. Purpose of the Transaction

The Shares covered by this Schedule 13D were acquired for investment purposes. The Reporting Person filing this report now believes that (a) the common stock of the Company is significantly undervalued, (b) steps taken by the Company to date to enhance stockholder value have been insufficient, (c) anti-takeover provisions adopted by the Company are detrimental to stockholders, and (d) management of the Company must take further immediate steps to enhance stockholder value. The Reporting Person has now decided that it would be in his best interest, and those of other stockholders, to attempt to influence the business strategies and operations of the Company.

The Reporting Person filing this report is examining all of his options with respect to the possibility of taking actions that he believes will enhance stockholder value. Such actions could include (a) requesting a list of stockholders and information regarding the Company, (b) proposing that management pursue a financial transaction to improve stockholder value (including a merger, reorganization, asset sale or liquidation), and (c) encouraging, participating in or leading a proxy contest to change the Company's board of directors to individuals who would duly consider and, if appropriate, vote to implement the actions discussed above. Any such actions could relate to or result in one or more of the matters referenced to in paragraphs (a) through (j) of Item 4 of Schedule 13D. However, it should not be assumed that the Reporting Person will take any of the foregoing actions.

The Report Person reserves the right to change plans and take any and all actions that the Reporting Person may deem appropriate to maximize the value of his investments, including, among other things, (a) purchasing or otherwise acquiring additional securities of the Company, (b) selling or otherwise disposing of any securities of the

Company owned by him, in each case in the open market or in privately negotiated transactions, or (c) formulating other plans or proposals regarding the Company or its securities to the extent deemed advisable by the Reporting Person in light of his general investment policies, market conditions, subsequent developments affecting the Company and the general business and future prospects of the Company.

Item 5. Interest in Securities of the Issuer

(a) Miller is deemed to beneficially own 3,673,588 Shares (12.7% of the outstanding Shares, based on 29,019,455 Shares outstanding pursuant to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001). As of the date hereof, 1,097,536 of such beneficially owned Shares are owned of record by Trust A-4; 683,759 of such beneficially owned Shares are owned of record by MILGRAT II (G); 176,253 Shares are owned of record by Milfam I, L.P.; 979,375 of such beneficially owned Shares are owned of record by Milfam II, L.P.; 617,165 of such beneficially owned Shares are owned of record by Miller directly; 21,800 of such beneficially owned Shares are owned of record by Alexandra UGMA; 21,900 of such beneficially owned Shares are owned of record by Catherine Miller GST; 9,000 of such beneficially owned Shares are owned of record by Dail Miller;15,400 of such beneficially owned Shares are owned of record by Kimberly Miller GST; 15,400 of such beneficially owned Shares are owned of record by LLC; 15,000 of such beneficially owned Shares are owned of record by Lloyd Crider GST; 10,500 of such beneficially owned Shares are owned of record by Tyler UGMA and 10,500 of such beneficially owned Shares are owned of record by Wylie UGMA.

(b) Miller has or may be deemed to have shared voting power and shared dispositive power for all such shares held of record by the Trusts, Dail Miller, Lloyd Crider GST, Tyler UGMA and Wylie UGMA and sole voting power and sole dispositive power for all such shares held of record by Milfam I, L.P., Milfam II, L.P., Alexandra UGMA, Catherine Miller GST, Kimberly Miller GST, LLC, MILGRAT II(G), and Miller directly (see Item 6).

(c) The following table details the purchase of shares that were effected during the past 60 days:

TRUST A-4		
DATE OF TRANSACTION	NUMBER OF SHARES PURCHASED	PRICE PER SHARE
12/17/2001	1,300	$1.08
12/18/2001	9,300	$1.10
12/19/2001	11,900	$1.10
12/24/2001	3,000	$1.08
12/28/2001	8,600	$1.12
12/31/2001	15,580	$1.12
1/4/2002	3,768	$1.14

LLOYD MILLER		
DATE OF TRANSACTION	NUMBER OF SHARES PURCHASED	PRICE PER SHARE
12/14/2001	2,700	$1.07
12/20/2001	4,800	$1.10
12/26/2001	9,500	$1.10
2/07/2002	2,000	$1.26

MILFAM II, L.P.		
DATE OF TRANSACTION	NUMBER OF SHARES PURCHASED	PRICE PER SHARE
12/21/2001	32,700	$1.03

(d) Persons other than the Reporting Person have the right to receive and the power to direct the receipt of dividends from, or the proceeds from, the sale of such securities.

(e) Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The Trust Agreement provides:

The Trustee shall not make any investments, reinvestments or changes in investments of the assets of Trust A without first consulting with and obtaining the advice of the advisor. The Trustee need not act in accordance with the advice and counsel of the advisor, but if it does so, the Trustee shall not be liable to any person for or as a result of any action or failure to act if in accordance with such advice and counsel. The Trustee need not obtain the advice and counsel of the advisor if the Trustee requests such advice and counsel in writing and if the advisor fails to reply to the Trustee within five days from the date of such request by telephone, telegram, mail or in person.

The Operating Agreement provides:

While Lloyd I. Miller, III serves as manager, he shall have complete control over all of the affairs of Milfam LLC and need not seek the consent or approval of any Member with respect to any action. The Milfam I Partnership Agreement provides:

The General Partner shall have the full and exclusive right to manage and control the business and affairs of Milfam I, L.P. and to make all decisions regarding the affairs of Milfam I, L.P. In the course of such management, the General Partner may acquire, encumber, hold title to, pledge, sell, release or otherwise dispose of Partnership Property and interests therein when and upon such terms as it determines to be in the best interest of the Milfam I, L.P. The General Partner shall have all of the rights, powers and obligations of a partner of a partnership without limited partners, except as otherwise provided under the Act.

The Milfam II Partnership Agreement provides:

The General Partner shall have the full and exclusive right to manage and control the business and affairs of Milfam II, L.P. and to make all decisions regarding the affairs of Milfam II, L.P. In the course of such management, the General Partner may acquire, encumber, hold title to, pledge, sell, release or otherwise dispose of Partnership Property and interest therein when and upon such terms as it determines to be in the best interest of the Milfam II, L.P. The General Partner shall have all of the rights, powers and obligations of a partner of a partnership without limited partners, except as otherwise provided under the Act.

The Irrevocable Trust Agreement provides:

The Trustee shall have the power to exercise and not exercise, as the Trustee deems reasonable, rights of ownership incident to securities that the Trustee may hold, including rights to vote, give proxies and execute consents, provided that a corporate Trustee shall exercise voting rights under any securities issued by it or its affiliate only at the written direction of the primary income beneficiary of the trust to which such securities are allocated, the guardian or custodian (but not the Grantor) to act for any beneficiary who is incapacitated or incompetent.

Item 7. Materials to be Filed as Exhibits:

Exhibit	Document
99.1	Amended and Restated Trust Agreement, dated September 20, 1983, between Lloyd I. Miller and PNC Bank, Ohio, N.A. (formerly The Central Trust Company, N.A., Cincinnati, Ohio).
99.2	Operating Agreement of Milfam LLC, dated December 10, 1996.
99.3	Milfam I, L.P. Partnership Agreement, dated December 11, 1996.
99.4	Milfam II, L.P. Partnership Agreement, dated December 11, 1996.
99.5	Irrevocable Trust Agreement, dated December 11, 2001

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After reasonable inquiry and to the best knowledge and belief of the undersigned, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2002

By: /s/ Lloyd I. Miller, III

Lloyd I. Miller, III

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EXHIBIT INDEX

Exhibit	Document
EX-99.1	Amended and Restated Trust Agreement
EX-99.2	Operating Agreement of Milfam LLC
EX-99.3	Milfam I, L.P. Partnership Agreement
EX-99.4	Milfam II, L.P. Partnership Agreement
EX-99.5	Irrevocable Trust Agreement

font-size:10pt;">Inventories

—

—

299.1

—

299.1

Deferred income tax benefits, net
6.2

36.9

67.1

—

110.2

Non-trade amounts receivable, net
—

40.7

93.2

(90.2
)

43.7

Intercompany receivables
18.7

667.1

231.5

(917.3
)

—

Prepaid expenses and other current assets
1.2

4.4

69.3

(50.3
)

24.6

Total current assets
26.1

749.2

1,007.8

(1,057.8
)

725.3

Deferred income tax benefits, net
98.2

188.4

124.0

—

410.6

Property, plant and equipment, net
—

43.5

219.4

—

262.9

Long-term receivables, net
—

0.1

14.7

—

14.8

Trademarks and tradenames, net
—

—

94.8

—

94.8

Other intangible assets, net
—

—

0.7

—

0.7

Goodwill
—

2.9

154.6

—

157.5

Investments in subsidiaries
1,131.8

474.5

—

(1,606.3
)

—

Intercompany notes receivable
455.7

536.0

289.6

(1,281.3
)

—

Other assets, net
2.3

0.9

154.5

(130.1
)

27.6

Total assets
$
1,714.1

$
1,995.5

$
2,060.1

$
(4,075.5
)

$
1,694.2

LIABILITIES AND SHAREHOLDERS' EQUITY

Accounts payable
$
1.0

$
1.0

$
93.9

$
—

$
95.9

Short-term borrowings and current portion of long-term debt and capital lease obligations
168.8

—

95.2

—

264.0

Intercompany payables
518.5

235.1

163.7

(917.3
)

—

Accrued liabilities
138.1

61.7

267.5

(140.5
)

326.8

Total current liabilities
826.4

297.8

620.3

(1,057.8
)

686.7

Long-term debt and capital lease obligations
599.3

—

10.0

—

609.3

Intercompany notes payable
93.1

457.3

730.9

(1,281.3
)

—

Other liabilities
17.8

155.4

177.6

(130.1
)

220.7

Shareholders' equity
177.5

1,085.0

521.3

(1,606.3
)

177.5

Total liabilities and shareholders' equity
$
1,714.1

$
1,995.5

$
2,060.1

$
(4,075.5
)

$
1,694.2

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TUPPERWARE BRANDS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Condensed Consolidating Balance Sheet

	December 27, 2014				
(In millions)	Parent	Guarantor	Non-Guarantors	Eliminations	Total
ASSETS					
Cash and cash equivalents	$—	$—	$ 77.0	$—	$77.0
Accounts receivable, net	—	—	168.1	—	168.1
Inventories	—	—	306.0	—	306.0
Deferred income tax benefits, net	6.2	36.9	75.7	—	118.8
Non-trade amounts receivable, net	0.1	9.2	90.7	(38.2)	61.8
Intercompany receivables	11.8	755.2	227.6	(994.6)	—
Prepaid expenses and other current assets	1.1	1.8	101.8	(83.1)	21.6
Total current assets	19.2	803.1	1,046.9	(1,115.9)	753.3
Deferred income tax benefits, net	97.5	189.2	130.0	—	416.7
Property, plant and equipment, net	—	43.7	246.6	—	290.3
Long-term receivables, net	—	0.1	17.2	—	17.3
Trademarks and tradenames, net	—	—	104.2	—	104.2
Other intangible assets, net	—	—	1.5	—	1.5
Goodwill	—	2.9	161.8	—	164.7
Investments in subsidiaries	1,479.0	575.0	—	(2,054.0)	—
Intercompany notes receivable	48.4	554.1	236.5	(839.0)	—
Other assets, net	1.5	0.6	160.1	(130.2)	32.0
Total assets	$1,645.6	$2,168.7	$ 2,104.8	$(4,139.1)	$1,780.0
LIABILITIES AND SHAREHOLDERS' EQUITY					
Accounts payable	$—	$2.6	$ 140.2	$—	$142.8
Short-term borrowings and current portion of long-term debt and capital lease obligations	110.9	2.3	108.2	—	221.4
Intercompany payables	632.0	225.0	137.6	(994.6)	—
Accrued liabilities	66.4	144.1	294.0	(121.3)	383.2
Total current liabilities	809.3	374.0	680.0	(1,115.9)	747.4
Long-term debt and capital lease obligations	599.2	—	12.9	—	612.1
Intercompany notes payable	32.5	204.0	602.5	(839.0)	—
Other liabilities	18.8	155.5	190.6	(130.2)	234.7
Shareholders' equity	185.8	1,435.2	618.8	(2,054.0)	185.8
Total liabilities and shareholders' equity	$1,645.6	$2,168.7	$ 2,104.8	$(4,139.1)	$1,780.0

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TUPPERWARE BRANDS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Condensed Consolidating Statement of Cash Flows

	26 Weeks Ended June 27, 2015				
(In millions)	Parent	Guarantor	Non-Guarantors	Eliminations	Total
Operating Activities:					
Net cash provided by (used in) operating activities	$458.8	$(59.0)	$ 121.3	$(497.0)	$24.1
Investing Activities:					
Capital expenditures	—	(5.8)	(22.0)	—	(27.8)
Proceeds from disposal of property, plant and equipment	—	—	14.4	—	14.4
Net intercompany loans	(314.7)	100.4	24.8	189.5	—
Return of capital	—	105.5	—	(105.5)	—
Net cash provided by (used in) investing activities	(314.7)	200.1	17.2	84.0	(13.4)
Financing Activities:					
Dividend payments to shareholders	(69.7)	—	—	—	(69.7)
Dividend payments to parent	—	(400.0)	(77.8)	477.8	—
Proceeds from exercise of stock options	4.9	—	—	—	4.9
Repurchase of common stock	(0.9)	—	—	—	(0.9)
Repayment of capital lease obligations	—	—	(1.7)	—	(1.7)
Net change in short-term debt	67.0	(2.3)	(2.6)	—	62.1
Debt issuance costs	(0.7)	—	—	—	(0.7)
Excess tax benefits from share-based payment arrangements	0.7	—	—	—	0.7
Net intercompany borrowings	(145.4)	261.4	54.3	(170.3)	—
Return of capital to parent	—	—	(105.5)	105.5	—
Net cash provided by (used in) financing activities	(144.1)	(140.9)	(133.3)	413.0	(5.3)
Effect of exchange rate changes on cash and cash equivalents	—	(0.1)	(8.2)	—	(8.3)
Net change in cash and cash equivalents	—	0.1	(3.0)	—	(2.9)
Cash and cash equivalents at beginning of year	—	—	77.0	—	77.0
Cash and cash equivalents at end of period	$—	$0.1	$ 74.0	$—	$74.1

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TUPPERWARE BRANDS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

Condensed Consolidating Statement of Cash Flows

	26 Weeks Ended June 28, 2014				
(In millions)	Parent	Guarantor	Non-Guarantors	Eliminations	Total
Operating Activities:					
Net cash provided by (used in) operating activities	$(17.4)	$31.7	$72.2	$(42.4)	$44.1
Investing Activities:					
Capital expenditures	—	(6.9)	(24.3)	—	(31.2)
Proceeds from disposal of property, plant and equipment	—	—	5.5	—	5.5
Net intercompany loans	1.7	67.9	(32.6)	(37.0)	—
Net cash provided by (used in) investing activities	1.7	61.0	(51.4)	(37.0)	(25.7)
Financing Activities:					
Dividend payments to shareholders	(66.9)	—	—	—	(66.9)
Dividend payments to parent	—	—	(35.9)	35.9	—
Proceeds from exercise of stock options	10.7	—	—	—	10.7
Repurchase of common stock	(31.4)	—	—	—	(31.4)
Repayment of capital lease obligations	—	—	(2.0)	—	(2.0)
Net change in short-term debt	66.2	—	(2.7)	—	63.5
Excess tax benefits from share-based payment arrangements	7.1	—	—	—	7.1
Net intercompany borrowings	30.0	(91.3)	17.8	43.5	—
Net cash provided by (used in) financing activities	15.7	(91.3)	(22.8)	79.4	(19.0)
Effect of exchange rate changes on cash and cash equivalents	—	(1.4)	(42.6)	—	(44.0)
Net change in cash and cash equivalents	—	—	(44.6)	—	(44.6)
Cash and cash equivalents at beginning of year	—	0.1	127.2	—	127.3
Cash and cash equivalents at end of period	$—	$0.1	$82.6	$—	$82.7

Note 18: New Accounting Pronouncements

In May 2014, the FASB issued an amendment to existing guidance regarding revenue from contracts with customers. The amendment outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. In July 2015, the FASB voted to approve amendments that would defer the effective date by one year to December 15, 2017 for annual reporting periods beginning after that date. The amendment also allows early adoption of the revenue standard, but not before the original effective date of December 15, 2016. The Company is currently evaluating the impact of the adoption of this amendment on its Consolidated Financial Statements.

In February 2015, the FASB issued an amendment to existing guidance regarding consolidation for reporting organizations such as limited partnerships and other similar entities that are required to evaluate whether they should consolidate certain legal entities. This guidance is effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. The Company does not expect adoption of this amendment to have an impact on its Consolidated Financial Statements.

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(Unaudited)

In April 2015, the FASB issued an amendment to existing guidance 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 amendment retrospectively effective March 28, 2015. The adoption of this amendment did not have a material impact on the Consolidated Financial Statements.
In April 2015, the FASB issued an amendment to existing guidance providing a practical expedient for entities with fiscal year-ends that do not fall on a month-end by permitting those entities to measure defined benefit plan assets and obligations as of the month-end that is closest to the entity's fiscal year-end. The Company adopted this amendment prospectively effective March 28, 2015. The adoption of this amendment will not have a material impact on the Consolidated Financial Statements.
In April 2015, the FASB issued an amendment to existing guidance regarding accounting for fees in a cloud computing arrangement. Under the amendment, if a cloud computing arrangement includes a software license, then the entity should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If the arrangement does not include a software license, the entity should account for the arrangement as a service contract. The Company adopted this amendment prospectively effective March 28, 2015. The adoption of this amendment will not have a material impact on the Consolidated Financial Statements.
In July 2015, the FASB issued an amendment to existing guidance simplifying the measurement of inventory. Under the amendment, inventory should be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This guidance is effective for fiscal years beginning after December 15, 2016. Early adoption is permitted. The Company does not expect the adoption of this amendment to have an impact on its Consolidated Financial Statements.

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

The following is a discussion of the results of operations for the 13 and 26 weeks ended June 27, 2015, compared with the 13 and 26 weeks ended June 28, 2014, and changes in financial condition during the 26 weeks ended June 27, 2015.

The Company's primary means of distributing its products is through independent sales organizations and individuals, which in many cases are also its customers. The vast majority of the Company's products are, in turn, sold to end customers who are not members of its sales force. The Company is largely dependent upon these independent sales organizations and individuals to reach end consumers, and any significant disruption of this distribution network would have a negative financial impact on the Company and its ability to generate sales, earnings and operating cash flows. The Company's primary business drivers are the size, activity, diversity and productivity of its independent sales organizations.

As the impacts of foreign currency translation are an important factor in understanding period-to-period comparisons, the Company believes the presentation of results on a local currency basis, as a supplement to reported results, helps improve readers' ability to understand the Company's operating results and evaluate performance in comparison with prior periods. The Company presents local currency information that compares results between periods as if current period exchange rates had been the exchange rates in the prior period. The Company uses results on a local currency basis as one measure to evaluate performance. The Company generally refers to such amounts as calculated on a "local currency" basis, or "excluding the impact of foreign currency." These results should be considered in addition to, not as a substitute for, results reported in accordance with generally accepted accounting principles in the United States ("GAAP"). Results on a local currency basis may not be comparable to similarly titled measures used by other companies.

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Overview

(In millions, except per share amounts)	13 weeks ended June 27, 2015	June 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact
Net sales	$588.9	$674.3	(13)%	4%	$(110.5)
Gross margin as percent of sales	67.9%	66.5%	1.4 pp	na	na
DS&A as percent of sales	52.7	51.7	1.0	na	na
Operating income	$99.0	$97.1	2%	41%	$(26.9)
Net income	62.0	47.6	30	-	(20.4)
Net income per diluted share	1.23	0.93	32	-	(0.40)

(In millions, except per share amounts)	26 weeks ended June 27, 2015	June 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact
Net sales	$1,170.7	$1,337.5	(12)%	4%	$(210.2)
Gross margin as percent of sales	67.5%	66.6%	0.9 pp	na	na
DS&A as percent of sales	53.3	51.8	1.5	na	na
Operating income	$160.2	$193.7	(17)%	11%	$(49.6)
Net income	91.5	99.8	(8)	47	(37.5)
Net income per diluted share	1.82	1.95	(7)	49	(0.73)

na not applicable
pp percentage points
\- increase is greater than 100%

Sales decreased 13 percent in the second quarter of 2015. Excluding the impact of changes in foreign currency exchange rates, sales increased 4 percent. The Company defines established market economies as those in Western Europe (including Scandinavia), Australia, Canada, Japan, New Zealand, and the United States. All other countries are classified as having emerging market economies. The Company's businesses operating in emerging market economies achieved strong growth in the quarter with an 8 percent sales increase in local currency. The Company's units that operate in established economy markets, as a group, had a 2 percent sales decrease in local currency compared with 2014.

Net income increased in the second quarter of 2015, primarily reflecting $20.4 million lower expenses in connection with devaluation of the currency exchange rate in Venezuela, as well as 2015 pretax gains of $10.5 million from land transactions in the second quarter of 2015. Excluding the impacts of these items, along with changes in other foreign currency exchange rates, net income increased in the second quarter of 2015, primarily reflecting increased segment profit in South America, as well as strong increases in Beauty North America, Europe and Tupperware North America. These were partially offset by decreased segment profit in Asia Pacific.

Reported sales for the year-to-date period decreased 12 percent compared with the same period of 2014. Excluding the impact of changes in foreign currency exchange rates, sales increased 4 percent. The factors impacting the year-to-date sales and net income comparisons were similar to those impacting the second quarter comparisons, except for a $13.5 million impairment of the long-term fixed assets in Venezuela during the first quarter of 2015, as well as a slight decrease in year-to-date segment profit in Europe. The expense for items on the balance sheet in Venezuela in the year-to-date periods of 2015 and 2014 was $11.1 million and $35.7 million, respectively.

The Company's net working capital position increased by $32.7 million, compared with the end of 2014, primarily reflecting a decrease in accounts payable and accrued liabilities due to the timing of payments around year-end, partially offset by the net impact of changes in foreign currency exchange rates on the Company's working capital.

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Net cash provided by operating activities for the year-to-date periods ended June 27, 2015 and June 28, 2014 was $24.1 million and $44.1 million, respectively. The unfavorable comparison primarily reflected larger outflows of cash in connection with payments around year-end of higher accounts payable and accrued liabilities at the end of 2014 relative to the end of 2013, along with the negative impact on net income of translation foreign exchange, partially offset by a much lower outflow from increased inventory.

Net Sales

Reported sales decreased 13 percent in the second quarter of 2015. Excluding the impact of changes in foreign currency exchange rates, sales increased 4 percent.

The Company's emerging market units accounted for 67 percent and 66 percent of the Company's reported sales for the second quarters of 2015 and 2014, respectively. Sales in these markets decreased $50.9 million, or 11 percent, which included a negative $79.0 million impact from weaker foreign currency exchange rates. The strong increase in local currency sales in the Company's emerging market units was primarily in Brazil, due to a significant increase in sales force size and productivity, China due to significant growth in the number of outlets along with some improvement in sales per outlet, and the Company's businesses in the Middle East and North Africa, due to a larger sales force, as well as favorable timing impacts. Also contributing to the increase was inflation related pricing in Argentina, the benefit of larger sales forces in Korea and Tupperware Mexico, as well as a more active sales force in the Philippines. The sales growth in these units was partially offset by a decrease in Indonesia due to low orders from stocking distributors in relation to the sales force's sell through to the end consumers. The average impact of higher prices in the emerging market units was 5 percent.

Sales in the established market units decreased $34.6 million, or 15 percent, which included a negative $31.5 million impact from changes in foreign currency exchange rates. Among these units, the most significant local currency decrease was in France, reflecting a less active sales force. In addition, BeautiControl and Italy had lower sales reflecting less active and productive sales forces. This was partially offset by a significant increase in Germany due to a larger and more productive sales force, as well as a strong increase in Tupperware United States and Canada, reflecting a larger sales force. The average price increase in the established market units was 1 percent.

On a year-to-date basis, emerging markets accounted for 67 percent and 65 percent of total Company sales in 2015 and 2014, respectively. Total sales on a reported basis in the emerging markets decreased $88.4 million, including a negative $146.6 million impact from changes in foreign currency exchange rates. Excluding the impact of changes in foreign currency exchange rates, sales increased in these markets by 8 percent. Total sales for the established markets decreased $78.5 million, or 17 percent, for the year-to-date period of 2015, compared with the same period of 2014, which included a negative $63.6 million impact from changes in foreign currency exchange rates. The sources of the year-to-date fluctuations largely followed those of the second quarter comparison, along with lower year-to-date sales in Japan, as well as the loss of sales in light of the decision to cease operating the Armand Dupree business in the United States in the second quarter of 2014. In addition, local currency sales in Germany were relatively even on a year-to-date basis.

A more detailed discussion of the sales results by reporting segment is included in the segment results section below.

As discussed in Note 3 to the Consolidated Financial Statements, the Company includes promotional costs in delivery, sales and administrative expense (DS&A). As a result, the Company's net sales may not be comparable with other companies that treat these costs as a reduction of revenue.

Gross Margin

Gross margin as a percentage of sales was 67.9 percent and 66.5 percent in the second quarters of 2015 and 2014, respectively. The increase of 1.4 percentage points ("pp") primarily reflected the benefit of a smaller impact of inventory in Venezuela being included in cost of goods sold in 2015 at its stronger, historical exchange rate rather than the rate used to translate its sales in the quarter (0.8 pp) and lower resin costs (0.4 pp).

For the year-to-date periods, gross margin as a percentage of sales was 67.5 percent in 2015, compared with 66.6 percent for the same period of 2014. The factors leading to the 0.9 percentage point increase largely mirrored those of the second quarter.

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As discussed in Note 2 to the Consolidated Financial Statements, the Company includes costs related to the distribution of its products in DS&A. As a result, the Company's gross margin may not be comparable with other companies that include these costs in costs of products sold.

Costs and Expenses

DS&A as a percentage of sales was 52.7 percent in the second quarter of 2015, compared with 51.7 percent in 2014. This increase primarily reflected the translation effect of changes in foreign currency exchange rates, particularly the impact of overall dollar denominated costs as a ratio of sales in light of weaker foreign exchange rates (1.8 pp), partially offset by lower relative commission expense due to the mix of sales performances in units that pay commissions versus those that do not (0.3 pp) and lower cost of operations, primarily employee benefit costs in Europe (0.5 pp).

For the year-to-date periods, DS&A as a percentage of sales also increased to 53.3 percent from 51.8 percent in 2014. The increase primarily reflected the same currency translation effect as in the second quarter (1.7 pp).

Specific segment impacts are discussed in the segment results section.

Re-engineering Costs

Refer to Note 7 to the Consolidated Financial Statements for a discussion of re-engineering activities and related accruals.

The Company recorded $1.5 million and $3.4 million in re-engineering charges during the second quarters of 2015 and 2014, respectively, and $4.2 million and $5.7 million for the respective year-to-date periods. In both years, these charges were primarily related to severance costs incurred for headcount reductions in several of the Company’s operations in connection with changes in its management and organizational structures, and in 2014, the decision to cease operating the Armand Dupree business in the United States.

For the remainder of 2015, the Company expects to incur approximately $7 million of such costs.

Fixed Asset Impairment

In February 2015, the Venezuelan government launched an overhaul of its foreign currency exchange structure, eliminating the SICAD 2 mechanism that the Company had referenced for translating and measuring its financial statements, replacing it with a new exchange mechanism called Simadi. During the first quarter of 2015, Simadi published a rate that was approximately 75 percent lower than the final SICAD 2 rate, that was expected to, and subsequently has, severely reduced the unit’s sales and profit. As a result, the Company deemed this change to be a triggering event to evaluate the $15.7 million of long-term fixed assets in Venezuela, which had continued to be included on the balance sheet at the historical rates in effect when the assets were purchased. As a result of this evaluation, the Company recorded an impairment charge of $13.5 million to reduce the carrying value of its long-term fixed assets in Venezuela in the first quarter of 2015.

See Note 7 to the Consolidated Financial Statements for further details regarding the circumstances leading to the triggering event and the impairment conclusion.

A more detailed description of the changes in the Venezuelan exchange mechanisms and the resulting impacts on the Company is provided below in the discussion of the South America segment.

Net Interest Expense

Net interest expense was $11.5 million in the second quarter of 2015, compared with $11.1 million in 2014. In the year-to-date periods, net interest expense was $24.3 million in 2015, compared with $22.8 million in 2014. Interest expense increased in each of the year-over-year comparisons primarily due to forward points related to the Company's cash flow hedges.

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Tax Rate

The effective tax rate was 28.3 percent for both the second quarter and year-to-date period of 2015 compared with 32.0 percent and 29.1 percent, respectively, for the 2014 periods. The higher 2014 rates were due to higher 2014 expenses incurred related to the devaluation of the Venezuelan bolivar for which no tax benefit could be recognized. In addition, the Company reported favorable audit settlements in various jurisdictions in the second quarter of 2015 that impacted the rate. The effective tax rates are below the U.S. statutory rate primarily due to lower foreign effective tax rates.

As discussed in Note 13 to the Consolidated Financial Statements, the Company's uncertain tax positions increase the potential for volatility in its tax rate. As such, it is reasonably possible that the effective tax rates in any individual quarter will vary from the full year expectation. At this time, the Company is unable to estimate what impact that may have on any individual quarter.

Net Income

Net income in the second quarter of 2015 increased $14.4 million compared with 2014. The increase in net income was primarily due to $20.4 million less in expenses in connection with items on the balance sheet and the weakening of the currency exchange rate in Venezuela, as well as pretax gains of $10.5 million from land transactions in the second quarter of 2015, partially offset by the negative $20.4 million translation impact from changes in foreign currency exchange rates, including currency devaluations in Venezuela. Excluding the impact of changes in foreign currency exchange rates and the items noted above, net income increased in the second quarter of 2015, reflecting improved margins on higher sales in South America, primarily in Argentina and Brazil, the contribution margin on higher sales and lower operating costs in Europe, mainly in Germany and the Middle East and North Africa, as well as the contribution margin on higher sales in Tupperware North America. Beauty North America also increased income slightly as a result of changes to the value chain in BeautiControl. These contributions to net income were partially offset by a slight decrease in Asia Pacific despite slightly higher sales with decreased margins in Tupperware Australia and increased manufacturing costs due to lower volume.

Net income for the year-to-date period of 2015 decreased $8.3 million compared with the same period of 2014, including a negative $37.5 million translation impact from changes in foreign currency exchange rates, including currency devaluations in Venezuela in 2014 and the first half of 2015. The factors impacting the year-to-date net income comparisons were similar to those impacting the second quarter comparisons, except for the $13.5 million impairment of the long-term fixed assets in Venezuela during the first quarter of 2015, as well as a slight decrease in year-to-date segment profit in Europe. The expense for items on the balance sheet in Venezuela in the year-to-date periods of 2015 and 2014 was $11.1 million and $35.7 million, respectively.

International operations generated 90 percent and 91 percent of sales in the second quarter and year-to-date period of 2015, respectively, compared with 92 percent of sales in each of the respective periods in 2014. International operations, as a group, generated 97 percent and 99 percent of net segment profit in the second quarter and year-to-date period of 2015, respectively, compared with 100 percent of net segment profit in each of the respective periods in 2014.

The sale of beauty products generated 20 percent of sales in each of the second quarter and year-to-date periods of 2015 and 2014.

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Segment Results
Europe

	13 weeks ended			Change excluding the impact of foreign exchange	Foreign exchange impact	Percent of total	
(In millions)	Jun 27, 2015	Jun 28, 2014	Change			2015	2014
Net sales	$156.1	$186.3	(16)%	3 %	$(35.3)	27	28
Segment profit	26.4	27.9	(5)	17	(5.3)	25	29
Segment profit as percent of sales	16.9 %	15.0 %	1.9 pp	na	na	na	na

	26 weeks ended			Change excluding the impact of foreign exchange	Foreign exchange impact	Percent of total	
(In millions)	Jun 27, 2015	Jun 28, 2014	Change			2015	2014
Net sales	$327.8	$399.6	(18)%	— %	$(71.3)	28	30
Segment profit	55.7	68.2	(18)	(2)	(11.6)	29	35
Segment profit as percent of sales	17.0 %	17.1 %	(0.1) pp	na	na	na	na

na not applicable
pp percentage points

Reported sales decreased 16 percent compared with the second quarter of 2014. Excluding the impact of changes in foreign currency exchange rates, sales increased 3 percent. The increased sales reflected a 2 percent increase in volume and an average price increase of 1 percent, compared with the second quarter of 2014.

Emerging markets accounted for $62.3 million and $66.1 million, or 40 and 36 percent, of the reported sales in the segment in the second quarters of 2015 and 2014, respectively. On a local currency basis, the emerging market units' sales increased by 15 percent, primarily reflecting a significant increase in the Middle East and North Africa due to a larger, more active sales force as a result of successful recruiting campaigns, as well as timing shift benefits in light of the 2015 holiday calendar and fulfillment delays as of the end of the first quarter of 2015 and the second quarter of 2014 due to import restrictions. In addition, Avroy Shlain, the Company's beauty business in South Africa, had a significant increase in sales due to strong recruiting results that increased the sales force size and consequently the volume of products sold, while Tupperware South Africa also had a strong increase in sales due to the effective design of its promotional programs to increase sales force activity.

The established market units' sales decreased by 3 percent on a local currency basis, reflecting a decrease in volume in France, as a result of the lingering impacts on sales force recruiting and party scheduling from the terrorist attacks in January that led to party cancellations and lower sales force activity. Italy also had lower sales, reflecting lower sales force activity and productivity. These decreases were partially offset by Germany, reflecting a larger and more productive sales force in light of improved sales force recruiting and development concepts.

Segment profit decreased $1.5 million, or 5 percent, in the second quarter of 2015 versus 2014, and excluding the impact of foreign currency, was 17 percent higher. The increase was primarily due to the contribution margin on higher sales in Germany and the Middle East and North Africa, as well as lower employee benefits costs, partially offset by the lost contribution margin in France and Italy.

On a year-to-date basis, reported sales and segment profit decreased 18 percent compared with 2014. Excluding the impact of changes in foreign currency exchange rates, sales in 2015 were even with 2014, while segment profit was down slightly. The factors impacting the year-to-date sales and net income comparisons are largely the same as those impacting the quarterly comparison except that the positive impacts from the second quarter of 2015 were not enough to overcome the results of the first quarter.

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The euro, Russian ruble, South African rand and Turkish lira were the main currencies that impacted the year-over-year sales comparisons, while the euro and South African rand were those that significantly impacted the profit comparisons.

Asia Pacific

(In millions)	13 weeks ended Jun 27, 2015	Jun 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact	Percent of total 2015	2014
Net sales	$193.7	$211.1	(8)%	1%	$(18.4)	33	31
Segment profit	41.5	46.5	(11)	(3)	(3.7)	40	48
Segment profit as percent of sales	21.4%	22.0%	(0.6) pp	na	na	na	na

(In millions)	26 weeks ended Jun 27, 2015	Jun 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact	Percent of total 2015	2014
Net sales	$385.4	$410.1	(6)%	2%	$(30.6)	33	31
Segment profit	80.5	87.4	(8)	(1)	(5.9)	42	45
Segment profit as percent of sales	20.9%	21.3%	(0.4) pp	na	na	na	na

na not applicable
pp percentage points

Reported sales decreased 8 percent, compared with the second quarter of 2014. Excluding the impact of foreign currency exchange rates, sales increased 1 percent. The average price increase for the segment was 2 percent, partially offset by a decrease in volume.

Emerging markets accounted for $160.6 million and $168.3 million, or 83 and 80 percent, of the reported sales in the segment in the second quarters of 2015 and 2014, respectively. Compared with 2014, sales in emerging markets in 2015 were negatively impacted by $11.4 million from changes in foreign currency rates. Excluding the impact of changes in foreign currency rates, sales in these units increased 2 percent. The most significant contribution to the increase was in China, where the Company operates a retail outlet model through independent distributors. The increase primarily related to higher volume and productivity due to a positive response to new distributor and outlet incentive programs and promotional offerings. Also contributing to the increase in sales were a larger sales force in Korea from strong recruiting and a more active sales force in the Philippines in connection with a strong product line-up and more focused selling approach. The sales growth in these units was partially offset by a decrease in Indonesia due to low orders from stocking distributors in relation to the sales force's sell through to the end consumers in light of excess inventory from less active sales force earlier in the year.

Reported sales in the established markets decreased 23 percent compared with the second quarter of 2014, including a $6.9 million impact of changes in foreign currency exchange rates. Excluding the impact of changes in foreign currency exchange rates, sales decreased 8 percent compared with 2014, primarily in Tupperware Australia from a less active and productive sales force in response to the design of awards for party hostesses.

Total segment profit decreased 11 percent compared with the second quarter of 2014. Excluding the impact of changes in foreign currency rates, segment profit decreased 3 percent. The decrease was primarily related to the lower sales with lower margins in Tupperware Australia and increased manufacturing costs due to lower volume. This was partially offset by the contribution margin on the higher sales in China.

The year-to-date sales and segment profit variances largely mirrored those of the quarter, except the decrease in profit in Indonesia from lower sales had a larger impact on the year-to-date comparison.

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The Australian dollar, Indonesian rupiah, Japanese yen and Malaysian ringgit were the main currencies that led to the negative foreign currency impact on the year-over-year sales comparisons, while only the Indonesian rupiah significantly impacted the profit comparisons.

Tupperware North America

(In millions)	13 weeks ended Jun 27, 2015	Jun 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact	Percent of total 2015	2014
Net sales	$93.8	$93.4	— %	9 %	$(7.4)	16	14
Segment profit	20.2	19.8	2	14	(2.1)	19	20
Segment profit as percent of sales	21.5 %	21.2 %	0.3 pp	na	na	na	na

(In millions)	26 weeks ended Jun 27, 2015	Jun 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact	Percent of total 2015	2014
Net sales	$173.3	$174.9	(1)%	7 %	$(12.5)	15	13
Segment profit	33.2	33.4	—	11	(3.4)	18	17
Segment profit as percent of sales	19.2 %	19.1 %	0.1 pp	na	na	na	na

na not applicable

pp percentage points

Reported sales in the second quarter of 2015 were even with the second quarter of 2014. Excluding the impact of foreign currency exchange rates, sales increased 9 percent. The increase was mainly in the United States and Canada due to a larger and more active sales force that increased the volume of products sold. Mexico also increased sales due to a larger sales force from incentives geared to retention, as well as improved productivity in connection with attractive promotional offerings. The average price increase for the segment was 3 percent.

Segment profit increased $0.4 million in the second quarter of 2015. Excluding the impact of foreign currency exchange rates, profit increased by 14 percent, reflecting the higher sales along with an improved gross margin in Mexico.

The year-to-date sales and segment profit variances largely mirrored those of the quarter.

The Mexican peso was the main foreign currency that impacted the year-over-year comparisons.

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Beauty North America

	13 weeks ended				Percent of total	
(In millions)	Jun 27, 2015	Jun 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact	2015	2014
Net sales	$65.9	$77.7	(15)%	(4)%	$(9.1)	11	11
Segment profit	3.3	3.0	9	-	(1.4)	3	3
Segment profit as percent of sales	5.0 %	3.9 %	1.1 pp	na	na	na	na

	26 weeks ended					Percent of total	
(In millions)	Jun 27, 2015	Jun 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact	2015	2014
Net sales	$128.8	$151.2	(15)%	(5)%	$(15.1)	11	11
Segment profit	3.0	2.3	30	-	(2.3)	2	1
Segment profit as percent of sales	2.3 %	1.5 %	0.8 pp	na	na	na	na

na not applicable
pp percentage points
\- change is greater than 100%

Reported sales for the segment decreased 15 percent in the second quarter of 2015. Excluding the impact of changes in foreign currency exchange rates, sales decreased 4 percent, primarily from lower sales in BeautiControl due to a less active and less productive sales force, due in part to sales force members beginning to work under an updated compensation plan. The average price increase in this segment was 4 percent.

Segment profit increased by $0.3 million in the second quarter of 2015, reflecting a lower loss by BeautiControl in connection with the new sales force compensation model, improved margins from changes to the pricing structure and more efficient promotional spending. This increase to segment profit was partially offset by lower profit at Fuller Mexico, due to a lower gross margin, increased bad debt expense and promotional spending focused on increasing sales force recruiting and activity.

The year-to-date sales and segment profit variances largely mirrored those of the quarter, although year-to-date sales were also impacted by the decision in 2014 to cease operating the Armand Dupree business in the United States, while year-to-date segment profit benefited from not incurring the operating loss at Armand Dupree in 2014.

The Mexican peso was the main currency that impacted the year-over-year sales comparisons.

Although Fuller Mexico had a decrease in profit in the second quarter of 2015, its performance was not significantly different than under the assumptions used in the step 1 goodwill impairment evaluation performed as of the September 2014 assessment date. If the operating performance is significantly out of line with the assumptions used in the 2014 annual assessment, including changes in projected future revenue, profitability and cash flow; or a significant increase in interest rates or cost of capital, this would have a negative impact on the fair value of the reporting unit, which could result in an impairment to the Fuller Mexico goodwill.

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South America

(In millions)	13 weeks ended Jun 27, 2015	Jun 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact	Percent of total 2015	2014
Net sales	$79.4	$105.8	(25)%	21 %	$(40.3)	13	16
Segment profit (loss)	13.7	(0.4)	-	-	(12.3)	13	—
Segment profit as percent of sales	17.3 %	(0.4)%	17.7 pp	na	na	na	na

(In millions)	26 weeks ended Jun 27, 2015	Jun 28, 2014	Change	Change excluding the impact of foreign exchange	Foreign exchange impact	Percent of total 2015	2014
Net sales	$155.4	$201.7	(23)%	28 %	$(80.7)	13	15
Segment profit	16.9	3.0	-	-	(22.6)	9	2
Segment profit as percent of sales	10.9 %	1.5 %	9.4 pp	na	na	na	na

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na not applicable
pp percentage points
\- change is greater than 100%

Reported sales for the segment decreased 25 percent in the second quarter of 2015. Excluding the impact of changes in all foreign currency exchange rates, sales increased 21 percent. Of the 21 percent increase in sales in local currency, approximately two-thirds reflected the impact of higher prices in the segment, mainly due to inflation in Argentina and Brazil.

The most significant increase in local currency sales was in Brazil, the largest unit in South America, primarily from higher volume of products sold along with increased prices. The volume improvement reflected a significant sales force size advantage and the launch of new, attractive products that energized the sales force and created demand from end consumers. Argentina's sales also increased significantly from higher prices in light of significant inflation.

Segment profit increased $14.1 million in the second quarter of 2015, primarily due to the benefit of incurring $20.4 million less in expenses in 2015 in connection with items on the Venezuelan balance sheet that were impacted by the weakening of the currency exchange rate in Venezuela that occurred in the second quarters of 2015 and 2014. There was also a $9 million translation impact on segment profit from the devaluation of the Venezuelan bolivar to U.S. dollar rate used in 2015 versus 2014. Excluding the impact of changes in all foreign currency exchange rates, including balance sheet related items in Venezuela, segment profit increased $6.0 million, primarily due to higher sales and an improved gross margin in Argentina and Brazil.

The year-to-date sales and segment profit variances largely mirrored those of the quarter. The expense for items on the balance sheet in Venezuela in the year-to-date periods of 2015 and 2014 was $11.1 million and $35.7 million, respectively.

The Brazilian real and Venezuelan bolivar had the most significant negative impacts on the year-over-year sales and profit comparisons.

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The bolivar to U.S. dollar exchange rates used in translating the Company's 2014 operating activity was 6.3 in the first quarter, 10.8 in the second quarter and 50.0 in the second half of 2014 and in January 2015. In February 2015, the Venezuelan government launched an overhaul of its foreign currency exchange structure for obtaining U.S. dollars, eliminating the SICAD 2 auction process and introducing the Simadi mechanism. As a result, the Company used 172.0 bolivars to the U.S. dollar to translate its February 2015 operating activity and 190.0 to translate its March 2015 operating activity and to remeasure the end of March balance sheet. The Company used a rate of 198.0 as of the end of the second quarter of 2015. The Company continues to expect to use the Simadi rate to translate future operating activity. The impact of re-measuring the net monetary assets and recording in cost of sales inventory at the exchange rate when it was purchased or manufactured was $9.3 million and $1.8 million in the first and second quarter of 2015, respectively.

In light of the currency exchange mechanism, the Company is not able to predict, at this time, whether it will be able to exchange Venezuelan bolivars into U.S. dollars or what rate will be available in the future as the rate is expected to fluctuate on a daily basis. If the exchange rate used by the Company to translate its Venezuelan results was at approximately 198 bolivars to the U.S. dollar throughout 2015, there will be translation impacts on the third and fourth quarter sales from the weaker rate compared with 2014 of $4.0 million and $3.7 million, respectively, and on segment profit of $0.7 million and $0.3 million, respectively. In addition, the Company expects the negative impact of recording in cost of sales inventory at the exchange rate at which it was purchased to be $1 million in the third quarter of 2015.

As of the end of the second quarter of 2015, the Company had $2 million in net monetary assets denominated in Venezuelan bolivars (measured at the Simadi rate), including $2 million in cash and cash equivalents, which would be directly impacted by any changes in the exchange rate. In addition, there were $25.5 million in cumulative foreign currency translation losses related to Venezuela included in equity within the consolidated balance sheets. Sales and segment profit in Venezuela, measured at the current Simadi rate, represent less than half a percent of total Company sales and segment profit.

Financial Condition

Liquidity and Capital Resources: Net working capital increased by $32.7 million in the first half of 2015, including a negative $15 million net impact due to weaker foreign currency exchange rates in relation to the U.S. dollar. The change in working capital was primarily due to a decrease in accounts payable and accrued liabilities, due to the timing of payments around year-end and estimated tax payments in the first half of 2015, as well as a local currency increase in inventory and accounts receivable. These increases to working capital were partially offset by an increase in short-term debt.

The Company continues to carry debt in connection with the $600 million in Senior Notes due in 2021.

On June 9, 2015, the Company and its wholly owned subsidiary Tupperware International Holdings B.V. entered into Amendment No. 2 (the "Amendment") to their Credit Agreement. The Amendment (i) reduces the aggregate amount available to the Company and the Subsidiary Borrower under the Credit Agreement from $650 million to $600 million (the “Facility Amount”), (ii) extends the revolving maturity date of the Credit Agreement from September 11, 2018 to June 9, 2020, and (iii) amends the applicable margins for borrowings and the commitment fee to be generally more favorable for the Company.

As of June 27, 2015, the Company had total borrowings of $258.1 million outstanding under its Credit Agreement, including $179.6 million denominated in euro.

Loans taken under the Credit Agreement bear interest under a formula that includes, at the Company's option, one of three different base rates, plus an applicable spread. As of June 27, 2015, the Credit Agreement dictated a spread of 150 basis points, which gave the Company a weighted average interest rate on LIBOR based borrowings of 1.51 percent under the Credit Agreement.

The Company routinely increases its revolver borrowings under the Credit Agreement and uncommitted lines during each quarter to fund operating, investing and financing activities and uses cash available at the end of each quarter to reduce borrowing levels. As a result, the Company incurs more interest expense and has higher foreign exchange exposure on the value of its cash during each quarter than would relate solely to the quarter end cash and debt balances.

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The Credit Agreement contains customary covenants, including financial covenants requiring a minimum level of interest coverage and allowing a maximum amount of leverage. As of June 27, 2015, and currently, the Company had considerable cushion under its financial covenants. However, economic conditions, adverse changes in foreign exchange rates, lower than foreseen sales, profit and/or cash flow generation, share repurchases or the occurrence of other events discussed under “Forward Looking Statements” and elsewhere could cause noncompliance.

At June 27, 2015, the Company had $612.1 million of unused lines of credit, including $340.1 million under the committed, secured Credit Agreement, and $272.0 million available under various uncommitted lines around the world. With the agreement of its lenders, if necessary, the Company is permitted to increase its borrowing capacity under the Credit Agreement by a total of up to $200 million.

See Note 9 to the Consolidated Financial Statements for further details regarding the Company's debt.

The Company monitors the third-party depository institutions that hold its cash and cash equivalents and diversifies its cash and cash equivalents among counterparties, which minimizes exposure to any one of these entities. Furthermore, the Company is exposed to financial market risk resulting from changes in interest rates, foreign currency rates and the possible liquidity and credit risks of its counterparties. The Company believes that it has sufficient liquidity to fund its working capital and capital spending needs and its current dividend. This liquidity includes its cash and cash equivalents, which totaled $74.1 million as of June 27, 2015, cash flows from operating activities, and access to its Credit Agreement, as well as access to other various uncommitted lines of credit around the world. The Company has not experienced any limitations on its ability to access its committed facility.

Cash and cash equivalents (“cash”) totaled $74.1 million as of June 27, 2015. Of this amount, $73.2 million was held by foreign subsidiaries. Approximately half of the cash held outside of the United States was not eligible for repatriation due to the level of past statutory earnings by the foreign unit in which the cash was held or other local restrictions. The remaining cash is subject to repatriation tax effects. The Company's current intent is to indefinitely reinvest these funds in its foreign units, as the cash is needed to fund on-going operations. In the event circumstances change, leading to the conclusion that these funds will not be indefinitely reinvested, the Company would need to provide at that time for the income taxes that would be triggered upon their repatriation.

The Company’s most significant exposures are to the euro, the Indonesian rupiah and the Mexican peso, as well as the Brazilian real, Chinese renminbi and Malaysian ringgit. Business units in which the Company generated at least $100 million of sales in 2014 included Brazil, China, France, Germany, Indonesia, Malaysia/Singapore, Fuller Mexico, Tupperware Mexico and Tupperware United States and Canada. Of these units, sales by Brazil, Indonesia and Fuller Mexico exceeded $200 million. Downturns in the Company's business in these units, including but not limited to, difficulties in the recruitment, retention and activity of the Company's independent sales force or the success of new products and/or promotional programs, adversely impacts the Company's ability to generate operating cash flows.

Operating Activities: Net cash provided by operating activities for the periods ended June 27, 2015 and June 28, 2014 was $24.1 million and $44.1 million, respectively. The unfavorable comparison primarily reflected a reduction in accounts payable and accrued liabilities, reflecting payments around year end 2014 versus 2013, as well as a decrease in cash elements of net income as the result of weaker foreign currency exchange rates in relation to the U.S. dollar. The net impact of these items was partially offset by a reduction in outflows of cash related to other net working capital items, particularly in inventory and non-trade receivables due to the timing of cash receipts related to value added taxes.

Investing Activities: During the first half of 2015 and 2014, the Company had $27.8 million and $31.2 million, respectively, of capital expenditures. In both 2015 and 2014, the most significant capital expenditures were related to molds. In 2015 and 2014, capital expenditures included $5.9 million and $5.1 million, respectively, related to increasing supply chain capabilities to support operations. In 2015, capital expenditures included $3.0 million related to global software upgrades. Partially offsetting the capital spending in 2015 and 2014 were proceeds from the sale of long-term assets of $14.4 million and $5.5 million, respectively, primarily reflecting transactions associated with land near the Company's Orlando, Florida headquarters.

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Financing Activities: Dividends paid to shareholders were $69.7 million and $66.9 million in the first half of 2015 and 2014, respectively. The higher 2015 amount was due to the increase in the dividends paid from $1.30 per share to $1.36 per share in the first half of 2014 and 2015, respectively, partially offset by a 2014 reduction in the number of shares outstanding in connection with the Company's share repurchase program. Proceeds received from the exercise of stock options were $4.9 million and $10.7 million in the year-to-date periods of 2015 and 2014, respectively. The Company also increased revolver borrowings through its Credit Agreement by $62.1 million for the funding of other financing activities.

Open market share repurchases by the Company are permitted under an authorization that runs until February 1, 2017 and allows up to $2.0 billion to be spent. Under this program, the Company repurchased 0.3 million shares for $24.4 million in the year-to-date period of 2014. There were no share repurchases under this program during the year-to-date period of 2015. Program-to-date beginning in 2007 and through the end of June 2015, the Company had spent $1.29 billion to repurchase 21.3 million shares. Going forward, in setting share repurchase amounts, the Company expects to target over time a debt-to-EBITDA ratio of 1.75 times (as defined in the Company's Credit Agreement). Based on the Company’s current debt level, its expected disbursements for dividends in the remainder of 2015, and its projected 2015 cash flow and EBITDA that have been negatively impacted versus 2014 by strengthening of the U.S. dollar, the Company does not currently plan to make open market share repurchases in 2015.

Repurchases under the Company’s stock incentive programs are made when employees use shares to satisfy the minimum statutorily required withholding taxes. In the year-to-date periods of 2015 and 2014, 12,300 and 87,290 shares were retained to fund withholding taxes, totaling $0.9 million and $7.0 million, respectively.

New Pronouncements

Refer to Note 18 to the Consolidated Financial Statements for a discussion of new pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

One of the Company's market risks is its exposure to the impact of interest rate changes on its borrowings. The Company has elected to manage this risk through the maturity structure of its borrowings and the currencies in which it borrows.

Loans taken under the Credit Agreement are of a short duration and bear interest under a formula that includes, at the Company's option, one of three different base rates, plus an applicable spread. The Company generally selects the London interbank offered rate ("LIBOR"). As of June 27, 2015, the Credit Agreement dictated a spread of 150 basis points, which gave the Company a weighted average interest rate on its U.S. dollar and euro denominated LIBOR based borrowings under the Credit Agreement of 1.51 percent.

As of June 27, 2015, the Company had total borrowings of $258.1 million outstanding under its Credit Agreement, with $179.6 million denominated in euro. If short-term interest rates varied by 10 percent, which in the Company's case would mean short duration U.S. dollar and euro LIBOR, with all other variables remaining constant, the Company's annual interest expense would not be significantly impacted.

The Company routinely increases its revolver borrowings under the Credit Agreement and uncommitted lines during each quarter to fund operating, investing and financing activities and uses cash available at the end of each quarter to reduce borrowing levels. As a result, the Company incurs more interest expense and has higher foreign exchange exposure on the value of its cash during each quarter than would relate solely to the quarter end cash and debt balances.

A significant portion of the Company's sales and profit come from its international operations. Although these operations are geographically dispersed, which partially mitigates the risks associated with operating in particular countries, the Company is subject to the usual risks associated with international operations. These risks include local political and economic environments and relations between foreign and U.S. governments.

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Another economic risk of the Company is exposure to changes in foreign currency exchange rates on the earnings, cash flows and financial position of its international operations. The Company is not able to project, in any meaningful way, the effect of these possible fluctuations on translated amounts or future earnings. This is due to the Company's constantly changing exposure to various currencies, the fact that all foreign currencies do not react in the same manner in relation to the U.S. dollar and the large number of currencies involved, although the Company's most significant income and cash flow exposures are to the euro, Indonesian rupiah and Mexican peso, with meaningful exposures as well to the Brazilian real, Chinese renminbi and Malaysian ringgit.

Although this currency risk is partially mitigated by the natural hedge arising from the Company's local product sourcing in many markets, a strengthening U.S. dollar generally has a negative impact on the Company. In response to this fact, the Company uses financial instruments, such as forward contracts, to hedge its exposure to certain foreign exchange risks associated with a portion of its investment in international operations. In addition to hedging against the balance sheet impact of changes in exchange rates, the hedge of investments in international operations also has the effect of hedging a portion of cash flows from those operations. The Company also hedges, with these instruments, certain other exposures to various currencies arising from amounts payable and receivable, non-permanent intercompany transactions and a portion of purchases forecasted in up to the following 15 months. The Company does not seek to hedge the impact of currency fluctuations on the translated value of the sales, profit or cash flow generated by its operations.

While the Company's hedges of its equity in its foreign subsidiaries and its fair value hedges of balance sheet risks all work together to mitigate its exposure to foreign exchange gains or losses, they result in an impact to operating cash flows as they are settled. For the year-to-date periods ended June 27, 2015 and June 28, 2014, the cash flow impact of these currency hedges were outflows of $5.1 million and $0.6 million, respectively.

The U.S. dollar equivalent of the Company's most significant net open foreign currency hedge positions as of June 27, 2015 were to buy euro $54.2 million and to sell Indonesian rupiah $15.2 million. In agreements to sell foreign currencies in exchange for U.S. dollars, for example, an appreciating dollar versus the opposing currency would generate a cash inflow for the Company at settlement, with the opposite result in agreements to buy foreign currencies for U.S. dollars. The notional amounts change based upon changes in the Company's outstanding currency exposures. Based on rates existing as of June 27, 2015, the Company was in a net payable position of approximately $3.0 million related to its currency hedges, which upon settlement, could have a significant impact on the Company's cash flow. The Company records the impact of forward points in net interest expense.

A precise calculation of the impact of currency fluctuations is not practical since some of the contracts are between non-U.S. dollar currencies. The Company continuously monitors its foreign currency exposure and expects to enter into additional contracts to hedge exposure in the future. See further discussion regarding the Company's hedging activities for foreign currency in Note 10 to the Consolidated Financial Statements.

The Company is subject to credit risks relating to the ability of counterparties of hedging transactions to meet their contractual payment obligations. The risks related to creditworthiness and nonperformance have been considered in the determination of fair value for the Company's foreign currency forward exchange contracts. The Company continues to closely monitor its counterparties and will take action, as appropriate and possible, to further manage its counterparty credit risk.

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The Company is also exposed to rising material prices in its manufacturing operations and, in particular, the cost of oil and natural gas-based resins, including the fact that in some cases resin prices are actually in, or are based on, currencies other than that of the unit buying the resin, which introduces a currency exposure that is incremental to the exposure to changing market prices. This is the primary material used in production of most Tupperware® products, and the Company estimates that 2015 cost of sales will include approximately $150 million for the cost of resin in the Tupperware® brand products it produces and has contract manufactured. The Company uses many different kinds of resins in its products. About three-fourths of its resins are "polyolefins" (simple chemical structure, easily refined from oil), and as such, the price of these is strongly affected by the underlying price of oil and natural gas. The remaining one-fourth of its resins is more highly engineered, where the price of oil and natural gas plays a less direct role in determining price. With a comparable product mix and exchange rates, a 10 percent fluctuation in the cost of resin would impact the Company's annual cost of sales by approximately $15 million compared with the prior year. For the second quarter of 2015, the Company estimates its cost of sales of the Tupperware® products it produced and had contract manufactured was positively impacted by approximately $2 million in local currency due to resin cost changes, as compared with 2014. For full year 2015, the estimated impact of resin cost changes, on a local currency basis, on the Company's cost of sales of the Tupperware® products it produces and has contract manufactured is a benefit of approximately $6 million, as compared with 2014. In addition to the impact of the price of oil and natural gas, the price the Company pays for its resins is also impacted by the relative changes in supply and demand. The Company partially manages its risk associated with rising resin costs by utilizing a centralized procurement function that is able to take advantage of bulk discounts while maintaining multiple suppliers and also enters into short-term pricing arrangements. It also manages its margin through cash flow hedges in some cases when it purchases resin in currencies, or effectively in currencies, other than that of the purchasing unit and through the pricing of its products, with price increases on its product offerings generally in line with consumer inflation in each market, and its mix of sales through its promotional programs and promotionally priced offers. It also, on occasion, makes advance material purchases to take advantage of current favorable pricing. At this point in time, the Company has determined that entering into forward contracts for resin is not practical or cost beneficial and has no such contracts in place. However, should circumstances warrant, the Company may consider such contracts in the future.

The Company has a program to sell land held for development around its Orlando, Florida headquarters ("Orlando Land"). This program is exposed to the risks inherent in the real estate development process. Included among these risks is the ability to obtain all government approvals, the success of attracting tenants for commercial or residential developments in the Orlando real estate market, obtaining financing and general economic conditions, such as interest rate increases. Based on the variety of factors that impact the Company's ability to close sales transactions, it cannot predict when the program will be completed.

Forward-Looking Statements

Certain written and oral statements made or incorporated by reference from time to time by the Company or its representatives in this report, other reports, filings with the Securities and Exchange Commission, press releases, conferences or otherwise are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements in this report or elsewhere that are not based on historical facts or information are forward-looking statements. Such forward-looking statements involve risks and uncertainties which may cause actual results to differ materially from those projected in forward-looking statements. Such risks and uncertainties include, among others, the following:

- successful recruitment, retention and productivity levels of the Company's independent sales forces;
- disruptions caused by the introduction of new or revised distributor operating models or sales force compensation systems or allegations by equity analysts or others as to the legality or viability of the Company's business model;
- success of new products and promotional programs;
- the ability to implement appropriate product mix and pricing strategies;
- governmental regulation of materials used in products coming into contact with food (e.g. polycarbonate), as well as beauty, personal care and nutritional products;

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- the ability to procure and pay for at reasonable economic cost, sufficient raw materials and/or finished goods to meet current and future consumer demands at reasonable suggested retail pricing levels in certain markets, particularly Argentina, Ecuador, Egypt and Venezuela due to government regulations and restrictions;
- the impact of changes in consumer spending patterns and preferences, particularly given the global nature of the Company's business;
- the value of long-term assets, particularly goodwill and indefinite and definite lived intangibles associated with acquisitions, and the realizability of the value of recognized tax assets;
- changes in plastic resin prices, other raw materials and packaging components, the cost of converting such items into finished goods and procured finished products and the cost of delivering products to customers;
- the introduction of Company operations in new markets outside the United States;
- general social, economic and political conditions in markets, such as in Argentina, Ecuador, Egypt, Greece, Russia, Turkey, Ukraine and Venezuela and other countries impacted by such events;
- issues arising out of the sovereign debt in the countries in which the Company operates, such as in Argentina and those in the Euro zone, resulting in potential economic and operational challenges for the Company's supply chains, heightened counterparty credit risk due to adverse effects on customers and suppliers, exchange controls and translation risks due to potential impairments of investments in affected markets and the potential for banks with which the Company maintains lines of credit to be unable to fulfill their commitments;
- disruptions resulting from either internal or external labor strikes, work stoppages, or similar difficulties;
- changes in cash flow resulting from changes in operating results, including from changes in foreign exchange rates, working capital management, debt payments, share repurchases and hedge settlements;
- the impact of currency fluctuations on the value of the Company's operating results, assets, liabilities and commitments of foreign operations generally, including their cash balances, the results of those operations, the cost of sourcing products across geographies and the success of foreign hedging and risk management strategies;
- the impact of natural disasters, terrorist activities and epidemic or pandemic disease outbreaks;
- the ability to repatriate, or otherwise make available, cash in the United States and to do so at a favorable foreign exchange rate and with favorable tax ramifications;
- the ability to obtain all government approvals on, and to control the cost of infrastructure obligations associated with, property, plant and equipment;
- the ability to timely and effectively implement, transition, maintain and protect necessary information technology systems and infrastructure;
- the ability to attract and retain certain executive officers and key management personnel;
- the success of land buyers in attracting tenants for commercial and residential development and obtaining financing;
- the costs and covenant restrictions associated with the Company's credit arrangements;
- integration of non-traditional product lines into Company operations;

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- the effect of legal, regulatory and tax proceedings, as well as restrictions imposed on the Company's operations or Company representatives by foreign governments, including exposure to tax responsibilities imposed on the sales force and their potential impact on the sales force's value chain and resulting disruption to the business and actions taken by governments to set or restrict the freedom of the Company to set its own prices or its suggested retail prices for product sales by its sales force to end consumers and actions taken by governments to restrict the ability to convert local currency to other currencies in order to satisfy obligations outside the country generally, and in particular Argentina, Egypt and Venezuela;
- the effect of competitive forces in the markets in which the Company operates, particularly related to sales of beauty, personal care and nutritional products, where there are a greater number of competitors;
- the impact of counterfeit and knocked-off products in the markets in which the Company operates and the effect this can have on the confidence of the Company's sales force members;
- the impact of changes in U.S. federal, state and foreign tax or other laws;
- the Company's access to, and the costs of, financing; and
- other risks discussed in Item 1A, Risk Factors, of the Company's 2014 Annual Report on Form 10-K, as well as the Company's Consolidated Financial Statements, Notes, other financial information appearing elsewhere in this report and the Company's other filings with the United States Securities and Exchange Commission.

Other than updating for changes in foreign currency exchange rates through its monthly website updates, the Company does not intend to update forward-looking information, except through its quarterly earnings releases, unless it expects diluted earnings per share for the current quarter, excluding items impacting comparability and changes versus its guidance of the impact of changes in foreign exchange rates, to be significantly below its previous guidance.

Investors should also be aware that while the Company does, from time to time, communicate with securities analysts, it is against the Company's policy to disclose to them any material non-public information or other confidential commercial information. Accordingly, it should not be assumed that the Company agrees with any statement or report issued by any analyst irrespective of the content of the confirming financial forecasts or projections issued by others.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) that are designed to ensure that information required to be disclosed in the Company's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As of the end of the period covered by this report, management, under the supervision of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of the disclosure controls and procedures were effective.

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Changes in Internal Controls

There have been no significant changes in the Company's internal control over financial reporting during the Company's second quarter that have materially affected or are reasonably likely to materially affect its internal control over financial reporting, as defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934.

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PART II
OTHER INFORMATION
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
None.
Item 6. Exhibits
(a) Exhibits

31.1	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer
32.1	Certification Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code by the Chief Executive Officer
32.2	Certification Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code by the Chief Financial Officer
101	The following financial statements from Tupperware Brands Corporation's Quarterly Report on Form 10-Q for the quarter ended June 27, 2015, filed on August 4, 2015, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Income, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Cash Flows and (v) Notes to Consolidated Financial Statements, tagged in detail.

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SIGNATURES

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

TUPPERWARE BRANDS CORPORATION

By: /S/ MICHAEL S. POTESHMAN
Executive Vice President and Chief Financial Officer

By: /S/ NICHOLAS K. POUCHER
Senior Vice President and Controller

Orlando, Florida
August 4, 2015

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