SHERWIN WILLIAMS CO
Form 10-Q
July 25, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark One)
x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the Period Ended June 30, 2018
or
o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period from to
Commission file number 1-04851

THE SHERWIN-WILLIAMS COMPANY
(Exact name of registrant as specified in its charter)

OHIO (State or other jurisdiction of incorporation or organization)	34-0526850 (I.R.S. Employer Identification No.)
101 West Prospect Avenue, Cleveland, Ohio	44115-1075
(Address of principal executive offices)	(Zip Code)

(216) 566-2000
(Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one:)

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o
Emerging growth company	o		

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Stock, $1.00 Par Value – 93,381,022 shares as of June 30, 2018.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION
Item 1. Financial Statements
THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED INCOME AND COMPREHENSIVE INCOME (UNAUDITED)
Thousands of dollars, except per share data

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net sales	$4,773,796	$3,735,817	$8,738,802	$6,497,204
Cost of goods sold	2,735,168	2,001,200	5,013,327	3,419,534
Gross profit	2,038,628	1,734,617	3,725,475	3,077,670
Percent to net sales	42.7 %	46.4 %	42.6 %	47.4 %
Selling, general and administrative expenses	1,307,861	1,153,779	2,522,426	2,164,800
Percent to net sales	27.4 %	30.9 %	28.9 %	33.3 %
Other general expense - net	26,979	1,775	29,969	2,051
Amortization	73,893	28,918	158,942	35,088
Interest expense	93,507	56,729	185,054	82,424
Interest and net investment income	(559)	(3,091)	(2,177)	(4,371)
Other income - net	(1,139)	(12,496)	(10,411)	(17,930)
Income from continuing operations before income taxes	538,086	509,003	841,672	815,608
Income taxes	134,482	148,352	187,941	215,805
Net income from continuing operations	403,604	360,651	653,731	599,803
Loss from discontinued operations (see Note 4)				
Income taxes		41,540		41,540
Net loss from discontinued operations	—	(41,540)	—	(41,540)
Net income	$403,604	$319,111	$653,731	$558,263
Basic net income per common share				
Continuing operations	$4.34	$3.89	$7.02	$6.47
Discontinued operations	—	(.45)	—	(.45)
Net income per common share	$4.34	$3.44	$7.02	$6.02
Diluted net income per common share				
Continuing operations	$4.25	$3.80	$6.86	$6.34
Discontinued operations	—	(.44)	—	(.44)
Net income per common share	$4.25	$3.36	$6.86	$5.90
Average shares outstanding - basic	92,926,421	92,841,148	93,132,993	92,695,853
Average shares and equivalents outstanding - diluted	94,884,187	94,968,636	95,258,956	94,697,439
Comprehensive income	196,810	349,288	$496,152	$579,378

See notes to condensed consolidated financial statements.

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
Thousands of dollars

	June 30, 2018	December 31, 2017	June 30, 2017
Assets			
Current assets:			
Cash and cash equivalents	$154,973	$204,213	$210,049
Accounts receivable, less allowance	2,625,066	2,104,555	2,377,874
Inventories:			
Finished goods	1,443,538	1,415,339	1,468,671
Work in process and raw materials	431,113	386,036	386,266
	1,874,651	1,801,375	1,854,937
Other current assets	382,515	355,697	411,141
Total current assets	5,037,205	4,465,840	4,854,001
Property, plant and equipment:			
Land	245,247	254,676	259,415
Buildings	919,212	962,094	961,870
Machinery and equipment	2,589,790	2,572,963	2,595,633
Construction in progress	143,393	177,056	134,518
	3,897,642	3,966,789	3,951,436
Less allowances for depreciation	2,121,264	2,089,674	2,061,519
	1,776,378	1,877,115	1,889,917
Goodwill	6,994,206	6,814,345	7,178,113
Intangible assets	5,463,518	6,002,361	6,002,534
Deferred pension assets	301,664	296,743	224,695
Other assets	581,761	502,023	568,138
Total assets	$20,154,732	$19,958,427	$20,717,398
Liabilities and Shareholders' Equity			
Current liabilities:			
Short-term borrowings	$650,718	$633,731	$51,904
Accounts payable	2,049,123	1,791,552	1,783,648
Compensation and taxes withheld	405,762	508,166	395,867
Accrued taxes	173,022	79,901	320,890
Current portion of long-term debt	1,179	1,179	701,101
Other accruals	910,283	972,651	898,503
Total current liabilities	4,190,087	3,987,180	4,151,913
Long-term debt	9,722,918	9,885,745	10,751,284
Postretirement benefits other than pensions	276,796	274,675	253,434
Deferred income taxes	1,380,370	1,434,196	2,467,348
Other long-term liabilities	837,472	684,443	702,159
Shareholders' equity:			
Common stock—$1.00 par value:			
93,381,022, 93,883,645 and 93,410,169 shares outstanding at June 30, 2018, December 31, 2017 and June 30, 2017, respectively	117,964	117,561	117,071
Other capital	2,795,196	2,723,183	2,606,757
Retained earnings	5,997,628	5,502,730	4,448,788
Treasury stock, at cost	(4,621,250)	(4,266,416)	(4,262,120)

Cumulative other comprehensive loss	(542,449)	(384,870)	(519,236)
Total shareholders' equity	3,747,089	3,692,188	2,391,260
Total liabilities and shareholders’ equity	$20,154,732	$19,958,427	$20,717,398

See notes to condensed consolidated financial statements.

3

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS (UNAUDITED)
Thousands of dollars

	Six Months Ended	
	June 30, 2018	June 30, 2017
OPERATING ACTIVITIES		
Net income	$653,731	$558,263
Adjustments to reconcile net income to net operating cash:		
Loss from discontinued operations	—	41,540
Depreciation	144,133	94,965
Amortization of intangible assets	158,942	35,088
Amortization of inventory purchase accounting adjustments	—	36,278
Stock-based compensation expense	36,776	35,866
Amortization of credit facility and debt issuance costs	5,513	2,940
Provisions for qualified exit costs	9,941	12,828
Provisions for environmental-related matters	32,018	1,629
Defined benefit pension plans net cost	(868)	10,554
Net change in postretirement liability	996	(7,422)
Deferred income taxes	27,455	(6,968)
Other	(9,995)	(630)
Change in working capital accounts - net	(471,675)	(239,495)
Costs incurred for environmental-related matters	(8,473)	(6,059)
Costs incurred for qualified exit costs	(14,325)	(8,904)
Other	14,927	25,660
Net operating cash	579,096	586,133
INVESTING ACTIVITIES		
Capital expenditures	(101,826)	(83,635)
Acquisitions of businesses, net of cash acquired and divestiture (see Note 4)	—	(8,806,282)
Proceeds from sale of assets	14,354	37,131
Increase in other investments	(19,511)	(11,444)
Net investing cash	(106,983)	(8,864,230)
FINANCING ACTIVITIES		
Net increase (decrease) in short-term borrowings	23,985	(228,785)
Proceeds from long-term debt	—	7,984,375
Payments of long-term debt	(151,794)	(176)
Payments for credit facility and debt issuance costs	(113)	(45,454)
Payments of cash dividends	(161,641)	(158,934)
Proceeds from stock options exercised	33,419	79,157
Treasury stock purchased	(334,155)	—
Other	73,586	(26,420)
Net financing cash	(516,713)	7,603,763
Effect of exchange rate changes on cash	(4,640)	(5,410)
Net decrease in cash and cash equivalents	(49,240)	(679,744)
Cash and cash equivalents at beginning of year	204,213	889,793
Cash and cash equivalents at end of period	$154,973	$210,049

Income taxes paid	$95,181	$121,115
Interest paid	185,065	31,816

See notes to condensed consolidated financial statements.

4

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
Periods ended June 30, 2018 and 2017

NOTE 1—BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

There have been no significant changes in critical accounting policies since December 31, 2017, except as described in Note 2. Accounting estimates were revised as necessary during the first six months of 2018 based on new information and changes in facts and circumstances. Certain amounts in the 2017 condensed consolidated financial statements have been reclassified to conform to the 2018 presentation. See Note 2.

The Company primarily uses the last-in, first-out (LIFO) method of valuing inventory. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management’s estimates of expected year-end inventory levels and costs are subject to the final year-end LIFO inventory valuation. In addition, interim inventory levels include management’s estimates of annual inventory losses due to shrinkage and other factors. For further information on inventory valuations and other matters, refer to the consolidated financial statements and footnotes thereto included in the Company’s Form 10-K for the year ended December 31, 2017.

The consolidated results for the three and six months ended June 30, 2018 are not necessarily indicative of the results to be expected for the year ending December 31, 2018.

NOTE 2—RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Adopted in 2018

Effective January 1, 2018, the Company adopted Accounting Standards Update (ASU) No. 2014-09, "Revenue from Contracts with Customers," and all the related amendments (Accounting Standards Codification (ASC) 606). ASC 606 consists of a comprehensive revenue recognition standard, which requires the recognition of revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which the entity expects to be entitled. The Company adopted the standard using the modified retrospective method and applied it to all contracts. Under the modified retrospective method, the comparative periods are not restated.

The only significant change that resulted from the new revenue standard was that certain advertising support that was previously classified as Selling, general and administrative expenses is now classified as a reduction of revenue. This reclassification had no effect on Net income, and therefore, there was no adjustment to the opening balance of retained earnings. During the six months ended June 30, 2018, this change resulted in $53.1 million within Consumer Brands Group being recorded as a reduction of Net sales rather than in Selling, general and administrative expenses. The Company does not expect the adoption of the new revenue standard to have a material impact on its Net income on an ongoing basis. Refer to Note 3 for additional information.

Effective January 1, 2018, the Company adopted ASU No. 2017-07, "Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Costs." The standard requires the service component of pension and other postretirement benefit expense to be presented in the same income statement lines as other employee compensation costs, and the other components to be presented outside of operating income. The guidance on the presentation of components of pension and other postretirement benefit expense was adopted retrospectively, as required, and the practical expedient allowing estimates for comparative periods using the information previously disclosed in the pension and other postretirement benefit plan note was elected. The following table summarizes the impact of the standard for the six months ended June 30, 2018 and 2017.

(Thousands of dollars)

	Six Months Ended June 30, 2018		Six Months Ended June 30, 2017		
	Impact of ASU 2017-07	As Reported	As Previously Reported (Without Adoption of ASU 2017-07)	Reclass for ASU 2017-07	As Reported in 2018
Cost of goods sold	$1,489	$5,013,327	$3,416,874	$2,660	$3,419,534
Selling, general and administrative expenses	5,958	2,522,426	2,155,667	9,133	2,164,800
Other expense (income) - net	(7,447)	(10,411)	(6,137)	(11,793)	(17,930)

Effective January 1, 2018, the Company adopted ASU No. 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities," which amends the guidance for certain aspects of recognition, measurement and disclosure of financial instruments. As a result of this standard, changes in fair value of available-for-sale marketable securities that were previously recognized in other comprehensive income are now recognized in earnings. In addition, in accordance with the guidance, the Company reclassified its opening unrealized gains balance of $2.3 million to Retained earnings. The adoption of this standard did not have a significant impact on the Company's results of operations, financial condition or liquidity.

Not Yet Adopted

In February 2018, the FASB issued ASU No. 2018-02, "Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income." This ASU allows a reclassification from accumulated other comprehensive income to retained earnings stranded tax effects resulting from the Tax Cuts and Jobs Act. The ASU is effective for fiscal years beginning after December 15, 2018, and early adoption is permitted. The Company is evaluating the impact of the standard.

In February 2016, the FASB issued ASU No. 2016-02, "Leases," which consists of a comprehensive lease accounting standard. Under the new standard, assets and liabilities arising from most leases will be recognized on the balance sheet. Leases will be classified as either operating or financing, and the lease classification will determine whether expense is recognized on a straight-line basis (operating leases) or based on an effective interest method (financing leases). The new standard is effective for interim and annual periods starting in 2019. A modified retrospective transition approach is required with certain practical expedients available. The Company has made significant progress with its assessment process and anticipates this standard will have a material impact on its consolidated balance sheet. While the Company continues to assess all potential impacts of the standard, it currently believes the most significant impact relates to recording lease assets and related liabilities on the balance sheet for its retail operations in The Americas Group.

NOTE 3—REVENUE

The Company manufactures and sells paint, stains, supplies, equipment and floor covering through Company-owned stores, branded and private label products through retailers, and a broad range of industrial coatings directly to global manufacturing customers through company-operated branches. A large portion of the Company's revenue is recognized at a point in time and made to customers who are not engaged in a long-term supply agreement or any form of contract with the Company. These sales are paid for at the time of sale in cash, credit card, or may be on account with the vast majority of customers having terms between 30 and 60 days, not to exceed one year. Many customers who purchase on account take advantage of early payment discounts offered by paying within 30 days of being invoiced. The Company estimates variable consideration or performs a constraint analysis for these sales on the basis of both historical information and current trends to estimate the expected amount of discounts to which customers are likely to be entitled.

The remaining revenue is governed by long-term supply agreements and related purchase orders (“contracts”) which specify shipping terms and aspects of the transaction price including rebates, discounts and other sales incentives, such as advertising support. Contracts are at standalone pricing. The performance obligation in these contracts is determined by each of the individual purchase orders and the respective stated quantities, with revenue being recognized at a point in time when obligations under the terms of the agreement are satisfied. This generally occurs with the transfer of control of our products to the customer. Sales, value add, and other taxes we collect concurrent with revenue-producing activities are excluded from revenue.

Refer to Note 15 for the Company's disaggregation of Net sales by reportable segment. As the reportable segments are aligned by similar economic factors, trends and customers, this disaggregation best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

The Company has made payments or credits for rebates or incentives at the beginning of a long-term contract where future revenue is expected and before satisfaction of performance obligations. Under these circumstances, the Company recognizes a contract asset and amortizes these prepayments over the expected benefit life of the long-term contract typically on a straight-line basis. Management judgment is required when estimating sales-based variable consideration, determining whether it is constrained, measuring obligations for returns, refunds, and determining amortization periods for prepayments.

The majority of variable consideration in the Company’s contracts include a form of volume rebate, discounts, and other incentives, where the customer receives a retrospective percentage rebate based on the amount of their purchases. In these situations, the rebates are accrued as a fixed percentage of sales and recorded as a reduction of net sales until paid to the customer per the terms of the supply agreement. Forms of variable consideration such as tiered rebates, whereby a customer receives a retrospective price decrease dependent on the volume of their purchases, are calculated using a forecasted percentage to determine the most likely amount to accrue. Management creates a baseline calculation using historical sales and then utilizing forecast information, estimates the anticipated sales volume each quarter to calculate the expected reduction to sales. The remainder of the transaction price is fixed as agreed upon with the customer, limiting estimation of revenues including constraints.

The Company’s Accounts receivable and current and long-term contract assets and liabilities are summarized in the following table.

(Thousands of dollars)

	Accounts Receivable, Less Allowance	Contract Assets (Current)	Contract Assets (Long-Term)	Contract Liabilities (Current)	Contract Liabilities (Long-Term)
Balance at January 1, 2018	$ 2,104,555	$ 33,031	$ 135,150	$ 208,909	$ 8,745
Balance at June 30, 2018	2,625,066	45,678	130,805	180,369	8,745

The difference between the opening and closing balances of the Company’s contract assets and contract liabilities primarily results from the timing difference between the Company’s performance and the customer’s payment.

Provisions for estimated returns are established and the expected costs continue to be recognized as contra-revenue per ASC 606 when the products are sold. With the exception of furniture protection plan sales, the Company only offers an assurance type warranty on products sold, and there is no material service to the customer beyond fixing defects that existed at the time of sale and no warranties are sold separately. Warranty liabilities are excluded from the table above and discussed in Note 7. Amounts reclassified during the quarter from deferred liabilities to Revenue were not material. The Company records a right of return liability within each of its operations to accrue for expected customer returns. Historical actual returns are used to estimate future returns as a percentage of current sales. Obligations for returns and refunds were not material individually or in the aggregate.

NOTE 4—ACQUISITIONS

On June 1, 2017, the Company completed the acquisition of The Valspar Corporation (Valspar) at $113 per share in an all cash transaction for a total purchase price of $8.9 billion, net of divestiture proceeds of $431.0 million (Acquisition). On April 11, 2017, the Company and Valspar entered into a definitive agreement with Axalta Coating Systems Ltd. to divest the assets related to Valspar's North American industrial wood coatings business. The divestiture was also completed on June 1, 2017, and is reported as a discontinued operation with no pre-tax gain or loss but includes the tax expense effect of this separate transaction. Proceeds of $431.0 million were received for the divested assets sold. The divestiture resulted in a tax provision of $41.5 million, which reduced basic and diluted net income per common share for the three and six months ended June 30, 2017 by $.45 and $.44, respectively. The Acquisition expanded the Company's diversified array of brands and technologies, expanded its global platform and added new capabilities in its packaging and coil businesses. See Note 2 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for additional information.

The preliminary and final allocation of the fair value of the Acquisition is summarized in the following table. The allocation of the fair value is based on the acquisition method of accounting and third-party valuation appraisals.

(Millions of dollars)

	Preliminary Allocation (as reported at March 31, 2018)	Measurement Period Adjustments	Final Allocation (as reported at June 30, 2018)
Cash	$ 129.1	$ —	$ 129.1
Accounts receivable	817.5	—	817.5
Inventories	684.4	—	684.4
Indefinite-lived trademarks	775.9	(161.6)	614.3
Finite-lived intangible assets	5,071.8	(148.9)	4,922.9
Goodwill	5,654.4	234.4	5,888.8
Property, plant and equipment	841.0	(0.3)	840.7
All other assets	231.3	3.8	235.1
Accounts payable	(553.2)	—	(553.2)
Long-term debt	(1,603.5)	—	(1,603.5)
Deferred taxes	(2,015.3)	99.4	(1,915.9)
All other liabilities	(1,094.0)	(26.8)	(1,120.8)
Total	$ 8,939.4	$ —	$ 8,939.4
Total, net of cash	$ 8,810.3	$ —	$ 8,810.3

Finite-lived intangible assets include customer relationships of $3.2 billion and intellectual property and technology of $1.7 billion, which are being amortized over weighted average amortization periods ranging from 15 to 20 years. The measurement period adjustments for finite-lived intangible assets resulted in a $7.7 million reduction of amortization expense in the three months ended June 20, 2018 that related to prior periods ($5.4 million for the year ended December 31, 2017 and $2.3 million for the three months ended March 31, 2018). Goodwill of $2.0 billion, $1.1 billion, and $2.8 billion was recorded in The Americas Group, Consumer Brands Group, and Performance Coatings Group, respectively, and relates primarily to expected synergies.

The Company's Net sales and Net income for the three and six months ended June 30, 2018 included net sales of $1.216 billion and $2.284 billion, respectively, and a profit before tax of $108.9 million and $189.1 million, respectively, related to the operations of the Acquisition. Net income for the three and six months ended June 30, 2018 included Acquisition-related costs and purchase accounting amortization impacts of $115.4 million and $235.2 million, respectively, and Acquisition-related interest expense of $69.1 million and $137.7 million, respectively.

The Company's Net sales and Net income from continuing operations for the three and six months ended June 30, 2017 included net sales of $381.0 million and a profit before tax of $46.6 million related to the operations of the Acquisition. Net income from continuing operations for the three and six months ended June 30, 2017 included Acquisition-related costs of $85.4 million and $93.4 million, respectively, and Acquisition-related interest expense of $36.5 million and $41.5 million, respectively.

The following pro forma information presents consolidated financial information as if Valspar had been acquired at the beginning of 2017. Pro forma adjustments have been made to exclude Valspar's divested North American industrial wood coatings business results and certain transaction and integration costs from all periods presented. Interest expense has been adjusted as though total debt related to the Acquisition had been outstanding at January 1, 2017. Amortization of acquired intangibles and fixed asset step-ups has been adjusted as though the amortization period started January 1, 2017. The $54.9 million amortization of inventory cost increases resulting from the purchase accounting has been included in 2017 to reflect the pro forma transaction date of January 1, 2017. The unaudited pro forma consolidated financial information does not necessarily reflect the actual results that would have occurred had the Acquisition taken place on January 1, 2017, nor is it meant to be indicative of future results of operations of the combined companies under the ownership and operation of the Company.

(Thousands of dollars except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net sales	$4,773,796	$4,439,801	$8,738,802	$8,148,329
Net income from continuing operations	426,077	399,817	708,982	550,527
Net income per common share from continuing operations:				
Basic	$4.59	$4.31	$7.61	$5.94
Diluted	$4.49	$4.21	$7.44	$5.81

NOTE 5—DIVIDENDS

Dividends paid on common stock during each of the first two quarters of 2018 and 2017 were $.86 per common share and $.85 per common share, respectively.

NOTE 6—CHANGES IN CUMULATIVE OTHER COMPREHENSIVE LOSS

The following tables summarize the changes in Cumulative other comprehensive loss for the six months ended June 30, 2018 and 2017:

(Thousands of dollars)	Foreign Currency Translation Adjustments	Pension and Other Postretirement Benefit Adjustments	Unrealized Net Gains on Available-for-Sale Securities	Unrealized Net Gains on Cash Flow Hedges	Total Cumulative Other Comprehensive (Loss) Income
Balance at December 31, 2017	$ (353,346)	$ (84,863)	$ 2,320	$ 51,019	$ (384,870)
Amounts recognized in Other comprehensive loss	(152,296)				(152,296)
Amounts reclassified from Other comprehensive loss [1]		(65)	(2,320)	(2,898)	(5,283)
Net change	(152,296)	(65)	(2,320)	(2,898)	(157,579)
Balance at June 30, 2018	$ (505,642)	$ (84,928)	$ —	$ 48,121	$ (542,449)

[1] Net of taxes of $505 for pension and other postretirement benefit adjustments, $760 for realized gains on the sale of available-for-sale securities and $1,195 for realized gains on cash flow hedges.

(Thousands of dollars)	Foreign Currency Translation Adjustments	Pension and Other Postretirement Benefit Adjustments	Unrealized Net Gains on Available-for-Sale Securities	Unrealized Net Gains (Losses) on Cash Flow Hedges	Total Cumulative Other Comprehensive (Loss) Income
Balance at December 31, 2016	$ (501,277)	$ (125,096)	$ 1,015	$ 85,007	$ (540,351)
Amounts recognized in Other comprehensive loss [1]	51,250		870	(30,754)	21,366
Amounts reclassified from Other comprehensive loss [2]		385	8	(644)	(251)
Net change	51,250	385	878	(31,398)	21,115
Balance at June 30, 2017	$ (450,027)	$ (124,711)	$ 1,893	$ 53,609	$ (519,236)

[1] Net of taxes of $(537) for unrealized net gains on available-for-sale securities and $18,895 for unrealized net losses on cash flow hedges.
[2] Net of taxes of $(195) for pension and other postretirement benefit adjustments, $(5) for realized losses on the sale of available-for-sale securities and $396 for realized gains on cash flow hedges.

NOTE 7—PRODUCT WARRANTIES

Changes in the Company’s accrual for product warranty claims during the first six months of 2018 and 2017, including customer satisfaction settlements, were as follows:

(Thousands of dollars)	2018	2017
Balance at January 1	$ 151,425	$ 34,419
Charges to expense	14,639	16,434
Settlements	(8,185)	(16,698)
Acquisition and other adjustments	(15,309)	110,461
Balance at June 30	$ 142,570	$ 144,616

Warranty accruals acquired in connection with the Acquisition include warranties for certain products under extended furniture protection plans. In the U.S., revenue related to furniture protection plans is deferred and recognized over the life of the contract.

For further details on the Company’s accrual for product warranty claims, see Note 1 to the Consolidated Financial Statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

NOTE 8—EXIT OR DISPOSAL ACTIVITIES

Liabilities associated with exit or disposal activities are recognized as incurred in accordance with the Exit or Disposal Cost Obligations Topic of the ASC. Qualified exit costs primarily include post-closure rent expenses, incremental post-closure costs and costs of employee terminations. Adjustments may be made to liabilities accrued for qualified exit costs if information becomes available upon which more accurate amounts can be reasonably estimated. Concurrently, property, plant and equipment is tested for impairment in accordance with the Property, Plant and Equipment Topic of the ASC, and if impairment exists, the carrying value of the related assets is reduced to estimated fair value. Additional impairment may be recorded for subsequent revisions in estimated fair value.

In the six months ended June 30, 2018, eleven stores in The Americas Group and six branches in the Performance Coatings Group were closed due to lower demand or redundancy. The Company continues to evaluate all legacy operations in response to the Acquisition in order to optimize restructured operations. These Acquisition-related restructuring charges to date are recorded in the Administrative segment as presented in the table below. The following table summarizes the activity and remaining liabilities associated with qualified exit costs at June 30, 2018:

(Thousands of dollars)

Exit Plan	Balance at December 31, 2017	Provisions in Cost of Goods Sold or SG&A	Actual Expenditures Charged to Accrual	Balance at June 30, 2018
Administrative segment Acquisition-related restructuring:				
Severance and related costs	$ 6,019	$ 7,800	$ (10,961)	$ 2,858
Other qualified exit costs	5,541		(2,501)	3,040
Performance Coatings Group facilities shutdown in 2018:				
Other qualified exit costs		1,495	(45)	1,450
Performance Coatings Group branches shutdown in 2017:				
Severance and related costs	14	286	(118)	182
Other qualified exit costs	121	360	(95)	386
Consumer Brands Group facilities shutdown in 2016:				
Severance and related costs	21		(21)	
Performance Coatings Group branches shutdown in 2016:				
Other qualified exit costs	111		(41)	70
Severance and other qualified exit costs for facilities shutdown prior to 2016	1,558		(543)	1,015
Totals	$ 13,385	$ 9,941	$ (14,325)	$ 9,001

For further details on the Company’s exit or disposal activities, see Note 5 to the Consolidated Financial Statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

NOTE 9—HEALTH CARE, PENSION AND OTHER BENEFITS

Shown below are the components of the Company’s net periodic benefit (credit) cost for domestic defined benefit pension plans, foreign defined benefit pension plans and postretirement benefits other than pensions:

(Thousands of dollars)	Domestic Defined Benefit Pension Plans		Foreign Defined Benefit Pension Plans		Postretirement Benefits Other than Pensions	
	2018	2017	2018	2017	2018	2017
Three Months Ended June 30:						
Net periodic benefit (credit) cost:						
Service cost	$1,158	$5,459	$2,016	$2,287	$499	$471
Interest cost	8,540	7,191	2,351	1,864	2,544	2,593
Expected return on assets	(14,382)	(11,299)	(2,685)	(2,008)		
Recognition of:						
Unrecognized prior service cost	406	340			(1,642)	(1,645)
Unrecognized actuarial loss		1,662	383	(97)	582	5
Ongoing pension (credit) cost	(4,278)	3,353	2,065	2,046	1,983	1,424
Settlements						(9,332)
Net pension (credit) cost	$(4,278)	$3,353	$2,065	$2,046	$1,983	$(7,908)
Six Months Ended June 30:						
Net periodic benefit (credit) cost:						
Service cost	$5,515	$10,772	$4,032	$4,205	$997	$1,014
Interest cost	16,692	13,601	4,703	3,502	5,089	5,236
Expected return on assets	(28,816)	(21,608)	(5,370)	(3,772)		
Recognition of:						
Unrecognized prior service cost	785	681			(3,284)	(3,290)
Unrecognized actuarial loss		3,323	766	(150)	1,163	16
Ongoing pension (credit) cost	(5,824)	6,769	4,131	3,785	3,965	2,976
Settlements and curtailments	825					(9,332)
Net periodic benefit (credit) cost	$(4,999)	$6,769	$4,131	$3,785	$3,965	$(6,356)

Service cost is recorded in Cost of goods sold and Selling, general and administrative expenses. All other components are recorded in Other income - net. See Note 2 for information on the adoption of ASU No. 2017-07.

During the first quarter of 2018, the Company's domestic defined benefit plan was split into two separate overfunded plans: one that will continue to operate (Ongoing Plan) and one that will be terminated (Terminating Plan). The Company provided notice to participants of the Terminating Plan of the intent to terminate the plan and applied for a determination letter. The Terminating Plan was frozen as of March 31, 2018, which resulted in a curtailment expense. During the second quarter of 2018, the Terminating Plan was terminated. The Company has begun the process of winding up the Terminating Plan, which will include settling plan liabilities by offering lump sum distributions to plan participants or purchasing annuity contracts for those who either do not elect lump sums or are already receiving benefit payments. The Company's settlement obligation will depend on the nature of participant settlements and the prevailing market conditions.

The settlement gain recognized in the second quarter of 2017 relates to the termination of a life insurance benefit plan.

For further details on the Company’s health care, pension and other benefits, see Note 6 to the Consolidated Financial Statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

NOTE 10—OTHER LONG-TERM LIABILITIES

The Company initially provides for estimated costs of environmental-related activities relating to its past operations and third party sites for which commitments or clean-up plans have been developed and when such costs can be reasonably estimated based on industry standards and professional judgment. These estimated costs are determined based on currently available facts regarding each site. If the best estimate of costs can only be identified as a range and no specific amount within that range can be determined more likely than any other amount within the range, the minimum of the range is provided. At June 30, 2018, the unaccrued maximum of the estimated range of possible outcomes is $101.5 million higher than the minimum.

The Company continuously assesses its potential liability for investigation and remediation-related activities and adjusts its environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued. Actual costs incurred may vary from these estimates due to the inherent uncertainties involved including, among others, the number and financial condition of parties involved with respect to any given site, the volumetric contribution which may be attributed to the Company relative to that attributed to other parties, the nature and magnitude of the wastes involved, the various technologies that can be used for remediation and the determination of acceptable remediation with respect to a particular site.

Included in Other long-term liabilities at June 30, 2018 and 2017 were accruals for extended environmental-related activities of $215.1 million and $160.2 million, respectively. Estimated costs of current investigation and remediation activities of $27.0 million and $30.4 million are included in Other accruals at June 30, 2018 and 2017, respectively.

Four of the Company’s currently and formerly owned manufacturing sites account for the majority of the accrual for environmental-related activities and the unaccrued maximum of the estimated range of possible outcomes at June 30, 2018. At June 30, 2018, $189.5 million, or 78.3 percent of the total accrual, related directly to these four sites. In the aggregate unaccrued maximum of $101.5 million at June 30, 2018, $85.1 million, or 83.8 percent, related to the four manufacturing sites. While environmental investigations and remedial actions are in different stages at these sites, additional investigations, remedial actions and monitoring will likely be required at each site.

Management cannot presently estimate the ultimate potential loss contingencies related to these sites or other less significant sites until such time as a substantial portion of the investigation at the sites is completed and remedial action plans are developed. In the event any future loss contingency significantly exceeds the current amount accrued, the recording of the ultimate liability may result in a material impact on net income for the annual or interim period during which the additional costs are accrued. Management does not believe that any potential liability ultimately attributed to the Company for its environmental-related matters will have a material adverse effect on the Company’s financial condition, liquidity, or cash flow due to the extended period of time during which environmental investigation and remediation takes place. An estimate of the potential impact on the Company’s operations cannot be made due to the aforementioned uncertainties.

Management expects these contingent environmental-related liabilities to be resolved over an extended period of time. Management is unable to provide a more specific time frame due to the indefinite amount of time to conduct investigation activities at any site, the indefinite amount of time to obtain environmental agency approval, as necessary, with respect to investigation and remediation activities, and the indefinite amount of time necessary to conduct remediation activities.

For further details on the Company’s Other long-term liabilities, see Note 8 to the Consolidated Financial Statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

NOTE 11 – LITIGATION

In the course of its business, the Company is subject to a variety of claims and lawsuits, including, but not limited to, litigation relating to product liability and warranty, personal injury, environmental, intellectual property, commercial, contractual and antitrust claims that are inherently subject to many uncertainties regarding the possibility of a loss to the Company. These uncertainties will ultimately be resolved when one or more future events occur or fail to occur confirming the incurrence of a liability or the reduction of a liability. In accordance with the Contingencies Topic of the ASC, the Company accrues for these contingencies by a charge to income when it is both probable that one or more future events will occur confirming the fact of a loss and the amount of the loss can be reasonably estimated. In the event that the Company’s loss contingency is ultimately determined to be significantly higher than currently accrued, the recording of the additional liability may result in a material impact on the Company’s results of operations, liquidity or financial condition for the annual or interim period during which such additional liability is accrued. In those cases where no accrual is recorded because it is not probable that a liability has been incurred and the amount of any such loss cannot be reasonably estimated, any potential liability ultimately determined to be attributable to the Company may result in a material impact on the Company’s results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued. In those cases where no accrual is recorded or exposure to loss exists in excess of the amount accrued, the Contingencies Topic of the ASC requires disclosure of the contingency when there is a reasonable possibility that a loss or additional loss may have been incurred.

Lead pigment and lead-based paint litigation. The Company's past operations included the manufacture and sale of lead pigments and lead-based paints. The Company, along with other companies, is and has been a defendant in a number of legal proceedings, including individual personal injury actions, purported class actions, and actions brought by various counties, cities, school districts and other government-related entities, arising from the manufacture and sale of lead pigments and lead-based paints. The plaintiffs' claims have been based upon various legal theories, including negligence, strict liability, breach of warranty, negligent misrepresentations and omissions, fraudulent misrepresentations and omissions, concert of action, civil conspiracy, violations of unfair trade practice and consumer protection laws, enterprise liability, market share liability, public nuisance, unjust enrichment and other theories. The plaintiffs seek various damages and relief, including personal injury and property damage, costs relating to the detection and abatement of lead-based paint from buildings, costs associated with a public education campaign, medical monitoring costs and others. The Company has also been a defendant in legal proceedings arising from the manufacture and sale of non-lead-based paints that seek recovery based upon various legal theories, including the failure to adequately warn of potential exposure to lead during surface preparation when using non-lead-based paint on surfaces previously painted with lead-based paint. The Company believes that the litigation brought to date is without merit or subject to meritorious defenses and is vigorously defending such litigation. The Company has not settled any material lead pigment or lead-based paint litigation. The Company expects that additional lead pigment and lead-based paint litigation may be filed against the Company in the future asserting similar or different legal theories and seeking similar or different types of damages and relief.

Notwithstanding the Company's views on the merits, litigation is inherently subject to many uncertainties, and the Company ultimately may not prevail. Adverse court rulings or determinations of liability, among other factors, could affect the lead pigment and lead-based paint litigation against the Company and encourage an increase in the number and nature of future claims and proceedings. In addition, from time to time, various legislation and administrative regulations have been enacted, promulgated or proposed to impose obligations on present and former manufacturers of lead pigments and lead-based paints respecting asserted health concerns associated with such products or to overturn the effect of court decisions in which the Company and other manufacturers have been successful.

Due to the uncertainties involved, management is unable to predict the outcome of the lead pigment and lead-based paint litigation, the number or nature of possible future claims and proceedings or the effect that any legislation and/or administrative regulations may have on the litigation or against the Company. In addition, management cannot reasonably determine the scope or amount of the potential costs and liabilities related to such litigation, or resulting from any such legislation and regulations. The Company has not accrued any amounts for such litigation. With respect to such litigation, with the exception of the public nuisance litigation in California discussed below, the Company does not believe that it is probable that a loss has occurred, and it is not possible to estimate the range of potential losses as there is no prior history of a loss of this nature and there is no substantive information upon which an estimate could be based. In addition, any potential liability that may result from any changes to legislation and regulations cannot reasonably be estimated. In the event any significant liability is determined to be attributable to the Company relating to such litigation, the recording of the liability may result in a material impact on net income for the annual or interim period during which such liability is accrued. Additionally, due to the uncertainties associated with the amount of any such liability and/or the nature of any other remedy which may be imposed in such litigation, any potential liability determined to be attributable to the Company arising out of such litigation may have a material adverse effect on the Company's results of operations, liquidity or financial condition. An estimate of the potential impact on the Company's results of operations, liquidity or financial condition cannot be made due to the aforementioned uncertainties.

Public nuisance claim litigation. The Company and other companies are or were defendants in legal proceedings seeking recovery based on public nuisance liability theories, among other theories, brought by the State of Rhode Island, the City of St. Louis, Missouri, various cities and counties in the State of New Jersey, various cities in the State of Ohio and the State of Ohio, the City of Chicago, Illinois, the City of Milwaukee, Wisconsin and the County of Santa Clara, California and other public entities in the State of California. Except for the Santa Clara County, California proceeding, all of these legal proceedings have been concluded in favor of the Company and other defendants at various stages in the proceedings.

The proceedings initiated by the State of Rhode Island included two jury trials. At the conclusion of the second trial, the jury returned a verdict finding that (i) the cumulative presence of lead pigment in paints and coatings on buildings in the State of Rhode Island constitutes a public nuisance, (ii) the Company, along with two other defendants, caused or substantially contributed to the creation of the public nuisance and (iii) the Company and two other defendants should be ordered to abate the public nuisance. The Company and two other defendants appealed and, on July 1, 2008, the Rhode Island Supreme Court, among other determinations, reversed the judgment of abatement with respect to the Company and two other defendants. The Rhode Island Supreme Court’s decision reversed the public nuisance liability judgment against the Company on the basis that the complaint failed to state a public nuisance claim as a matter of law.

The Santa Clara County, California proceeding was initiated in March 2000 in the Superior Court of the State of California, County of Santa Clara. In the original complaint, the plaintiffs asserted various claims including fraud and concealment, strict product liability/failure to warn, strict product liability/design defect, negligence, negligent breach of a special duty, public nuisance, private nuisance, and violations of California's Business and Professions Code. A number of the asserted claims were resolved in favor of the defendants through pre-trial proceedings. The named plaintiffs in the Fourth Amended Complaint, filed on March 16, 2011, are the Counties of Santa Clara, Alameda, Los Angeles, Monterey, San Mateo, Solano and Ventura, the Cities of Oakland and San Diego and the City and County of San Francisco. The Fourth Amended Complaint asserted a sole claim for public nuisance, alleging that the presence of lead pigments for use in paint and coatings in, on and around residences in the plaintiffs' jurisdictions constitutes a public nuisance. The plaintiffs sought the abatement of the alleged public nuisance that exists within the plaintiffs' jurisdictions. A trial commenced on July 15, 2013 and ended on August 22, 2013. The court entered final judgment on January 27, 2014, finding in favor of the plaintiffs and against the Company and two other defendants (ConAgra Grocery Products Company and NL Industries, Inc.). The final judgment held the Company jointly and severally liable with the other two defendants to pay $1.15 billion into a fund to abate the public nuisance. The Company strongly disagrees with the judgment.

On February 18, 2014, the Company filed a motion for new trial and a motion to vacate the judgment. The court denied these motions on March 24, 2014. On March 28, 2014, the Company filed a notice of appeal to the Sixth District Court of Appeal for the State of California. Oral argument before the Sixth District Court of Appeal was held on August 24, 2017. On November 14, 2017, the Sixth District Court of Appeal entered its decision, which affirmed the trial court's judgment of liability with respect to residences built before 1951 and reversed and vacated the trial court's judgment with respect to residences built after 1950. The Sixth District Court of Appeal directed the trial court to: (i) recalculate the amount of the abatement fund to limit the fund to the amount necessary to cover the cost of inspecting and remediating pre-1951 residences; and (ii) hold an evidentiary hearing to appoint a suitable receiver. On November 29, 2017, the Company and the two other defendants filed separate Petitions for Rehearing, which the Sixth District Court of Appeal denied on December 6, 2017. The Sixth District Court of Appeal's decision became final on December 14, 2017. On December 22, 2017, the Company and the two other defendants submitted separate Petitions for Review to the California Supreme Court. On February 14, 2018, the California Supreme Court issued an order denying the Petitions for Review.

On April 17, 2018, the parties filed their briefs with the trial court regarding the recalculation of the amount of the abatement fund. The plaintiffs proposed $730.00 million as the amount of the abatement fund, and the Company and the other two defendants jointly proposed a maximum amount of no more than $409.05 million. On May 17, 2018, NL Industries filed a Motion for Good Faith Settlement, which the Company and ConAgra opposed. The trial court held a hearing on NL Industries' Motion for Good Faith Settlement on July 12, 2018, and the parties are awaiting the trial court's decision. At such hearing, the trial court scheduled an August 17, 2018 case management conference to announce a decision on the amount of the abatement fund. On July 16, 2018, the Company filed a Petition for Writ of Certiorari with the Supreme Court of the United States seeking discretionary review. The Company expects the Supreme Court of the United States to decide whether to accept the case during the fourth quarter of 2018. The Company believes that the judgment conflicts with established principles of law and is unsupported by the evidence. Although the Company believes it is probable that a loss has occurred, the Company has concluded that it is not possible to reasonably estimate the range of potential loss due to the numerous possible outcomes and uncertainties, including, but not limited to, (i) the final amount of the abatement fund necessary to cover the cost of inspecting and remediating pre-1951 residences, as recalculated by the trial court, and (ii) the portion of the abatement fund for which the Company, the two other defendants and others are determined to be responsible. If the Company concludes that it is possible to reasonably estimate the range of potential loss once more definitive information becomes available, the Company will recognize the loss and disclose such information. Because of joint and several liability, it is possible the Company could ultimately be liable for the total amount of the abatement fund. In the event any significant liability is determined to be attributable to the Company relating to such litigation, the recording of any liability may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued.

Litigation seeking damages from alleged personal injury. The Company and other companies are defendants in a number of legal proceedings seeking monetary damages and other relief from alleged personal injuries. These proceedings include claims by children allegedly injured from ingestion of lead pigment or lead-containing paint and claims for damages allegedly incurred by the children’s parents or guardians. These proceedings generally seek compensatory and punitive damages, and seek other relief including medical monitoring costs. These proceedings include purported claims by individuals, groups of individuals and class actions.

The plaintiff in Thomas v. Lead Industries Association, et al., initiated an action in state court against the Company, other alleged former lead pigment manufacturers and the Lead Industries Association in September 1999. The claims against the Company and the other defendants included strict liability, negligence, negligent misrepresentation and omissions, fraudulent misrepresentation and omissions, concert of action, civil conspiracy and enterprise liability. Implicit within these claims is the theory of “risk contribution” liability (Wisconsin’s theory which is similar to market share liability, except that liability can be joint and several) due to the plaintiff’s inability to identify the manufacturer of any product that allegedly injured the plaintiff. The case ultimately proceeded to trial and, on November 5, 2007, the jury returned a defense verdict, finding that the plaintiff had ingested white lead carbonate, but was not brain damaged or injured as a result. The plaintiff appealed and, on December 16, 2010, the Wisconsin Court of Appeals affirmed the final judgment in favor of the Company and other defendants.

Wisconsin is the only jurisdiction to date to apply a theory of liability with respect to alleged personal injury (i.e., risk contribution/market share liability) that does not require the plaintiff to identify the manufacturer of the product that allegedly injured the plaintiff in the lead pigment and lead-based paint litigation. Although the risk contribution liability theory was applied during the Thomas trial, the constitutionality of this theory as applied to the lead pigment cases has not been judicially determined by the Wisconsin state courts. However, in an unrelated action filed in the United States District Court for the Eastern District of Wisconsin, Gibson v. American Cyanamid, et al., on November 15, 2010, the District Court held that Wisconsin’s risk contribution theory as applied in that case violated the defendants’ right to substantive due process and is unconstitutionally retroactive. The District Court's decision in Gibson v. American Cyanamid, et al., was appealed by the plaintiff to the United States Court of Appeals for the Seventh Circuit. On July 24, 2014, the United States Court of Appeals for the Seventh Circuit reversed the judgment and remanded the case back to the District Court for further proceedings. On January 16, 2015, the defendants filed a petition for certiorari in the United States Supreme Court seeking that Court's review of the Seventh Circuit's decision, and on May 18, 2015, the United States Supreme Court denied the defendants' petition. The case is currently pending in the District Court. Three cases also are pending in the United States District Court for the Eastern District of Wisconsin (Ravon Owens v. American Cyanamid, et al., Cesar Sifuentes v. American Cyanamid, et al., and Glenn Burton, Jr. v. American Cyanamid, et al.) in which dispositive motions have been filed and are currently pending. In Maniya Allen, et al. v. American Cyanamid, et al., also pending in the United States District Court for the Eastern District of Wisconsin, cases involving six of the 146 plaintiffs were selected for discovery. In Dijonae Trammell, et al. v. American Cyanamid, et al., also pending in the United States District Court for the Eastern District of Wisconsin, discovery for one of the three plaintiffs was consolidated with the six Allen cases referenced above. The parties have selected four of the cases to proceed to expert discovery and to prepare for trial. Discovery has been stayed pending the Court's disposition of the pending dispositive motions in the Burton, Owens and Sifuentes cases. No trial dates have been set by the District Court.

Insurance coverage litigation. The Company and its liability insurers, including certain underwriters at Lloyd’s of London, initiated legal proceedings against each other to primarily determine, among other things, whether the costs and liabilities associated with the abatement of lead pigment are covered under certain insurance policies issued to the Company. The Company’s action, filed on March 3, 2006 in the Common Pleas Court, Cuyahoga County, Ohio, is currently stayed and inactive. The liability insurers’ action, which was filed on February 23, 2006 in the Supreme Court of the State of New York, County of New York, has been dismissed. An ultimate loss in the insurance coverage litigation would mean that insurance proceeds could be unavailable under the policies at issue to mitigate any ultimate abatement related costs and liabilities. The Company has not recorded any assets related to these insurance policies or otherwise assumed that proceeds from these insurance policies would be received in estimating any contingent liability accrual. Therefore, an ultimate loss in the insurance coverage litigation without a determination of liability against the Company in the lead pigment or lead-based paint litigation will have no impact on the Company’s results of operation, liquidity or financial condition. As previously stated, however, the Company has not accrued any amounts for the lead pigment or lead-based paint litigation and any significant liability ultimately determined to be attributable to the Company relating to such litigation may result in a material impact on the Company’s results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued.

NOTE 12—OTHER

Other general expense - net

Included in Other general expense - net were the following:

(Thousands of dollars)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Provisions for environmental matters - net	$31,253	$1,110	$32,018	$1,629
(Gain) loss on sale or disposition of assets	(4,274)	665	(2,049)	422
Total	$26,979	$1,775	$29,969	$2,051

Provisions for environmental matters - net represent site-specific increases or decreases to environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued. Environmental-related accruals are not recorded net of insurance proceeds in accordance with the Offsetting Subtopic of the Balance Sheet Topic of the ASC. See Note 10 for further details on the Company's environmental-related activities.

The (gain) loss on sale or disposition of assets represents net realized (gains) losses associated with the sale or disposal of fixed assets previously used in the conduct of the primary business of the Company.

Other income - net

Included in Other income - net were the following:

(Thousands of dollars)	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Dividend and royalty income	$(1,521)	$(1,198)	$(2,972)	$(3,042)
Net expense from banking activities	2,450	2,513	4,686	4,985
Foreign currency transaction related losses (gains)	5,626	976	3,164	(2,610)
Miscellaneous pension income	(3,903)	(10,726)	(7,447)	(11,793)
Other income	(6,999)	(5,937)	(14,108)	(10,897)
Other expense	3,208	1,876	6,266	5,427
Total	$(1,139)	$(12,496)	$(10,411)	$(17,930)

Foreign currency transaction related losses (gains) represent net realized losses (gains) on U.S. dollar-denominated liabilities of foreign subsidiaries and net realized and unrealized losses (gains) from foreign currency option and forward contracts. There were no material foreign currency option and forward contracts outstanding at June 30, 2018 and 2017.

Miscellaneous pension income consists of the non-service components of net pension costs (credits). See Note 2 for information on the adoption of ASU No. 2017-07 and Note 9 for the detail of net pension costs (credits).

Other income and Other expense included items of revenue, gains, expenses and losses that were unrelated to the primary business purpose of the Company. There were no other items within the other income or other expense caption that were individually significant.

NOTE 13—INCOME TAXES

The effective tax rate for income from continuing operations was 25.0 percent and 22.3 percent for the second quarter and first six months of 2018, respectively, compared to 29.1 percent and 26.5 percent for the second quarter and first six months of 2017, respectively. The decrease in the effective tax rate for the second quarter and first six months of 2018 compared to 2017 was primarily due to the overall favorable impact of the Tax Cuts and Jobs Act (Tax Act). The Company received favorable tax benefits from the reduction in the corporate domestic income tax rate from 35 percent to 21 percent and a deduction related to foreign-derived intangible income. The Company also received an income tax benefit relating to an increase in the tax basis of the assets of various foreign subsidiaries in the second quarter of 2018. These benefits were partially offset by a $27.5 million reversal of tax benefits recorded in the fourth quarter of 2017 primarily related to the Tax Act due to purchase accounting adjustments made in the second quarter of 2018 related to the Acquisition. The Tax Act’s elimination of the domestic manufacturing deduction, a reduction in allowable foreign tax credits and a decreased benefit related to international tax rate differences also negatively impacted the effective tax rate for the second quarter and first six months of 2018. The Company recorded an income tax provision of $41.5 million in the second quarter of 2017 related to the divestiture of Valspar's North American industrial wood coatings business, which is reported as a discontinued operation. See Note 4.

In accordance with Staff Accounting Bulletin (SAB) No. 118, based on the information available as of December 31, 2017, the Company recorded a provisional reduction of income taxes of $607.9 million as a result of the Tax Act. The Company's deferred tax liabilities were reduced by $560.2 million due to the lower income tax rate. The remaining $47.7 million is the effects of the implementation of the territorial tax system and the remeasurement of U.S. deferred tax liabilities on unremitted foreign earnings. The final impact of the Tax Act may differ from the provisional amounts recorded at December 31, 2017, due to, among other things, changes in interpretations and assumptions the Company has made, guidance that may be issued and actions the Company may take as a result of the Tax Act. During the second quarter of 2018, the Company made purchase accounting adjustments related to the Acquisition which resulted in the reversal of $27.5 million of income tax benefits related to the remeasurement of U.S. deferred tax liabilities.

At December 31, 2017, the Company had $59.0 million in unrecognized tax benefits, the recognition of which would have an effect of $49.5 million on the effective tax rate. Included in the balance of unrecognized tax benefits at December 31, 2017 was $5.2 million related to tax positions for which it is reasonably possible that the total amounts could significantly change during the next twelve months. This amount represents a decrease in unrecognized tax benefits comprised primarily of items related to federal audits of partnership investments and expiring statutes in federal, foreign and state jurisdictions. During the first six months of 2018, the Company added an additional $20.8 million of unrecognized tax benefits primarily due to purchase accounting adjustments related to the Acquisition.

The Company classifies all income tax related interest and penalties as income tax expense. At December 31, 2017, the Company had accrued $14.6 million for the potential payment of income tax interest and penalties. During the first six months of 2018, the Company added an additional $8.4 million of tax-related interest and penalties, primarily due to purchase accounting adjustments related to the Acquisition.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. The IRS is currently auditing the Company's 2014 and 2015 income tax returns, as well as the 2014 and 2015 tax years of a Valspar subsidiary. No significant adjustments have been proposed by the IRS. The IRS and the Joint Committee of Taxation have approved refund claims for the 2010, 2011 and 2012 tax years. The Company will receive approximately $7.5 million of tax and interest related to the refund claims by the end of the 2018 tax year. As of June 30, 2018, the federal statute of limitations has not expired for the 2013, 2014, 2015 and 2016 tax years.

As of June 30, 2018, the Company is subject to non-U.S. income tax examinations for the tax years of 2010 through 2017. In addition, the Company is subject to state and local income tax examinations for the tax years 2005 through 2017.

NOTE 14—NET INCOME PER COMMON SHARE

Basic and diluted earnings per share are calculated using the treasury stock method.

(Thousands of dollars except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Basic				
Average common shares outstanding	92,926,421	92,841,148	93,132,993	92,695,853
Net income				
Continuing operations	$403,604	$360,651	$653,731	$599,803
Discontinued operations [2]	—	(41,540)	—	(41,540)
Net income	$403,604	$319,111	$653,731	$558,263
Basic net income per common share				
Continuing operations	$4.34	$3.89	$7.02	$6.47
Discontinued operations [2]	—	(.45)	—	(.45)
Net income per common share	$4.34	$3.44	$7.02	$6.02
Diluted				
Average common shares outstanding	92,926,421	92,841,148	93,132,993	92,695,853
Stock options and other contingently issuable shares [1]	1,903,442	2,055,422	2,064,944	1,935,690
Non-vested restricted stock grants	54,324	72,066	61,019	65,896
Average common shares outstanding assuming dilution	94,884,187	94,968,636	95,258,956	94,697,439
Net income				
Continuing operations	$403,604	$360,651	$653,731	$599,803
Discontinued operations [2]	—	(41,540)	—	(41,540)
Net income	$403,604	$319,111	$653,731	$558,263
Diluted net income per common share				
Continuing operations	$4.25	$3.80	$6.86	$6.34
Discontinued operations [2]	—	(.44)	—	(.44)
Net income per common share	$4.25	$3.36	$6.86	$5.90

(1) Stock options and other contingently issuable shares for the three and six months ended June 30, 2018 excludes 52,427 and 26,873 shares, respectively, due to their anti-dilutive effect. There were no stock options and other contingently issuable shares excluded due to their anti-dilutive effect for the three and six months ended June 30, 2017.

(2) Relates to the divestiture of Valspar's North American industrial wood coatings business. See Note 4.

NOTE 15—REPORTABLE SEGMENT INFORMATION

The Company reports its segment information in the same way that management internally organizes its business for assessing performance and making decisions regarding allocation of resources in accordance with the Segment Reporting Topic of the ASC. The Company has determined that it has three reportable operating segments: The Americas Group, Consumer Brands Group and Performance Coatings Group (individually, a Reportable Segment and collectively, the Reportable Segments).

(Thousands of dollars)	Three Months Ended June 30, 2018				
	The Americas Group	Consumer Brands Group	Performance Coatings Group	Administrative	Consolidated Totals
Net external sales	$2,625,057	$777,746	$1,369,324	$1,669	$4,773,796
Intersegment transfers	219	955,270	6,570	(962,059)	
Total net sales and intersegment transfers	$2,625,276	$1,733,016	$1,375,894	$(960,390)	$4,773,796
Segment profit	$569,897	$90,903	$144,194		$804,994
Interest expense				$(93,507)	(93,507)
Administrative expenses and other				(173,401)	(173,401)
Income from continuing operations before income taxes	$569,897	$90,903	$144,194	$(266,908)	$538,086

	Three Months Ended June 30, 2017				
	The Americas Group	Consumer Brands Group	Performance Coatings Group	Administrative	Consolidated Totals
Net external sales	$2,437,655	$536,441	$761,094	$627	$3,735,817
Intersegment transfers	2,020	864,337	7,231	(873,588)	
Total net sales and intersegment transfers	$2,439,675	$1,400,778	$768,325	$(872,961)	$3,735,817
Segment profit	$532,687	$76,064	$62,345		$671,096
Interest expense				$(56,729)	(56,729)
Administrative expenses and other				(105,364)	(105,364)
Income from continuing operations before income taxes	$532,687	$76,064	$62,345	$(162,093)	$509,003

	Six Months Ended June 30, 2018				
	The Americas Group	Consumer Brands Group	Performance Coatings Group	Administrative	Consolidated Totals
Net external sales	$4,705,472	$1,434,125	$2,597,099	$2,106	$8,738,802
Intersegment transfers	273	1,721,333	12,414	(1,734,020)	
Total net sales and intersegment transfers	$4,705,745	$3,155,458	$2,609,513	$(1,731,914)	$8,738,802
Segment profit	$907,289	$165,131	$234,960		$1,307,380
Interest expense				$(185,054)	(185,054)
Administrative expenses and other				(280,654)	(280,654)
Income from continuing operations before income taxes	$907,289	$165,131	$234,960	$(465,708)	$841,672

20

	Six Months Ended June 30, 2017				
	The Americas Group	Consumer Brands Group	Performance Coatings Group	Administrative	Consolidated Totals
Net external sales	$4,389,401	$859,807	$1,245,548	$2,448	$6,497,204
Intersegment transfers	4,361	1,560,175	11,031	(1,575,567)	
Total net sales and intersegment transfers	$4,393,762	$2,419,982	$1,256,579	$(1,573,119)	$6,497,204
Segment profit	$837,911	$131,978	$119,457		$1,089,346
Interest expense				$(82,424)	(82,424)
Administrative expenses and other				(191,314)	(191,314)
Income from continuing operations before income taxes	$837,911	$131,978	$119,457	$(273,738)	$815,608

In the reportable segment financial information, Segment profit was total net sales and intersegment transfers less operating costs and expenses. Domestic intersegment transfers were accounted for at the approximate fully absorbed manufactured cost, based on normal capacity volumes, plus customary distribution costs. International intersegment transfers were accounted for at values comparable to normal unaffiliated customer sales. The Administrative segment includes the administrative expenses of the Company’s corporate headquarters site. Also included in the Administrative segment was interest expense, interest and investment income, certain expenses related to closed facilities and environmental-related matters, and other expenses which were not directly associated with the reportable segments. The Administrative segment did not include any significant foreign operations. Also included in the Administrative segment was a real estate management unit that is responsible for the ownership, management and leasing of non-retail properties held primarily for use by the Company, including the Company’s headquarters site, and disposal of idle facilities. Sales of this segment represented external leasing revenue of excess headquarters space or leasing of facilities no longer used by the Company in its primary businesses. Gains and losses from the sale of property were not a significant operating factor in determining the performance of the Administrative segment.

Net external sales of all consolidated foreign subsidiaries were $1.018 billion and $603.3 million for the second quarter of 2018 and 2017, respectively. Net external sales of all consolidated foreign subsidiaries were $1.938 billion and $1.022 billion for the six months ended 2018 and 2017, respectively. Long-lived assets of these subsidiaries totaled $3.485 billion and $1.698 billion at June 30, 2018 and June 30, 2017, respectively. The increase in net external sales and long-lived assets is primarily due to the Acquisition. Domestic operations accounted for the remaining net external sales, segment profits and long-lived assets. No single geographic area outside the United States was significant relative to consolidated net external sales, income before taxes or consolidated long-lived assets.

Export sales and sales to any individual customer were each less than 10 percent of consolidated sales during all periods presented.

For further details on the Company's Reportable Segments, see Note 18 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

NOTE 16—FAIR VALUE MEASUREMENTS

The Fair Value Measurements and Disclosures Topic of the ASC applies to the Company's financial and non-financial assets and liabilities. The guidance applies when other standards require or permit the fair value measurement of assets and liabilities. The Company did not have any fair value measurements unrelated to purchase accounting for its non-financial assets and liabilities during the second quarter. The following table presents the Company's financial assets and liabilities that are measured at fair value on a recurring basis, categorized using the fair value hierarchy:

(Thousands of dollars)

	Fair Value at June 30, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Deferred compensation plan assets [1]	$63,196	$35,952	$ 27,244	
Liabilities:				
Deferred compensation plan liabilities [2]	$72,609	$72,609		

[1] The deferred compensation plan assets consist of the investment funds maintained for the future payments under the Company's executive deferred compensation plans, which are structured as rabbi trusts. The investments are marketable securities accounted for under the Debt and Equity Securities Topic of the ASC. The level 1 investments are valued using quoted market prices multiplied by the number of shares. The level 2 investments are valued based on vendor or broker models. The cost basis of the investment funds is $58,222.

[2] The deferred compensation plan liabilities are the Company's liabilities under its deferred compensation plans. The liabilities represent the fair value of the participant shadow accounts, and the value is based on quoted market prices in active markets for identical assets.

NOTE 17—DEBT

The table below summarizes the carrying amount and fair value of the Company's publicly traded debt and non-publicly traded debt in accordance with the Fair Value Measurements and Disclosures Topic of the ASC. The fair values of the Company's publicly traded debt are based on quoted market prices. The fair values of the Company's non-publicly traded debt are estimated using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. The Company's publicly traded debt and non-publicly traded debt are classified as level 1 and level 2, respectively, in the fair value hierarchy.

(Thousands of dollars)

	June 30, 2018		June 30, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Publicly traded debt	$8,737,229	$8,499,644	$9,448,274	$9,660,353
Non-publicly traded debt	986,868	911,011	2,004,111	1,863,095

On February 27, 2018, the Company amended the five-year credit agreement entered into in May 2016 to increase it by $250.0 million up to an aggregate availability of $750.0 million.

On July 19, 2018, the Company and three of its wholly-owned subsidiaries, Sherwin-Williams Canada, Inc. (SW Canada), Sherwin-Williams Luxembourg S.à r.l. (SW Lux) and Sherwin-Williams UK Holding Limited (SW UK, together with the Company, SW Canada and SW Lux, the Borrowers), entered into a new five-year $2.000

billion credit agreement (New Credit Agreement). The New Credit Agreement may be used for general corporate purposes, including the financing of working capital requirements. The New Credit Agreement replaced that certain credit agreement dated July 16, 2015, as amended, which was terminated. The New Credit Agreement allows the Company to extend the maturity of the facility with two one-year extension options and the Borrowers to increase the aggregate amount of the facility to $2.750 billion, both of which are subject to the discretion of each lender. In addition, the Borrowers may request letters of credit in an amount of up to $250.0 million.

NOTE 18—NON-TRADED INVESTMENTS

The Company has invested in the U.S. affordable housing and historic renovation real estate markets. These non-traded investments have been identified as variable interest entities. However, because the Company does not have the power to direct the day-to-day operations of the investments and the risk of loss is limited to the amount of contributed capital, the Company is not considered the primary beneficiary. In accordance with the Consolidation Topic of the ASC, the investments are not consolidated. For affordable housing investments entered into prior to the January 1, 2015 adoption of ASU No. 2014-01, the Company uses the effective yield method to determine the carrying value of the investments. Under the effective yield method, the initial cost of the investments is amortized to income tax expense over the period that the tax credits are recognized. For affordable housing investments entered into on or after the January 1, 2015 adoption of ASU No. 2014-01, the Company uses the proportional amortization method. Under the proportional amortization method, the initial cost of the investments is amortized to income tax expense in proportion to the tax credits and other tax benefits received. The carrying amount of the affordable housing and historic renovation investments, included in Other assets, was $208.7 million and $212.1 million at June 30, 2018 and 2017, respectively. The liability for estimated future capital contributions to the investments was $173.3 million and $170.4 million at June 30, 2018 and 2017, respectively.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SUMMARY

The Sherwin-Williams Company, founded in 1866, and its consolidated wholly owned subsidiaries (collectively, the "Company") are engaged in the development, manufacture, distribution and sale of paints, coatings and related products to professional, industrial, commercial and retail customers primarily in North and South America with additional operations in the Caribbean region, Europe, Asia and Australia. The Company is structured into three reportable segments—The Americas Group, Consumer Brands Group and Performance Coatings Group (collectively, the "Reportable Segments")—and an Administrative segment in the same way it is internally organized for assessing performance and making decisions regarding allocation of resources. See Note 15 for more information.

The Company's financial condition, liquidity and cash flow continued to be strong through the first six months of 2018 primarily due to continued improvements in operating results. Net working capital increased $145.0 million at June 30, 2018 compared to the end of the second quarter of 2017 due to a significant increase in current assets, offset by an increase in current liabilities primarily due to the acquisition of The Valspar Corporation (Valspar or the Acquisition) (see Note 4). The Acquisition annualized on June 1st which resulted in one month of Valspar results in the second quarter and first six months of 2017 versus 2018 or incremental April and May and first five months of 2018 in second quarter and first six months, respectively. The Company has been able to arrange sufficient short-term borrowing capacity at reasonable rates, and the Company continues to have sufficient total available borrowing capacity to fund its current operating needs. Net operating cash for the six months ended June 30, 2018 was a cash source of $579.1 million compared to a cash source of $586.1 million for the same period in 2017.

Consolidated net sales increased 27.8 percent in the second quarter of 2018 to $4.774 billion from $3.736 billion in the second quarter of 2017. The increase was due primarily to the Acquisition, which increased sales 21.0 percent in the second quarter of 2018, as well as selling price increases and higher paint sales volume in The Americas Group. Consolidated gross profit as a percent of consolidated net sales decreased in the second quarter of 2018 to 42.7 percent compared to 46.4 percent in the second quarter of 2017. The decrease was due primarily to the Acquisition, higher raw material costs and unfavorable currency impacts, partially offset by increased paint sales volume. Selling, general and administrative expenses (SG&A) decreased as a percent of consolidated net sales to 27.4 percent in the second quarter of 2018 from 30.9 percent in the second quarter of 2017. The decrease was primarily due to realized administrative synergies from Valspar operations. Amortization expense increased $45.0 million in the second quarter of 2018 versus 2017, due to the Acquisition and related purchase accounting fair value adjustments. Interest expense increased $36.8 million in the second quarter of 2018 versus 2017 primarily due to increased debt levels to fund the Acquisition. The effective tax rate for income from continuing operations was 25.0 percent and 29.1 percent for the second quarter of 2018 and 2017, respectively. Excluding the impact of share-based payments, the effective tax rate was 25.7 percent for the second quarter of 2018 compared to 32.7 percent for the second quarter of 2017. Diluted net income per common share in the second quarter of 2018 increased to $4.25 per share from $3.36 per share in 2017 (including the $.44 per share charge related to the divestiture). Second quarter 2018 diluted net income per common share included a $1.23 per share charge from Acquisition-related costs, purchase accounting impacts and increased amortization of intangibles. Second quarter 2017 diluted net income per common share included a $.72 per share charge from Acquisition-related costs, inventory purchase accounting adjustments and increased amortization of intangibles.

Consolidated net sales increased 34.5 percent in the first six months of 2018 to $8.739 billion from $6.497 billion in the first six months of 2017. The increase was due primarily to the Acquisition, which increased sales 28.5 percent in the first six months of 2018. Consolidated gross profit as a percent of consolidated net sales decreased to 42.6 percent in the first six months of 2018 from 47.4 percent during the same period in 2017. The decrease was due primarily to the Acquisition, higher raw material costs partially offset by increased paint sales volume and favorable currency impacts. Selling, general and administrative expenses (SG&A) decreased as a percent of consolidated net sales to 28.9 percent in the first six months of 2018 from 33.3 percent during the same period in 2017. The decrease was primarily due to realized administrative synergies from Valspar operations. Amortization expense increased $123.9 million in the first six months of 2018 compared to 2017 due to the Acquisition and related purchase accounting fair value adjustments. Interest expense increased $102.6 million in the first six months of 2018 compared to 2017 primarily due to increased debt levels to fund the Acquisition. The effective tax rate for income from continuing operations was 22.3 percent and 26.5 percent for the first six months of 2018 and 2017, respectively. Excluding the impact of share-based payments, the effective tax rate was 24.5 percent for the first six months of 2018 compared to 32.7 percent for the first six months of 2017. Diluted net income per common share increased to $6.86 per share in the first six months of 2018 from $5.90 per share in the first six months of 2017. Diluted net income per common share for the six months ended June 30, 2018 included a $2.18 per share charge from Acquisition-related costs, purchase accounting impacts and increased amortization of intangibles. Diluted net income per common share for the six months ended June 30, 2017 included an $.80 per share charge from Acquisition-related costs, inventory purchase accounting adjustments and increased amortization of intangibles.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation and fair presentation of the consolidated unaudited interim financial statements and accompanying notes included in this report are the responsibility of management. The financial statements and footnotes have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements and contain certain amounts that were based upon management’s best estimates, judgments and assumptions that were believed to be reasonable under the circumstances. Management considered the impact of the uncertain economic environment and utilized certain outside sources of economic information when developing the basis for their estimates and assumptions. The impact of the global economic conditions on the estimates and assumptions used by management was believed to be reasonable under the circumstances. Management used assumptions based on historical results, considering the current economic trends, and other assumptions to form the basis for determining appropriate carrying values of assets and liabilities that were not readily available from other sources. Actual results could differ from those estimates. Also, materially different amounts may result under materially different conditions, materially different economic trends or from using materially different assumptions. However, management believes that any materially different amounts resulting from materially different conditions or material changes in facts or circumstances are unlikely to significantly impact the current valuation of assets and liabilities that were not readily available from other sources.

A comprehensive discussion of the Company’s critical accounting policies, management estimates and significant accounting policies followed in the preparation of the financial statements is included in Management’s Discussion and Analysis of Financial Condition and Results of Operations and in Note 1, on pages 46 through 50, in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. There have been no significant changes in critical accounting policies, management estimates or accounting policies followed since the year ended December 31, 2017, except as described in Note 2.

FINANCIAL CONDITION, LIQUIDITY AND CASH FLOW

Overview

On June 1, 2017, the Company completed the Acquisition for a total purchase price of $8.9 billion. On May 16, 2017, the Company issued $6.0 billion of senior notes (collectively, the "New Notes") in a public offering. The net proceeds from the issuance of the New Notes were used to fund the Acquisition. The Company continues to maintain sufficient short-term borrowing capacity at reasonable rates, and the Company has sufficient cash on hand and total available borrowing capacity to fund its current operating needs.

The Acquisition significantly affected the Company’s financial condition, liquidity and cash flow. See Note 4 for a table detailing the opening balance sheet. Net working capital increased $145.0 million at June 30, 2018 compared to the end of the second quarter of 2017 due to a significant increase in current assets partially offset by an increase in current liabilities primarily due to the Acquisition. Cash and cash equivalents decreased $55.1 million at June 30, 2018 compared to June 30, 2017. In the first six months of 2018, accounts receivable increased $520.5 million, inventories increased $73.3 million and other current assets increased $26.8 million when normal seasonal trends typically require significant growth in these categories while current portion of long-term debt decreased $699.9 million resulting from 1.35% senior notes becoming due in 2017. In the first six months of 2018, cash and cash equivalents decreased $49.2 million, accounts payable increased $257.6 million and short-term borrowings increased $17.0 million due to normal operations. In the first six months of 2018, accrued taxes increased $93.1 million, compensation and taxes withheld liabilities decreased $102.4 million and other accruals decreased $62.4 million in the first six months of 2018, all primarily due to the timing of payments. Total debt at June 30, 2018 decreased $1.129 billion to $10.375 billion from $11.504 billion at June 30, 2017 and decreased as a percentage of total capitalization to 73.5 percent from 82.8 percent at the end of the second quarter last year. Total debt decreased $145.8 million from December 31, 2017 and decreased as a percentage of total capitalization from 74.0 percent to 73.5 percent. At June 30, 2018, the Company had remaining short-term borrowing ability of $1.985 billion. Net operating cash decreased $7.0 million in the first six months of 2018 to a cash source of $579.1 million from a cash source of $586.1 million in 2017. In the twelve month period from July 1, 2017 through June 30, 2018, the Company generated net operating cash

of $1.877 billion.
Net Working Capital, Debt and Other Long-Term Assets and Liabilities
Cash and cash equivalents decreased $49.2 million during the first six months of 2018. Cash and cash equivalents on hand funded cash requirements for increased sales and normal seasonal increases in working capital, treasury stock purchases of $334.2 million, payments of cash dividends of $161.6 million, payments of long-term debt of $151.8 million, and capital expenditures of $101.8 million. At June 30, 2018, the Company’s current ratio was 1.20 compared to 1.12 at December 31, 2017 and 1.17 a year ago.

Goodwill and intangible assets decreased $359.0 million from December 31, 2017 and decreased $722.9 million from June 30, 2017. The net decrease during the first six months of 2018 was primarily due to amortization of $158.9 million, purchase accounting adjustments of $96.9 million and foreign currency translation and other of $103.1 million. The net decrease over the twelve month period from June 30, 2017 was primarily due to purchase accounting adjustments of $411.5 million and amortization of $330.6 million, partially offset by capitalized software additions of $10.0 million and foreign currency translation and other of $9.2 million. Based on final purchase accounting for the Acquisition, goodwill of $2.0 billion, $1.1 billion and $2.8 billion was recognized in The Americas Group, Consumer Brands Group and Performance Coatings Group, respectively. Refer to Note 4 within this report for additional information regarding the Acquisition, including the final purchase price allocation. Additionally, see Note 4, on pages 51 and 52, in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for more information concerning the Company's goodwill and intangible assets.

Deferred pension assets increased $4.9 million during the first six months of 2018 and increased $77.0 million from June 30, 2017. The increase in the last twelve months was due to an increase in the fair value of plan assets partially offset by increased pension benefit obligations primarily due to changes in actuarial assumptions and acquired Valspar plans. See Note 6, on pages 55 through 60, in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for more information concerning the Company's benefit plan assets.

Other assets at June 30, 2018 increased $79.7 million in the first six months of 2018 and increased $13.6 million from a year ago primarily due to increases in deferred tax assets.

Net property, plant and equipment decreased $100.7 million in the first six months of 2018 and decreased $113.5 million in the twelve months since June 30, 2017. The decrease in the first six months was primarily due to depreciation expense of $144.1 million and changes in currency translation rates and other adjustments of $66.1 million, partially offset by capital expenditures of $101.8 million and purchase accounting adjustments of $7.7 million. Since June 30, 2017, the decrease was primarily due to depreciation expense of $334.2 million and changes in currency translation rates and other adjustments of $35.6 million, partially offset by capital expenditures of $240.4 million and purchase accounting adjustments of $15.9 million. Capital expenditures primarily represented expenditures associated with improvements and normal equipment replacement in manufacturing and distribution facilities in the Consumer Brands Group, normal equipment replacement in The Americas and Performance Coatings Groups, and information systems hardware in the Administrative Segment.

On June 2, 2017, the Company closed its previously announced exchange offers and consent solicitations (collectively, the "Exchange Offer") for the outstanding senior notes of Valspar. Pursuant to the Exchange Offer, the Company issued an aggregate principal amount of approximately $1.478 billion. On May 16, 2017, the Company issued $6.0 billion of senior notes (collectively the "New Notes") in a public offering. The net proceeds from the issuance of the New Notes were used to fund the Acquisition. As previously disclosed, the interest rate locks entered into in 2016 settled in March 2017 resulting in a pretax gain of $87.6 million recognized in Cumulative other comprehensive loss. This gain is being amortized from Cumulative other comprehensive loss to a reduction of interest expense over the terms of the New Notes. For the six months ended June 30, 2018, the amortization of the unrealized gain reduced interest expense by $2.1 million. The Company expects to amortize unrealized gains of $8.3 million from Cumulative other comprehensive loss to Interest expense during the next twelve months. In April 2016, the Company entered into agreements for a $7.3 billion Bridge Loan and a $2.0 billion Term Loan as committed financing for the Acquisition. On June 1, 2017, the Company terminated the agreement for the Bridge Loan and borrowed the full $2.0 billion on the Term Loan. As of June 30, 2018, the term loan had an outstanding balance of $700.0 million.

On February 27, 2018, the Company amended the five-year credit agreement entered into in May 2016 to increase the aggregate availability to $750.0 million. In September 2017, the Company entered into a five-year letter of credit agreement, subsequently amended, with an aggregate availability of $500.0 million. The credit agreements are being used for general corporate purposes. At June 30, 2018, there was $200.0 million borrowings outstanding under these credit agreements. See Note 7, on pages 61 and 62, in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for more information concerning the Company's debt.

On July 19, 2018, the Company and three of its wholly-owned subsidiaries, Sherwin-Williams Canada, Inc. (SW Canada), Sherwin-Williams Luxembourg S.à r.l. (SW Lux) and Sherwin-Williams UK Holding Limited (SW UK, together with the Company, SW Canada and SW Lux, the Borrowers), entered into a new five-year $2.000 billion credit agreement (New Credit Agreement). The New Credit Agreement may be used for general corporate purposes, including the financing of working capital requirements. The New Credit Agreement replaced that certain credit agreement dated July 16, 2015, as amended, which was terminated. The New Credit Agreement allows the Company to extend the maturity of the facility with two one-year extension options and the Borrowers to increase the aggregate amount of the facility to $2.750 billion, both of which are subject to the discretion of each lender. In addition, the Borrowers may request letters of credit in an amount of up to $250.0 million.

At June 30, 2018, the Company had outstanding borrowings of $414.6 million with a weighted average interest rate of 2.4 percent under its commercial paper program. The Company had unused capacity under the global credit agreement of $935.4 million at June 30, 2018. Short-term borrowings under various other foreign programs were $36.1 million with a weighted average interest rate of 7.8 percent.

Long-term liabilities for postretirement benefits other than pensions did not change significantly from December 31, 2017 and June 30, 2017. See Note 6, on pages 55 through 60, in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for more information concerning the Company's benefit plan obligations.

Deferred income taxes at June 30, 2018 decreased $53.8 million in the first six months of 2018 due to changes in purchase accounting and decreased $1.087 billion from a year ago primarily due to changes in purchase accounting and the overall favorable impact of the Tax Cuts and Jobs Act (Tax Act).

Environmental-Related Liabilities

The operations of the Company, like those of other companies in the same industry, are subject to various federal, state and local environmental laws and regulations. These laws and regulations not only govern current operations and products, but also impose potential liability on the Company for past operations. Management expects environmental laws and regulations to impose increasingly stringent requirements upon the Company and the industry in the future. Management believes that the Company conducts its operations in compliance with applicable environmental laws and regulations and has implemented various programs designed to protect the environment and promote continued compliance.

Depreciation of capital expenditures and other expenses related to ongoing environmental compliance measures were included in the normal operating expenses of conducting business. The Company's capital expenditures, depreciation and other expenses related to ongoing environmental compliance measures were not material to the Company's financial condition, liquidity, cash flow or results of operations during the first six months of 2018. Management does not expect that such capital expenditures, depreciation and other expenses will be material to the Company's financial condition, liquidity, cash flow or results of operations in 2018. See Note 10 for further information on environmental-related long-term liabilities.

Contractual Obligations, Commercial Commitments and Warranties

Short-term borrowings increased $17.0 million to $650.7 million at June 30, 2018 from $633.7 million at December 31, 2017. Total long-term debt decreased $162.8 million to $9.724 billion at June 30, 2018 from $9.887 billion at December 31, 2017, and decreased $1.728 billion from $11.452 billion at June 30, 2017. There have been no other significant changes to the Company's contractual obligations and commercial commitments in the second quarter of 2018 as summarized in Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

See Note 7 for changes to the Company's accrual for product warranty claims in the first six months of 2018.

Litigation

See Note 11 for information concerning litigation.

Shareholders' Equity

Shareholders' equity increased $54.9 million to $3.747 billion at June 30, 2018 from $3.692 billion at December 31, 2017 and increased $1.356 billion from $2.391 billion at June 30, 2017. The increase in Shareholders' equity for the first six months of 2018 resulted primarily from net income of $653.7 million and an increase in Other capital of $72.0 million, partially offset by treasury stock of $354.8 million, cash dividends paid on common stock of $161.6 million and an increase in Cumulative other comprehensive loss of $157.6 million primarily due to currency translation. The increase in Shareholders' equity since June 30, 2017 resulted primarily from net income of $1.868 billion and an increase in Other capital of $188.4 million, partially offset by increased treasury stock of $359.1 million, cash dividends paid on common stock of $321.7 million and an increase in Cumulative other comprehensive loss of $23.2 million.

During the first six months of 2018, the Company purchased 850,000 shares of its common stock for treasury purposes through open market purchases. The Company acquires its common stock for general corporate purposes, and depending on its cash position and market conditions, it may acquire additional shares in the future. The Company had remaining authorization at June 30, 2018 to purchase 10.80 million shares of its common stock. In February 2018, the Board of Directors increased the quarterly cash dividend from $.85 per common share to $.86 per common share. This quarterly dividend will result in an annual dividend for 2018 of $3.44 per common share or an 18.4 percent payout of 2017 diluted net income per common share.

Cash Flow

Net operating cash for the six months ended June 30, 2018 was a cash source of $579.1 million compared to a cash source of $586.1 million for the same period in 2017. The decrease in net operating cash was primarily due to cash requirements for working capital, partially offset by an increase in net income of $95.5 million and higher depreciation and amortization. Net investing cash usage decreased $8.757 billion in the first six months of 2018 to a usage of $107.0 million from a usage of $8.864 billion in 2017 primarily due to the Acquisition in 2017. Net financing cash decreased $8.120 billion to a usage of $516.7 million in the first six months of 2018 from a source of $7.604 billion in 2017 primarily due to proceeds from long-term debt in 2017 and treasury stock purchases of $334.2 million in 2018. In the twelve month period from July 1, 2017 through June 30, 2018, the Company generated net operating cash of $1.877 billion, used $290.1 million in investing activities and used $1.606 billion in financing activities.

Market Risk

The Company is exposed to market risk associated with interest rate, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. The Company believes it may be exposed to continuing market risk from foreign currency exchange rate and commodity price fluctuations. However, the Company does not expect that foreign currency exchange rate and commodity price fluctuations or hedging contract losses will have a material adverse effect on the Company’s financial condition, results of operations or cash flows.

Financial Covenant

Certain borrowings contain a consolidated leverage covenant. The covenant states that the Company’s leverage ratio is not to exceed 4.75 to 1.00. The leverage ratio is defined as the ratio of total indebtedness (the sum of Short-term borrowings, Current portion of long-term debt and Long-term debt) at the reporting date to consolidated pro forma “Earnings Before Interest, Taxes, Depreciation, and Amortization” (EBITDA) for the combined companies for the twelve month period ended on the same date. Refer to the “Results of Operations” caption below for a reconciliation of EBITDA to Net income. At June 30, 2018, the Company was in compliance with the covenant. The Company’s notes, debentures and revolving credit agreements contain various default and cross-default provisions. In the event of default under any one of these arrangements, acceleration of the maturity of any one or more of these borrowings may result. See Note 7, on pages 61 and 62, in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017 for more information concerning the Company’s debt and related covenant.

RESULTS OF OPERATIONS

Shown below are net sales and income before taxes by segment for the three and six months ended June 30, 2018:

(Thousands of dollars)	Three Months Ended June 30,			Six Months Ended June 30,		
	2018	2017	Change	2018	2017	Change
Net Sales:						
The Americas Group	$2,625,057	$2,437,655	7.7 %	$4,705,472	$4,389,401	7.2 %
Consumer Brands Group	777,746	536,441	45.0 %	1,434,125	859,807	66.8 %
Performance Coatings Group	1,369,324	761,094	79.9 %	2,597,099	1,245,548	108.5 %
Administrative	1,669	627	166.2 %	2,106	2,448	-14.0 %
Total	$4,773,796	$3,735,817	27.8 %	$8,738,802	$6,497,204	34.5 %

(Thousands of dollars)	Three Months Ended June 30,			Six Months Ended June 30,		
	2018	2017	Change	2018	2017	Change
Income Before Income Taxes:						
The Americas Group	$569,897	$532,687	7.0 %	$907,289	$837,911	8.3 %
Consumer Brands Group	90,903	76,064	19.5 %	165,131	131,978	25.1 %
Performance Coatings Group	144,194	62,345	131.3 %	234,960	119,457	96.7 %
Administrative	(266,908)	(162,093)	-64.7 %	(465,708)	(273,738)	-70.1 %
Total	$538,086	$509,003	5.7 %	$841,672	$815,608	3.2 %

Three Months Ended June 30, 2018

Consolidated net sales increased in the second quarter of 2018 due primarily to the addition of Valspar sales, selling price increases and higher paint sales volume in The Americas Group. Currency translation rate changes provided an unfavorable impact on consolidated net sales in the quarter for The Americas Group, but were partially offset by favorable impacts for the Performance Coatings and Consumer Brands Groups.

Net sales of all consolidated foreign subsidiaries were up 100.7 percent to $1.211 billion in the second quarter compared to $603.3 million in the same period last year. The increase in net sales for all consolidated foreign subsidiaries in the quarter was due primarily to the addition of Valspar sales. Net sales of all operations other than consolidated foreign subsidiaries were up 13.7 percent to $3.563 billion in the quarter compared to $3.132 billion in the same period last year.

Net sales in The Americas Group increased in the second quarter of 2018 due primarily to higher architectural paint sales volume across most end market segments and selling price increases. Net sales from stores open for more than twelve calendar months in the U.S. and Canada increased 6.8 percent in the quarter compared to last year’s comparable period. Sales of non-paint products did not change over last year's second quarter. A discussion of changes in volume versus pricing for sales of products other than paint is not pertinent due to the wide assortment of general merchandise sold. Net sales of the Consumer Brands Group increased in the second quarter primarily due to the inclusion of Valspar sales and higher sales volumes, partially offset by lower price realization to some of the Group's retail customers. Valspar sales increased the Consumer Brands Group's Net sales by 42.7 percent in the quarter. Net sales in the Performance Coatings Group stated in U.S. dollars increased in the second quarter primarily due to the inclusion of Valspar sales and selling price increases. Valspar sales increased the Performance Coatings Group's Net sales by 72.9 percent in the quarter. Net sales in the Administrative segment, which primarily consist of external leasing revenue of excess headquarters space and leasing of facilities no longer used by the Company in its primary business, were essentially flat in the second quarter.

Consolidated gross profit increased $304.0 million in the second quarter of 2018 compared to the same period in 2017, primarily due to Valspar sales and increased paint sales volume partially offset by higher raw material costs. Consolidated gross profit as a percent of consolidated net sales decreased in the second quarter of 2018 to 42.7 percent, compared to 46.4 percent during the same period in 2017, due primarily to higher raw material costs and the Acquisition.

The Americas Group’s gross profit was higher than last year by $89.2 million in the second quarter of 2018 due to higher paint sales volume and selling price increases, partially offset by increased raw material costs. The Americas Group’s gross profit as a percent of sales was essentially flat in the quarter due to increased raw material costs, offset by increased paint sales volume and selling price increases. The Consumer Brands Group’s gross profit increased by $61.3 million in the quarter compared to the same period last year due primarily to the inclusion of Valspar sales, partially offset by increased raw material costs, and lower volume sales to some of the Group’s retail and commercial customers. The Consumer Brands Group’s gross profit as a percent of sales was down in the quarter compared to the same period last year due to increased raw material costs, only partially offset by the inclusion of Valspar sales. The Performance Coatings Group’s gross profit increased $170.9 million in the second quarter compared to the same period last year, when stated in U.S. dollars, primarily due to the inclusion of Valspar sales and selling price increases partially offset by higher raw material costs. The Performance Coatings Group’s gross profit as a percent of sales was down in the quarter compared to the same period last year primarily due to higher raw material costs, only partially offset by the inclusion of Valspar sales, and selling price increases. The Administrative segment’s gross profit decreased by $17.4 million in the second quarter compared to the same period last year.

Selling, general and administrative expenses (SG&A) increased $154.1 million in the second quarter of 2018 versus the same period last year due primarily to the inclusion of Valspar operations, increased expenses to support higher sales levels and net new store openings. In the second quarter of 2018, this increase included expenses associated with the Acquisition of $24.9 million compared to $26.6 million during the same period in 2017. As a percent of sales, consolidated SG&A decreased to 27.4 percent in the second quarter of 2018, from 30.9 percent in the second quarter of 2017, primarily due to realized administrative synergies from the Acquisition.

The Americas Group's SG&A increased $43.6 million in the second quarter due primarily to net new store openings and general comparable store expenses to support higher sales levels. The Consumer Brands Group's SG&A increased $29.1 million in the quarter compared to the same period last year primarily due to the impact from Valspar operations partially offset by good expense control. The Performance Coatings Group's SG&A increased $62.5 million in the quarter primarily due to the impact from Valspar operations. The Administrative segment's SG&A increased $18.9 million in the quarter primarily due to increased costs associated with the Acquisition.

Amortization expense increased $45.0 million in the second quarter of 2018 versus the same period in 2017, primarily due to amortization of acquired intangibles. In the second quarter of 2018, amortization of acquired intangibles was $44.0 million and $22.4 million for the Performance Coatings and Consumer Brands Groups, respectively.

Interest expense increased $36.8 million in the second quarter of 2018 compared to the same period in 2017, due to the Acquisition-related debt incurred.

Other general expense—net increased $25.2 million in the second quarter of 2018, compared to the same period in 2017, primarily due to increased provisions for environmental matters in the Administrative segment.

Other income - net decreased $11.4 million in the second quarter as compared to 2017 primarily due to an increase in foreign currency transaction related losses and a decrease in miscellaneous pension income.

Consolidated income from continuing operations before income taxes increased $29.1 million in the second quarter of 2018 versus the same period last year, primarily due to higher segment profits in each of our segments, partially offset by Acquisition-related interest costs, and increased amortization of intangibles.

The effective tax rate for income from continuing operations was 25.0 percent for the second quarter of 2018 compared to 29.1 percent for the second quarter of 2017. Excluding the impact of share-based payments, the effective tax rate was 25.7 percent for the second quarter of 2018 compared to 32.7 percent for the second quarter of 2017. The decrease in the effective tax rate for the second quarter of 2018 compared to the second quarter of 2017 was primarily due to the overall favorable impact of the Tax Act. The Company received favorable tax benefits from the reduction in the corporate domestic income tax rate from 35 percent to 21 percent and a deduction related to foreign-derived intangible income. These benefits were partially offset by the Tax Act’s elimination of the domestic manufacturing deduction, a reduction in allowable foreign tax credits as well as a decreased benefit related to international tax rate differences. The Company recorded an income tax provision of $41.5 million in the second quarter of 2017 related to the divestiture of Valspar's North American industrial wood coatings business, which is reported as a discontinued operation. See Note 4.

Diluted net income per common share in the second quarter of 2018 increased to $4.25 per share from $3.36 per share in the second quarter of 2017. Second quarter 2018 diluted net income per common share included a $1.23 per share charge from Acquisition-related costs and increased amortization of intangibles. Currency translation rate changes did not have a significant impact on diluted net income per common share in the quarter. Second quarter 2017 diluted net income per common share included a $.72 per share charge from Acquisition-related costs, inventory purchase accounting adjustments and increased amortization of intangibles. Diluted net income per common share from continuing operations (excluding the $.44 per share charge related to the divestiture) in the second quarter of 2017 was $3.80.

Six Months Ended June 30, 2018

Consolidated net sales increased in the first six months of 2018 due primarily to the addition of Valspar sales.

Net sales of all consolidated foreign subsidiaries were up 108.4 percent to $2.131 billion in the first six months of 2018 compared to $1.022 billion in the same period last year. The increase in net sales for all consolidated foreign subsidiaries in the first six months of 2018 was due primarily to the addition of Valspar sales, increased pricing and favorable foreign currency translation impacts. Net sales of all operations other than consolidated foreign subsidiaries were up 20.7 percent to $6.608 billion in the first six months of 2018 as compared to $5.475 billion in the same period last year.

Net sales in The Americas Group increased in the first six months of 2018 due primarily to higher architectural paint sales volume across most end market segments and selling price increases. Net sales from stores open for more than twelve calendar months in the U.S. and Canada increased 6.1 percent in the first six months compared to last year’s comparable period. Sales of non-paint products increased 4.5 percent over last year's first six months. Net sales of the Consumer Brands Group increased in the first six months primarily due to the inclusion of Valspar sales and higher volume sales. Valspar sales increased the Consumer Brands Group's Net sales by 67.4 percent in the first six months. Net sales in the Performance Coatings Group stated in U.S. dollars increased in the first six months due primarily to the inclusion of Valspar sales and selling price increases. Valspar sales increased the Performance Coatings Group's Net sales by 102.2 percent in the first six months. Net sales in the Administrative segment were essentially flat in the first six months.

Consolidated gross profit increased $647.8 million in the first six months of 2018 compared to the same period in 2017, primarily due to Valspar sales and increased paint sales volume partially offset by higher raw material costs. Consolidated gross profit as a percent of consolidated net sales decreased in the first six months of 2018 to 42.6 percent, compared to 47.4 percent, during the same period in 2017, due primarily to higher raw material costs and the Acquisition.

The Americas Group's gross profit was higher than last year by $150.8 million in the first six months of 2018 due to higher paint sales volume and selling price increases, partially offset by increased raw material costs. The Americas Group's gross profit as a percent of sales was essentially flat in the first six months due to increased raw material costs, offset by increased paint sales volume and selling price increases. The Consumer Brands Group's gross profit increased by $164.0 million in the first six months compared to the same period last year due primarily to the inclusion of Valspar sales, partially offset by increased raw material costs. The Consumer Brands Group's gross profit as a percent of sales was down in the first six months compared to the same period last year due to increased raw material costs and only partially offset by the inclusion of Valspar sales. The Performance Coatings Group's gross profit increased $354.1 million in the first six months compared to the same period last year, when stated in U.S. dollars, primarily due to the inclusion of Valspar sales and selling price increases, partially offset by higher raw material costs. The Performance Coatings Group's gross profit as a percent of sales was down in the first six months compared to the same period last year primarily due to higher raw material costs, only partially offset by the inclusion of Valspar sales and selling price increases. The Administrative segment's gross profit decreased by $21.2 million in the first six months compared to the same period last year.

SG&A increased $357.6 million in the first six months of 2018 versus the same period last year due primarily to the inclusion of Valspar operations and increased expenses to support higher sales levels. In the first six months of 2018, this increase included expenses associated with the Acquisition of $49.5 million, compared to $31.6 million during the same period in 2017. As a percent of sales, consolidated SG&A decreased to 28.9 percent in the first six months of 2018, from 33.3 percent in the first six months of 2017, primarily due to realized administrative synergies from the Acquisition.

The Americas Group's SG&A increased $74.0 million in the first six months due primarily to general comparable store expenses to support higher sales levels. The Consumer Brands Group's SG&A increased $90.4 million in the first six months compared to the same period last year primarily due to the impact from Valspar operations partially offset by good expense control. The Performance Coatings Group's SG&A increased $158.4 million in the first six months primarily due to the impact from Valspar operations, and foreign currency exchange rates. The Administrative segment's SG&A increased $34.9 million in the first six months primarily due to increased costs associated with the Acquisition.

Amortization expense increased $123.9 million in the first of six months of 2018 versus the same period in 2017, primarily due to amortization of acquired intangibles. In the first six months of 2018, amortization of acquired intangibles was 98.3 million and $45.6 million for the Performance Coatings and Consumer Brands Groups, respectively.

Interest expense increased $102.6 million in the first six months of 2018, compared to the same period in 2017, due to the Acquisition-related debt incurred.

Other general expense—net increased $27.9 million in the first six months of 2018, compared to the same period in 2017, primarily due to increased provisions for environmental matters in the Administrative segment.

Other income - net decreased $7.5 million in the first six months as compared to 2017 primarily due to an increase in foreign currency transaction related losses and a decrease in miscellaneous pension income.

Consolidated income from continuing operations before income taxes increased $26.1 million in the first six months of 2018 versus the same period last year, primarily due to higher segment profits in each of our segments, partially offset by Acquisition-related interest costs and increased amortization of intangibles.

The effective tax rate for income from continuing operations was 22.3 percent for the first six months of 2018 compared to 26.5 percent for the first six months of 2017. Excluding the impact of share-based payments, the effective tax rate was 24.5 percent for the first six months of 2018 compared to 32.7 percent for the first six months of 2017. The decrease in the effective tax rate for the first six months of 2018 compared to the first six months of 2017 was primarily due to the overall favorable impact of the Tax Act. The Company recorded an income tax provision of $41.5 million in the second quarter of 2017 related to the divestiture of Valspar's North American industrial wood coatings business, which is reported as a discontinued operation. See Note 4.

Diluted net income per common share in the first six months of 2018 increased to $6.86 per share from $5.90 per share in the first six months of 2017. Diluted net income per common share for the first six months of 2018 included a

$2.18 per share charge from Acquisition-related costs and increased amortization of intangibles. Currency translation rate changes did not have a significant impact on diluted net income per common share in the first six months of 2018. Diluted net income per common share for the first six months of 2017 included a $.80 per share charge from Acquisition-related costs, inventory purchase accounting adjustments and increased amortization of intangibles. Diluted net income per common share from continuing operations (excluding the $.44 per share charge related to the divestiture) in the first six months of 2017 was $6.34.

Management considers a measurement that is not in accordance with U.S. generally accepted accounting principles a useful measurement of the operational profitability of the Company. Some investment professionals also utilize such a measurement as an indicator of the value of profits and cash that are generated strictly from operating activities, putting aside working capital and certain other balance sheet changes. For this measurement, management increases net income for significant non-operating and non-cash expense items to arrive at an amount known as “Earnings Before Interest, Taxes, Depreciation and Amortization” (EBITDA). The reader is cautioned that the following value for EBITDA should not be compared to other entities unknowingly. EBITDA should not be considered an alternative to net income or cash flows from operating activities as an indicator of operating performance or as a measure of liquidity. The reader should refer to the determination of net income and cash flows from operating activities in accordance with U.S. generally accepted accounting principles disclosed in the Statements of Consolidated Income and Comprehensive Income and Statements of Consolidated Cash Flows. EBITDA as used by management is calculated as follows:

(Thousands of dollars)	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net income from continuing operations	$403,604	$360,651	$653,731	$599,803
Interest expense	93,507	56,729	185,054	82,424
Income taxes	134,482	148,352	187,941	215,805
Depreciation	72,542	50,370	144,133	94,965
Amortization	73,893	28,918	158,942	35,088
EBITDA from continuing operations	$778,028	$645,020	$1,329,801	$1,028,085

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this report constitute “forward-looking statements” within the meaning of the federal securities laws. These forward-looking statements are based upon management’s current expectations, estimates, assumptions and beliefs concerning future events and conditions and may discuss, among other things, anticipated future performance (including sales and earnings), expected growth, future business plans and the costs and potential liability for environmental-related matters and the lead pigment and lead-based paint litigation. Any statement that is not historical in nature is a forward-looking statement and may be identified by the use of words and phrases such as "believe," "expect," "may," "will," "should," "project," "could," "plan," "goal," "potential," "seek," "intend" or "anticipate" or the negative thereof or comparable terminology.

Readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside our control that could cause actual results to differ materially from such statements and from our historical results and experience. These risks, uncertainties and other factors include such things as:

- general business conditions, strengths of retail and manufacturing economies and the growth in the coatings industry;
- changes in general domestic economic conditions such as inflation rates, interest rates, tax rates, unemployment rates, higher labor and healthcare costs, recessions, and changing government policies, laws and regulations;
- changes in raw material and energy supplies and pricing;
- changes in our relationships with customers and suppliers;
- our ability to successfully integrate past and future acquisitions into our existing operations, including Valspar, as well as the performance of the businesses acquired;
- risks inherent in the achievement of anticipated cost synergies resulting from the acquisition of Valspar and the timing thereof ;
- competitive factors, including pricing pressures and product innovation and quality;
- our ability to attain cost savings from productivity initiatives;
- risks and uncertainties associated with our expansion into and our operations in Asia, Europe, South America and other foreign markets, including general economic conditions, inflation rates, recessions, foreign currency exchange rates, foreign investment and repatriation restrictions, legal and regulatory constraints, civil unrest and other external economic and political factors;
- the achievement of growth in foreign markets, such as Asia, Europe and South America;
- increasingly stringent domestic and foreign governmental regulations, including those affecting health, safety and the environment;
- inherent uncertainties involved in assessing our potential liability for environmental-related activities;
- other changes in governmental policies, laws and regulations, including changes in accounting policies and standards and taxation requirements (such as new tax laws and new or revised tax law interpretations);
- the nature, cost, quantity and outcome of pending and future litigation and other claims, including the lead pigment and lead-based paint litigation, and the effect of any legislation and administrative regulations relating thereto; and
- adverse weather conditions and natural disasters.

Readers are cautioned that it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results and that the above list should not be considered to be a complete list. Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as otherwise required by law.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk associated with interest rate, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. The Company enters into option and forward currency exchange contracts and commodity swaps to hedge against value changes in foreign currency and commodities. The Company believes it may experience continuing losses from foreign currency translation and commodity price fluctuations. However, the Company does not expect currency translation, transaction, commodity price fluctuations or hedging contract losses to have a material adverse effect on the Company’s financial condition, results of operations or cash flows. There were no material changes in the Company’s exposure to market risk since the disclosure included in Management’s Discussion and Analysis of Financial Condition and Results of Operations in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

Item 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chairman, President and Chief Executive Officer and our Senior Vice President—Finance and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 and Rule 15d-15 of the Securities Exchange Act of 1934, as amended (“Exchange Act”). Based upon that evaluation, our Chairman, President and Chief Executive Officer and our Senior Vice President—Finance and Chief Financial Officer concluded that as of the end of the period covered by this report our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and accumulated and communicated to our management including our Chairman, President and Chief Executive Officer and our Senior Vice President—Finance and Chief Financial Officer, to allow timely decisions regarding required disclosure. We acquired The Valspar Corporation, or Valspar, on June 1, 2017 and have not yet included Valspar in our assessment of the effectiveness of our internal control over financial reporting. For the six months ended June 30, 2018, Valspar accounted for $2.3 billion of our total net sales and as of June 30, 2018 had total assets of $3.8 billion. Valspar will be included in our assessment of the effectiveness of our internal control over financial reporting as of December 31, 2018.

Except as described in the preceding paragraph, there were no changes in our internal control over financial reporting identified in connection with the evaluation that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

For information with respect to certain environmental-related matters and legal proceedings, see the information included under the captions entitled “Environmental-Related Liabilities” and “Litigation” of “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Notes 10 and 11 of the “Notes to Condensed Consolidated Financial Statements,” which is incorporated herein by reference.

Item 1A. Risk Factors

We face a number of risks that could materially and adversely affect our business, results of operations, cash flow, liquidity or financial condition. A discussion of our risk factors can be found in Item 1A, Risk Factors, in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017. During the second quarter ended June 30, 2018, there were no material changes to our previously disclosed risk factors.

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

A summary of the repurchase activity for the Company’s second quarter is as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Number of Shares Purchased as Part of a Publicly Announced Plan	Number of Shares That May Yet Be Purchased Under the Plan
April 1 - April 30				
Share repurchase program [1]	25,000	$372.57	25,000	11,025,000
Employee transactions [2]	—	$—		N/A
May 1 - May 31				
Share repurchase program [1]	225,000	$371.97	225,000	10,800,000
Employee transactions [2]	—	$—		N/A
June 1 - June 30				
Share repurchase program [1]	—	$—	—	10,800,000
Employee transactions [2]	244	$396.84		N/A
Total				
Share repurchase program [1]	250,000	$372.03	250,000	10,800,000
Employee transactions [2]	244	$396.84		NA

(1) All shares were purchased through the Company’s publicly announced share repurchase program. There is no expiration date specified for the program. The Company had remaining authorization at June 30, 2018 to purchase 10,800,000 shares.

(2) All shares were delivered to satisfy the exercise price and/or tax withholding obligations by employees who exercised stock options or had shares of restricted stock vest.

Item 5. Other Information.

During the six months ended June 30, 2018, the Audit Committee of the Board of Directors of the Company approved permitted non-audit services to be performed by Ernst & Young LLP, the Company’s independent registered public accounting firm. These non-audit services were approved within categories related to domestic tax advisory, tax compliance and other advisory services.

Item 6. Exhibits.

31(a)	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith).
31(b)	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer (filed herewith).
32(a)	Section 1350 Certification of Chief Executive Officer (furnished herewith).
32(b)	Section 1350 Certification of Chief Financial Officer (furnished herewith).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

* Management contract or compensatory plan or arrangement.

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.

THE SHERWIN-WILLIAMS COMPANY

July 25, 2018	By:	/s/ Jane M. Cronin Jane M. Cronin Senior Vice President - Corporate Controller
July 25, 2018	By:	/s/ Allen J. Mistysyn Allen J. Mistysyn Senior Vice President - Finance and Chief Financial Officer

41