

Edgar Filing: TIFFANY & CO - Form 10-Q

TIFFANY & CO  
Form 10-Q  
November 29, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended October 31, 2016

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-9494

TIFFANY & CO.

(Exact name of registrant as specified in its charter)

Delaware 13-3228013

(State of incorporation) (I.R.S. Employer Identification No.)

727 Fifth Avenue, New York, NY 10022

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 755-8000

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

APPLICABLE ONLY TO CORPORATE ISSUERS: Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: Common Stock, \$.01 par value, 124,454,956 shares outstanding at the close of business on October 31, 2016.

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## PART I. Financial Information

## Item 1. Financial Statements

## TIFFANY &amp; CO. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(in millions, except per share amounts)

	October 31, 2016	January 31, 2016	October 31, 2015
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$727.5	\$843.6	\$673.2
Short-term investments	59.2	43.0	51.9
Accounts receivable, less allowances of \$10.9, \$11.5 and \$10.0	214.0	206.4	206.5
Inventories, net	2,303.1	2,225.0	2,347.0
Prepaid expenses and other current assets	205.4	190.4	204.2
Total current assets	3,509.2	3,508.4	3,482.8
Property, plant and equipment, net	951.8	935.8	912.2
Deferred income taxes	370.2	382.8	440.5
Other assets, net	307.9	294.6	322.0
	\$5,139.1	\$5,121.6	\$5,157.5
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current liabilities:			
Short-term borrowings	\$219.5	\$221.6	\$198.3
Current portion of long-term debt	—	84.2	82.6
Accounts payable and accrued liabilities	313.1	329.1	323.4
Income taxes payable	32.6	27.1	30.6
Merchandise credits and deferred revenue	70.5	67.9	73.4
Total current liabilities	635.7	729.9	708.3
Long-term debt	885.7	790.0	789.8
Pension/postretirement benefit obligations	448.0	428.1	545.8
Deferred gains on sale-leasebacks	50.0	55.1	57.9
Other long-term liabilities	194.6	189.0	184.7
Commitments and contingencies			
Stockholders' equity:			
Preferred Stock, \$0.01 par value; authorized 2.0 shares, none issued and outstanding	—	—	—
Common Stock, \$0.01 par value; authorized 240.0 shares, issued and outstanding 124.5, 126.8 and 128.2	1.2	1.3	1.3
Additional paid-in capital	1,179.6	1,175.7	1,181.6
Retained earnings	1,979.0	2,012.5	1,993.6
Accumulated other comprehensive loss, net of tax	(251.2 )	(278.1 )	(323.1 )
Total Tiffany & Co. stockholders' equity	2,908.6	2,911.4	2,853.4
Non-controlling interests	16.5	18.1	17.6
Total stockholders' equity	2,925.1	2,929.5	2,871.0
	\$5,139.1	\$5,121.6	\$5,157.5

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

(Unaudited)

(in millions, except per share amounts)

	Three Months		Nine Months	
	Ended		Ended	
	October 31,		October 31,	
	2016	2015	2016	2015
Net sales	\$949.3	\$938.2	\$2,772.2	\$2,891.2
Cost of sales	369.8	373.7	1,070.1	1,164.7
Gross profit	579.5	564.5	1,702.1	1,726.5
Selling, general and administrative expenses	424.3	408.1	1,237.4	1,227.3
Earnings from operations	155.2	156.4	464.7	499.2
Interest and other expenses, net	9.7	15.2	34.5	38.1
Earnings from operations before income taxes	145.5	141.2	430.2	461.1
Provision for income taxes	50.4	50.2	141.9	160.4
Net earnings	\$95.1	\$91.0	\$288.3	\$300.7
Net earnings per share:				
Basic	\$0.76	\$0.71	\$2.30	\$2.33
Diluted	\$0.76	\$0.70	\$2.29	\$2.32
Weighted-average number of common shares:				
Basic	124.6	128.6	125.3	129.0
Diluted	124.9	129.1	125.7	129.5

See notes to condensed consolidated financial statements.

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TIFFANY & CO. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS  
 (Unaudited)  
 (in millions)

	Three Months Ended October 31,		Nine Months Ended October 31,	
	2016	2015	2016	2015
Net earnings	\$95.1	\$91.0	\$288.3	\$300.7
Other comprehensive earnings (loss), net of tax				
Foreign currency translation adjustments	(13.5 )	(5.9 )	13.6	(34.1 )
Unrealized (loss) gain on marketable securities	(0.1 )	(0.7 )	1.9	(0.8 )
Unrealized (loss) gain on hedging instruments	(7.6 )	(4.4 )	4.8	(11.5 )
Net unrealized gain on benefit plans	2.2	4.6	6.6	13.8
Total other comprehensive (loss) earnings, net of tax	(19.0 )	(6.4 )	26.9	(32.6 )
Comprehensive earnings	\$76.1	\$84.6	\$315.2	\$268.1

See notes to condensed consolidated financial statements.

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## TIFFANY &amp; CO. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(Unaudited)

(in millions)

	Total Stockholders' Equity	Retained Earnings	Accumulated Other Comprehensive Loss	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Non- controlling Interests
Balance at January 31, 2016	\$ 2,929.5	\$ 2,012.5	\$ (278.1 )	126.8	\$ 1.3	\$ 1,175.7	\$ 18.1
Exercise of stock options and vesting of restricted stock units ("RSUs")	8.7	—	—	0.5	—	8.7	—
Tax effect of exercise of stock options and vesting of RSUs	(0.7 )	—	—	—	—	(0.7 )	—
Share-based compensation expense	17.5	—	—	—	—	17.5	—
Purchase and retirement of Common Stock	(180.7 )	(159.0 )	—	(2.8 )	(0.1 )	(21.6 )	—
Cash dividends on Common Stock	(162.8 )	(162.8 )	—	—	—	—	—
Other comprehensive earnings, net of tax	26.9	—	26.9	—	—	—	—
Net earnings	288.3	288.3	—	—	—	—	—
Non-controlling interests	(1.6 )	—	—	—	—	—	(1.6 )
Balance at October 31, 2016	\$ 2,925.1	\$ 1,979.0	\$ (251.2 )	124.5	\$ 1.2	\$ 1,179.6	\$ 16.5

See notes to condensed consolidated financial statements.

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TIFFANY & CO. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (Unaudited)  
 (in millions)

	Nine Months Ended October 31,	
	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net earnings	\$288.3	\$300.7
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	157.0	149.5
Amortization of gain on sale-leasebacks	(6.4 )	(6.2 )
Excess tax benefits from share-based payment arrangements	(0.5 )	(2.2 )
Provision for inventories	14.3	20.0
Deferred income taxes	(13.4 )	(16.9 )
Provision for pension/postretirement benefits	34.0	49.3
Share-based compensation expense	17.3	19.8
Impairment charge	—	9.6
Changes in assets and liabilities:		
Accounts receivable	(1.2 )	(16.2 )
Inventories	(55.1 )	(36.0 )
Prepaid expenses and other current assets	16.8	(2.1 )
Accounts payable and accrued liabilities	(40.1 )	(23.1 )
Income taxes payable	(6.7 )	(12.6 )
Merchandise credits and deferred revenue	3.7	8.1
Other, net	(4.4 )	(14.2 )
Net cash provided by operating activities	403.6	427.5
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of marketable securities and short-term investments	(79.8 )	(92.1 )
Proceeds from sales of marketable securities and short-term investments	64.0	60.7
Capital expenditures	(156.9 )	(158.5 )
Net cash used in investing activities	(172.7 )	(189.9 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from (repayments of) credit facility borrowings, net	4.7	(24.0 )
Proceeds from other credit facility borrowings	66.4	9.1
Repayment of other credit facility borrowings	(75.7 )	(16.0 )
Proceeds from the issuance of long-term debt	98.1	—
Repayment of long-term debt	(97.1 )	—
Repurchase of Common Stock	(180.7 )	(116.2 )
Proceeds from exercised stock options	11.4	1.6
Excess tax benefits from share-based payment arrangements	0.5	2.2
Cash dividends on Common Stock	(162.8 )	(152.2 )
Distribution to non-controlling interest	(2.1 )	—
Financing fees	(1.5 )	(0.2 )
Net cash used in financing activities	(338.8 )	(295.7 )
Effect of exchange rate changes on cash and cash equivalents	(8.2 )	1.3
Net decrease in cash and cash equivalents	(116.1 )	(56.8 )
Cash and cash equivalents at beginning of year	843.6	730.0
Cash and cash equivalents at end of nine months	\$727.5	\$673.2



See notes to condensed consolidated financial statements.

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TIFFANY & CO. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The accompanying condensed consolidated financial statements include the accounts of Tiffany & Co. (also referred to as the Registrant) and its subsidiaries (the "Company") in which a controlling interest is maintained. Controlling interest is determined by majority ownership interest and the absence of substantive third-party participating rights or, in the case of variable interest entities ("VIEs"), if the Company has the power to significantly direct the activities of a VIE, as well as the obligation to absorb significant losses of or the right to receive significant benefits from the VIE. Intercompany accounts, transactions and profits have been eliminated in consolidation. The interim statements are unaudited and, in the opinion of management, include all adjustments (which represent normal recurring adjustments) necessary to fairly state the Company's financial position as of October 31, 2016 and 2015 and the results of its operations and cash flows for the interim periods presented. The condensed consolidated balance sheet data for January 31, 2016 is derived from the audited financial statements, which are included in the Company's Annual Report on Form 10-K and should be read in connection with these financial statements. As permitted by the rules of the Securities and Exchange Commission, these financial statements do not include all disclosures required by generally accepted accounting principles.

The Company's business is seasonal in nature, with the fourth quarter typically representing approximately one-third of annual net sales and a higher percentage of annual net earnings. Therefore, the results of its operations for the three and nine months ended October 31, 2016 and 2015 are not necessarily indicative of the results of the entire fiscal year.

Certain prior year amounts have been reclassified to conform with the current year presentation. The Company adopted ASU No. 2015-17 – Income Taxes: Balance Sheet Classification of Deferred Taxes, on a retrospective basis, as of January 31, 2016. Accordingly, current deferred taxes were reclassified to noncurrent on the October 31, 2015 Condensed Consolidated Balance Sheet, which increased noncurrent assets by \$102.0 million and noncurrent liabilities by \$0.2 million. The Company also adopted ASU No. 2015-03 – Simplifying the Presentation of Debt Issuance Costs, on a retrospective basis, as of February 1, 2016. Accordingly, debt issuance costs of \$8.1 million and \$8.3 million were reclassified from other assets, net to a direct deduction from long-term debt at January 31, 2016 and October 31, 2015, respectively.

2. NEW ACCOUNTING STANDARDS

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09 – Revenue From Contracts with Customers, to clarify the principles of recognizing revenue and create common revenue recognition guidance between U.S. Generally Accepted Accounting Principles ("GAAP") and International Financial Reporting Standards. The core principle of the guidance is that a company should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under current guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. In August 2015, the FASB issued ASU 2015-14 – Revenue from Contracts with Customers: Deferral of the Effective Date, deferring the effective date of ASU 2014-09 for one year to interim and annual reporting periods beginning after December 15, 2017. Early adoption is also permitted as of the original effective date (interim and annual periods beginning after December 15, 2016) and full or modified retrospective application is permitted. Subsequently, the FASB has issued a number of ASU's amending ASU-2014-09 and providing further guidance related to revenue recognition, including:

In March 2016, ASU No. 2016-08 – Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross versus Net), to clarify the implementation

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guidance on principal versus agent considerations, specifically including indicators to assist an entity in determining whether it controls a specified good or service before it is transferred to the customer.

In April 2016, ASU No. 2016-10 – Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing, to clarify the identification of performance obligations as well as the licensing implementation guidance.

In May 2016, ASU No. 2016-11 – Revenue Recognition and Derivatives and Hedging, updating ASU 2014-09 by rescinding certain Accounting Standards Codification including "Revenue and Expense Recognition for Freight Services in Process", "Accounting for Shipping and Handling Fees and Costs" and "Accounting for Consideration Given by a Vendor to a Customer".

In May 2016, ASU No. 2016-12 – Revenue from Contracts with Customers: Narrow Scope Improvements and Practical Expedients, which clarifies certain core recognition principles including collectability, sales tax presentation, and contract modifications, as well as identifies disclosures no longer required if the full retrospective transition method is adopted.

The effective date and transition requirements for these amendments are the same as ASU 2014-09, as amended by ASU 2015-14. Management is currently evaluating the impact of the new guidance on the consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02 – Leases, which requires an entity that leases assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Leases will be classified as either financing or operating, with the applicable classification determining the pattern of expense recognition in the statement of earnings. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018 and must be adopted using a modified retrospective approach. Management is currently evaluating the impact of this ASU on the consolidated financial statements, but expects that adoption will result in a significant increase in the Company's assets and liabilities.

In March 2016, the FASB issued ASU No. 2016-05 – Derivatives and Hedging: Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships, which states that a change in counterparty to a derivative instrument does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge account criteria continue to be met. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The amendments should be applied on either a prospective basis or a modified retrospective basis and earlier application is permitted. Management does not believe the adoption of this ASU will have a material impact on the consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09 – Compensation – Stock Compensation: Improvements to Employee Share-Based Payment Accounting, which provides guidance on several aspects of accounting for share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification on the statement of cash flows. Most notably, the Company will be required to recognize all excess tax benefits and shortfalls as income tax expense or benefit in the statement of earnings within the reporting period in which they occur. This ASU is effective for interim and annual periods beginning after December 15, 2016 and early adoption is permitted. Management is currently evaluating the impact of this ASU on the consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13 – Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments. ASU 2016-13 amends the impairment model to utilize an expected loss methodology in place of the currently used incurred loss methodology, which will result in the more timely recognition of losses. The new standard applies to financial assets measured at amortized cost basis, including receivables that result from revenue transactions and held-to-maturity debt securities. The ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, and early adoption is permitted for fiscal years beginning after December 15, 2018. Management is currently evaluating the impact of this ASU on the consolidated financial

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In August 2016, the FASB issued ASU 2016-15 – Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments, which provides guidance on eight specific cash flow issues in an effort to reduce diversity in practice in how certain transactions are classified within the statement of cash flows. This ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted and the amendments should be applied using a retrospective method. Management is currently evaluating the impact of this ASU on the consolidated financial statements.

In October 2016, the FASB issued ASU 2016-16 – Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory. This ASU eliminates the requirement to defer the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. Therefore, under the new guidance, an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. This ASU is effective for interim and annual reporting periods beginning after December 15, 2017. Early adoption is permitted as of the first interim period and the amendments should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. Management is currently evaluating the impact of this ASU on the consolidated financial statements.

### 3. RECEIVABLES AND FINANCING ARRANGEMENTS

Receivables. The Company's accounts receivable, net primarily consists of amounts due from Credit Receivables (defined below), department store operators that host TIFFANY & CO. boutiques in their stores, third-party credit card issuers and wholesale customers. The Company maintains an allowance for doubtful accounts for estimated losses associated with the accounts receivable recorded on the balance sheet. The allowance is determined based on a combination of factors including, but not limited to, the length of time that the receivables are past due, management's knowledge of the customer, economic and market conditions and historical write-off experiences.

For the receivables associated with Tiffany & Co. credit cards ("Credit Card Receivables"), management uses various indicators to determine whether to extend credit to customers and the amount of credit. Such indicators include reviewing prior experience with the customer, including sales and collection history, and using applicants' credit reports and scores provided by credit rating agencies. Certain customers may be granted payment terms which permit purchases above a minimum amount to be paid for in equal monthly installments over a period not to exceed 12 months (together with Credit Card Receivables, "Credit Receivables"). Credit Receivables require minimum balance payments. An account is classified as overdue if a minimum balance payment has not been received within the allotted timeframe (generally 30 days), after which internal collection efforts commence. For all Credit Receivables recorded on the balance sheet, once all internal collection efforts have been exhausted and management has reviewed the account, the account balance is written off and may be sent for external collection or legal action. At October 31, 2016 and 2015, the carrying amount of the Credit Receivables (recorded in accounts receivable, net) was \$71.2 million and \$66.2 million, of which 96% was considered current in both periods. The allowance for doubtful accounts for estimated losses associated with the Credit Receivables (approximately \$1.1 million at October 31, 2016 and \$1.0 million October 31, 2015) was determined based on the factors discussed above. Finance charges earned on Credit Card Receivables are not significant.

Financing Arrangements. The Company has provided financing to diamond mining and exploration companies in order to obtain rights to purchase the mine's output (see "Note 10. Commitments and Contingencies"). Management evaluates these financing arrangements for potential impairment by reviewing the parties' financial statements along with projections and business, operational and other economic factors on a periodic basis. At October 31, 2016 and 2015, the current portion of the carrying amount of financing arrangements including accrued interest was \$2.3 million and \$3.3 million and was recorded in prepaid expenses and other current assets. At October 31, 2016 and 2015, the non-current portion of the net carrying amount of financing arrangements including accrued interest was

\$19.7 million and \$46.6 million and was included in other assets, net.

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As of October 31, 2016, the Company had a \$43.8 million loan receivable under a financing arrangement (the "Loan") with Koidu Limited (previously Koidu Holdings S.A.) ("Koidu"). The Company recorded impairment charges totaling \$37.9 million during the fiscal year ended January 31, 2016 related to the Loan, including an impairment charge of \$9.6 million recorded in the nine months ended October 31, 2015 and ceased accruing interest income on the loan as of July 2015. The net carrying amount of the Loan was \$5.9 million as of October 31, 2016. The Company intends to continue to participate in discussions with Koidu and certain of Koidu's stakeholders as part of management's ongoing evaluation of the collectability of the Loan and the accrual of interest income. See "Note 10. Commitments and Contingencies" for additional information on this financing arrangement.

Management has not recorded any impairment charges on such loans in the three and nine months ended October 31, 2016.

## 4. INVENTORIES

(in millions)	October 31, 2016	January 31, 2016	October 31, 2015
Finished goods	\$1,389.4	\$1,292.9	\$1,375.6
Raw materials	814.0	813.7	859.1
Work-in-process	99.7	118.4	112.3
Inventories, net	\$2,303.1	\$2,225.0	\$2,347.0

## 5. INCOME TAXES

The effective income tax rate for the three months ended October 31, 2016 was 34.6% versus 35.5% in the prior year. The effective income tax rate for the nine months ended October 31, 2016 was 33.0% versus 34.8% in the prior year.

At October 31, 2016, the Company's gross uncertain tax positions decreased by \$6.8 million and gross accrued interest and penalties were unchanged from January 31, 2016, primarily as a result of the conclusion of a tax examination during the three months ended April 30, 2016. This settlement resulted in an income tax benefit of \$6.6 million for the nine months ended October 31, 2016, and reduced the effective income tax rate by 1.5 percentage points versus the prior year. During the three months ended October 31, 2016, the change in the Company's gross uncertain tax positions and gross accrued interest and penalties was not significant.

The Company conducts business globally, and, as a result, is subject to taxation in the U.S. and various state and foreign jurisdictions. As a matter of course, tax authorities regularly audit the Company. The Company's tax filings are currently being examined by a number of tax authorities in several jurisdictions. Ongoing audits where subsidiaries have a material presence include New York City (tax years 2011–2013) and New York State (tax years 2012–2014). Tax years from 2010–present are open to examination in the U.S. Federal jurisdiction and 2006–present are open to examination in various state, local and foreign jurisdictions. As part of these audits, the Company engages in discussions with taxing authorities regarding tax positions. As of October 31, 2016, unrecognized tax benefits are not expected to change materially in the next 12 months. Future developments may result in a change in this assessment.

## 6. EARNINGS PER SHARE

Basic earnings per share ("EPS") is computed as net earnings divided by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the dilutive effect of the assumed exercise of stock options and unvested restricted stock units.



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The following table summarizes the reconciliation of the numerators and denominators for the basic and diluted EPS computations:

(in millions)	Three Months Ended October 31,		Nine Months Ended October 31,	
	2016	2015	2016	2015
Net earnings for basic and diluted EPS	\$95.1	\$91.0	\$288.3	\$300.7
Weighted-average shares for basic EPS	124.6	128.6	125.3	129.0
Incremental shares based upon the assumed exercise of stock options and unvested restricted stock units	0.3	0.5	0.4	0.5
Weighted-average shares for diluted EPS	124.9	129.1	125.7	129.5

For the three months ended October 31, 2016 and 2015, there were 1.2 million and 0.7 million stock options and restricted stock units excluded from the computations of earnings per diluted share due to their antidilutive effect. For the nine months ended October 31, 2016 and 2015, there were 1.4 million and 0.7 million stock options and restricted stock units excluded from the computations of earnings per diluted share due to their antidilutive effect.

## 7. DEBT

(in millions)	October 31, 2016	January 31, 2016	October 31, 2015
Short-term borrowings:			
Credit Facilities	\$82.5	\$76.6	\$66.2
Other credit facilities	137.0	145.0	132.1
	\$219.5	\$221.6	\$198.3
Long-term debt:			
Unsecured Senior Notes:			
2010 1.72% Senior Notes, due September 2016 <sup>a, b</sup>	\$—	\$84.2	\$82.6
2012 4.40% Series B Senior Notes, due July 2042 <sup>c</sup>	250.0	250.0	250.0
2014 3.80% Senior Notes, due October 2024 <sup>d, e</sup>	250.0	250.0	250.0
2014 4.90% Senior Notes, due October 2044 <sup>d, e</sup>	300.0	300.0	300.0
2016 0.78% Senior Notes, due August 2026 <sup>b, d</sup>	95.4	—	—
	895.4	884.2	882.6
Less current portion of long-term debt	—	84.2	82.6
Less unamortized discounts and debt issuance costs	9.7	10.0	10.2
	\$885.7	\$790.0	\$789.8

<sup>a</sup> These Senior Notes were repaid upon the maturity thereof during the three months ended October 31, 2016 using the proceeds from the issuance of the 0.78% Senior Notes due August 2026.

<sup>b</sup> These Senior Notes were issued, at par, ¥10.0 billion.

<sup>c</sup> The agreements governing these Senior Notes require repayments of \$50.0 million in aggregate every five years beginning in 2022.

<sup>d</sup> These agreements require lump sum repayments upon maturity.

<sup>e</sup> These Senior Notes were issued at a discount which will be amortized until the debt maturity.

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Credit Facilities. In October 2014, the Registrant entered into a four-year \$375.0 million and a five-year \$375.0 million multi-bank, multi-currency, committed unsecured revolving credit facility, including letter of credit subfacilities, (collectively, the "Credit Facilities") resulting in a total borrowing capacity of \$750.0 million. In October, 2016, the maturity for each of the Credit Facilities was extended for one additional year pursuant to the terms set forth in the respective agreements governing the Credit Facilities. Therefore, the four-year and five-year Credit Facilities will mature in October of 2019 and 2020, respectively. At October 31, 2016, there was \$663.8 million available to be borrowed under the Credit Facilities, \$3.7 million of letters of credit issued but not outstanding and \$82.5 million of borrowings outstanding at a weighted-average interest rate of 1.70%.

Other credit facilities. In July 2016, the Registrant's wholly owned subsidiary, Tiffany & Co. (Shanghai) Commercial Company Limited ("Tiffany-Shanghai"), entered into a three-year multi-bank revolving credit agreement (the "Tiffany-Shanghai Credit Agreement"). The Tiffany-Shanghai Credit Agreement has an aggregate borrowing limit of RMB 990.0 million (\$146.0 million at October 31, 2016). The Tiffany-Shanghai Credit Agreement, which matures in July 2019, was made available to refinance amounts outstanding under Tiffany-Shanghai's previously existing RMB 930.0 million three-year multi-bank revolving credit agreement (the "2013 Agreement"), which expired pursuant to its terms in July 2016, as well as for Tiffany-Shanghai's ongoing general working capital requirements. The six lenders party to the Tiffany-Shanghai Credit Agreement will make loans, upon Tiffany-Shanghai's request, for periods of up to 12 months at the applicable interest rates as announced by the People's Bank of China (provided, that if such announced rate is below zero, the applicable interest rate shall be deemed to be zero). In connection with the Tiffany-Shanghai Credit Agreement, in July 2016 the Registrant entered into a Guaranty Agreement by and between the Registrant and the facility agent under the Tiffany-Shanghai Credit Agreement (the "Guaranty"). At October 31, 2016, there was \$105.2 million available to be borrowed under the Credit Agreement and \$40.9 million was outstanding at a weighted-average interest rate of 4.35%.

The Tiffany-Shanghai Credit Agreement contains affirmative and negative covenants which are substantially similar to those set forth in the 2013 Agreement including, among others, covenants that limit Tiffany-Shanghai's ability to pay certain dividends, incur liens and incur certain indebtedness, and the Guaranty requires maintenance by the Registrant of specific financial covenants and ratios, in addition to other requirements and limitations which are substantially similar to the guaranty entered into by the Registrant in respect of the 2013 Agreement.

Senior Notes. In August 2016, the Registrant issued ¥10.0 billion (\$95.4 million at October 31, 2016) of 0.78% Senior Notes due August 2026 (the "Notes") in a private transaction. The proceeds from the issuance of the Notes were used to repay the Registrant's ¥10.0 billion 1.72% Senior Notes due September 2016 upon the maturity thereof. The Notes bear interest at a rate of 0.78% per annum, payable semi-annually on February 26 and August 26 of each year, commencing February 26, 2017. The Registrant may redeem all or part of the Notes upon not less than 30 nor more than 60 days' prior notice at a redemption price equal to the sum of (i) 100% of the principal amount of the Notes to be redeemed, plus (ii) accrued and unpaid interest, if any, on those Notes to the redemption date, plus (iii) a make-whole premium as of the redemption date.

At October 31, 2016, the Company was in compliance with all debt covenants.

## 8. HEDGING INSTRUMENTS

### Background Information

The Company uses derivative financial instruments, including interest rate swaps, cross-currency swaps, forward contracts, put option contracts and net-zero-cost collar arrangements (combination of call and put option contracts) to mitigate a portion of its exposures to changes in interest rates, foreign currency and precious metal prices.

Derivative Instruments Designated as Hedging Instruments. If a derivative instrument meets certain hedge accounting criteria, it is recorded on the consolidated balance sheet at its fair value, as either an

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asset or a liability, with an offset to current or comprehensive earnings, depending on whether the hedge is designated as one of the following on the date it is entered into:

- Fair Value Hedge – A hedge of the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment. For fair value hedge transactions, both the effective and ineffective portions of the changes in the fair value of the derivative and changes in the fair value of the item being hedged are recorded in current earnings.
- Cash Flow Hedge – A hedge of the exposure to variability in the cash flows of a recognized asset, liability or a forecasted transaction. For cash flow hedge transactions, the effective portion of the changes in fair value of derivatives are reported as other comprehensive income ("OCI") and are recognized in current earnings in the period or periods during which the hedged transaction affects current earnings. Amounts excluded from the effectiveness calculation and any ineffective portions of the change in fair value of the derivative are recognized in current earnings.

The Company formally documents the nature of and relationships between the hedging instruments and hedged items for a derivative to qualify as a hedge at inception and throughout the hedged period. The Company also documents its risk management objectives, strategies for undertaking the various hedge transactions and method of assessing hedge effectiveness. Additionally, for hedges of forecasted transactions, the significant characteristics and expected terms of a forecasted transaction must be identified, and it must be probable that each forecasted transaction will occur. If it were deemed probable that the forecasted transaction would not occur, the gain or loss on the derivative financial instrument would be recognized in current earnings. Derivative financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedge instrument and the item being hedged, both at inception and throughout the hedged period.

Derivative Instruments Not Designated as Hedging Instruments. Derivative instruments which do not meet the criteria to be designated as a hedge are recorded on the consolidated balance sheet at their fair values, as either assets or liabilities, with an offset to current earnings.

The Company does not use derivative financial instruments for trading or speculative purposes.

### Types of Derivative Instruments

Interest Rate Swaps – In 2012, the Company entered into forward-starting interest rate swaps to hedge the impact of interest rate volatility on future interest payments associated with the anticipated incurrence of \$250.0 million of additional debt which was incurred in July 2012. The Company accounted for the forward-starting interest rate swaps as cash flow hedges. As of October 31, 2016, \$20.1 million remains recorded as an unrealized loss in accumulated other comprehensive loss, which is being amortized over the term of the Senior Notes due 2042 to which the interest rate swaps related.

In 2014, the Company entered into forward-starting interest rate swaps to hedge the impact of interest rate volatility on future interest payments associated with the anticipated incurrence of long-term debt which was incurred in September 2014. The Company accounted for the forward-starting interest rate swaps as cash flow hedges. The Company settled the interest rate swap in 2014 and recorded an unrealized loss within accumulated other comprehensive loss. As of October 31, 2016, \$3.9 million remains recorded as an unrealized loss and is being amortized over the terms of the respective Senior Notes due 2024 or Senior Notes due 2044 to which the interest rate swaps related.

Cross-currency Swaps – In July 2016, the Company entered into cross-currency swaps to hedge the foreign exchange risk associated with Japanese yen-denominated intercompany loans. These cross-currency swaps are designated and

accounted for as cash flow hedges. As of October 31, 2016, the notional amount of cross-currency swaps accounted for as cash flow hedges was approximately ¥10.6 billion or \$100.0 million. The cross-currency swaps have a term ending on October 1, 2024.

Foreign Exchange Forward Contracts – The Company uses foreign exchange forward contracts to offset a portion of the foreign currency exchange risks associated with foreign currency-denominated liabilities, intercompany transactions and forecasted purchases of merchandise between entities with differing

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functional currencies. The Company assesses hedge effectiveness based on the total changes in the foreign exchange forward contracts' cash flows. These foreign exchange forward contracts are designated and accounted for as either cash flow hedges or economic hedges that are not designated as hedging instruments.

As of October 31, 2016, the notional amounts of foreign exchange forward contracts accounted for as cash flow hedges were as follows:

(in millions)	Notional Amount	USD Equivalent
Derivatives designated as hedging instruments:		
Japanese yen	¥ 16,670.2	\$152.8
British pound	£ 12.4	17.1
Derivatives not designated as hedging instruments:		
U.S. dollar	\$ 72.7	\$72.7
Euro	€ 31.6	35.4
British pound	£ 5.8	7.1
Canadian dollar	C\$ 6.2	4.7
Japanese yen	¥ 1,207.6	11.5
Korean won	15,011.6	12.5
Mexican peso	135.2	7.1
New Zealand dollar	NZ\$7.1	5.0
Singapore dollar	S\$ 24.4	17.7
Swiss franc	Fr. 4.3	4.3

The maximum term of the Company's outstanding foreign exchange forward contracts as of October 31, 2016 is 12 months.

Precious Metal Collars and Forward Contracts – The Company periodically hedges a portion of its forecasted purchases of precious metals for use in its internal manufacturing operations in order to manage the effect of volatility in precious metal prices. The Company may use either a combination of call and put option contracts in net-zero-cost collar arrangements ("precious metal collars") or forward contracts. For precious metal collars, if the price of the precious metal at the time of the expiration of the precious metal collar is within the call and put price, the precious metal collar expires at no cost to the Company. The Company accounts for its precious metal collars and forward contracts as cash flow hedges. The Company assesses hedge effectiveness based on the total changes in the precious metal collars and forward contracts' cash flows. As of October 31, 2016, the maximum term over which the Company is hedging its exposure to the variability of future cash flows for all forecasted transactions is 24 months. As of October 31, 2016, there were precious metal derivative instruments outstanding for approximately 72,000 ounces of platinum, 1,440,000 ounces of silver and 52,500 ounces of gold.

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Information on the location and amounts of derivative gains and losses in the condensed consolidated financial statements is as follows:

	Three Months Ended October 31,		2015	
	2016		2015	
(in millions)	Pre-Tax Gain (Loss) Recognized in OCI (Effective Portion)	Pre-Tax Gain (Loss) Reclassified from Accumulated OCI into Earnings (Effective Portion)	Pre-Tax Gain (Loss) Recognized in OCI (Effective Portion)	Pre-Tax Gain (Loss) Reclassified from Accumulated OCI into Earnings (Effective Portion)
<b>Derivatives in Cash Flow Hedging Relationships:</b>				
Foreign exchange forward contracts <sup>a</sup>	\$1.1	\$ (2.5 )	\$(3.1)	\$ 5.8
Precious metal forward contracts <sup>a</sup>	(18.6 )	(1.9 )	(0.3 )	(1.9 )
Precious metal collars <sup>a</sup>	(0.2 )	—	—	—
Cross-currency swaps <sup>b</sup>	(0.1 )	(0.6 )	—	—
Forward-starting interest rate swaps <sup>b</sup>	—	(0.4 )	—	(0.4 )
	\$ (17.8)	\$ (5.4 )	\$(3.4)	\$ 3.5

	Nine Months Ended October 31,		2015	
	2016		2015	
(in millions)	Pre-Tax Gain (Loss) Recognized in OCI (Effective Portion)	Pre-Tax Gain (Loss) Reclassified from Accumulated OCI into Earnings (Effective Portion)	Pre-Tax Gain (Loss) Recognized in OCI (Effective Portion)	Pre-Tax Gain (Loss) Reclassified from Accumulated OCI into Earnings (Effective Portion)
<b>Derivatives in Cash Flow Hedging Relationships:</b>				
Foreign exchange forward contracts <sup>a</sup>	\$(14.0)	\$ 1.9	\$4.9	\$ 15.2
Precious metal forward contracts <sup>a</sup>	17.6	(7.0 )	(13.4)	(4.3 )
Precious metal collars <sup>a</sup>	0.3	—	—	—
Cross-currency swaps <sup>b</sup>	(3.7 )	(1.4 )	—	—
Forward-starting interest rate swaps <sup>b</sup>	—	(1.1 )	—	(1.2 )
	\$0.2	\$ (7.6 )	\$(8.5)	\$ 9.7

<sup>a</sup>The gain or loss recognized in earnings is included within Cost of sales.

<sup>b</sup>The gain or loss recognized in earnings is included within Interest and other expenses, net.

The pre-tax (losses) gains on derivatives not designated as hedging instruments were \$(2.2) million and \$0.6 million in the three months ended October 31, 2016 and 2015 and \$(9.8) million and \$(0.3) million in the nine months ended October 31, 2016 and 2015. These pre-tax (losses) gains on derivatives not designated as hedging instruments were included in interest and other expenses, net. There was no material ineffectiveness related to the Company's hedging

instruments for the periods ended October 31, 2016 and 2015. The Company expects approximately \$16.3 million of net pre-tax

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derivative losses included in accumulated other comprehensive income at October 31, 2016 will be reclassified into earnings within the next 12 months. The actual amount reclassified will vary due to fluctuations in foreign currency exchange rates and precious metal prices.

For information regarding the location and amount of the derivative instruments in the Condensed Consolidated Balance Sheet, see "Note 9. Fair Value of Financial Instruments."

Concentration of Credit Risk

A number of major international financial institutions are counterparties to the Company's derivative financial instruments. The Company enters into derivative financial instrument agreements only with counterparties meeting certain credit standards (a credit rating of A-/A2 or better at the time of the agreement) and limits the amount of agreements or contracts it enters into with any one party. The Company may be exposed to credit losses in the event of nonperformance by individual counterparties or the entire group of counterparties.

9. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date. U.S. GAAP establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. U.S. GAAP prescribes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities and are considered to be most reliable.

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

Level 3 – Unobservable inputs reflecting the reporting entity's own assumptions and require the most judgment.

The Company's derivative instruments are considered Level 2 instruments for the purposes of determining fair value. The Company's foreign exchange forward contracts, as well as put option contracts and cross-currency swaps, are primarily valued using the appropriate foreign exchange spot rates. The Company's precious metal forward contracts and collars are primarily valued using the relevant precious metal spot rate. The Company's interest rate swaps were primarily valued using the 3-month LIBOR rate. For further information on the Company's hedging instruments and program, see "Note 8. Hedging Instruments."

Financial assets and liabilities carried at fair value at October 31, 2016 are classified in the table below in one of the three categories described above:

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(in millions)	Estimated Fair Value			Total Fair Value
	Level 1	Level 2	Level 3	
Financial assets				
Marketable securities <sup>a</sup>	\$35.4	\$—	\$	—\$35.4
Time deposits <sup>b</sup>	59.2	—	—	59.2
Derivatives designated as hedging instruments:				
Precious metal forward contracts <sup>c</sup>	—	6.0	—	6.0
Precious metal collars <sup>c</sup>	—	1.0	—	1.0
Foreign exchange forward contracts <sup>c</sup>	—	3.2	—	3.2
Derivatives not designated as hedging instruments:				
Foreign exchange forward contracts <sup>c</sup>	—	0.6	—	0.6
Total financial assets	\$94.6	\$10.8	\$	—\$105.4
	Estimated Fair Value	Level 2	Level 3	Total Fair Value
(in millions)				
Financial liabilities				
Derivatives designated as hedging instruments:				
Precious metal forward contracts <sup>d</sup>	\$—4.3	\$	—	—\$4.3
Precious metal collars <sup>d</sup>	—0.5	—	—	0.5
Foreign exchange forward contracts <sup>d</sup>	—8.8	—	—	8.8
Cross-currency swaps <sup>d</sup>	—3.7	—	—	3.7
Derivatives not designated as hedging instruments:				
Foreign exchange forward contracts <sup>d</sup>	—3.1	—	—	3.1
Total financial liabilities	\$—20.4	\$	—	—\$20.4

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Financial assets and liabilities carried at fair value at October 31, 2015 are classified in the table below in one of the three categories described above:

(in millions)	Estimated Fair Value			Total Fair Value
	Level 1	Level 2	Level 3	
Financial assets				
Marketable securities <sup>a</sup>	\$33.8	\$—	\$—	—\$33.8
Time deposits <sup>b</sup>	51.9	—	—	51.9
Derivatives designated as hedging instruments:				
Foreign exchange forward contracts <sup>c</sup>	—	2.9	—	2.9
Derivatives not designated as hedging instruments:				
Foreign exchange forward contracts <sup>c</sup>	—	1.9	—	1.9
Total financial assets	\$85.7	\$4.8	\$—	—\$90.5

(in millions)	Estimated Fair Value		Total Fair Value
	Level 1	Level 3	
Financial liabilities			
Derivatives designated as hedging instruments:			
Precious metal forward contracts <sup>d</sup>	\$—4.8	\$—	—\$4.8
Foreign exchange forward contracts <sup>d</sup>	—0.7	—	0.7
Derivatives not designated as hedging instruments:			
Foreign exchange forward contracts <sup>d</sup>	—0.7	—	0.7
Total financial liabilities	\$—6.2	\$—	—\$6.2

<sup>a</sup> Included within Other assets, net.

<sup>b</sup> Included within Short-term investments.

<sup>c</sup> Included within Prepaid expenses and other current assets or Other assets, net evaluated based on the maturity of the contract.

<sup>d</sup> Included within Accounts payable and accrued liabilities or Other long-term liabilities evaluated based on the maturity of the contract.

The fair value of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximates carrying value due to the short-term maturities of these assets and liabilities and as such is measured using Level 1 inputs. The fair value of debt with variable interest rates approximates carrying value and is measured using Level 2 inputs. The fair value of debt with fixed interest rates was determined using the quoted market prices of debt instruments with similar terms and maturities, which are considered Level 2 inputs. The total carrying value of short-term borrowings, current portion of long-term debt and long-term debt was \$1.1 billion and the corresponding fair value was approximately \$1.1 billion at October 31, 2016 and 2015.

## 10. COMMITMENTS AND CONTINGENCIES

**Diamond Sourcing Activities.** The Company has agreements with various diamond producers to purchase defined portions of their mines' output at prevailing fair market prices. In addition, the Company also regularly purchases rough and polished diamonds from other suppliers, although it has no contractual obligations to do so.

In consideration of its diamond supply agreements, the Company has provided financing to certain suppliers of its rough diamonds. In March 2011, Laurelton Diamonds, Inc. ("Laurelton"), a wholly owned subsidiary of the Company, as lender, entered into a \$50.0 million amortizing term loan facility agreement (the "Loan") with Koidu Limited (previously Koidu Holdings S.A.) ("Koidu"), as borrower, and BSG Resources Limited, as a limited guarantor. Koidu

operates a kimberlite diamond mine in Sierra

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Leone (the "Mine") from which Laurelton acquires diamonds. Koidu was required under the terms of the Loan to apply the proceeds of the Loan to capital expenditures necessary to increase the output of the Mine, among other purposes. As of July 31, 2011, the Loan was fully funded. In consideration of the Loan, Laurelton entered into a supply agreement, pursuant to which Laurelton is required to purchase at fair market value certain diamonds recovered from the Mine that meet Laurelton's quality standards. The assets of Koidu, including all equipment and rights in respect of the Mine, are subject to the security interest of a lender that is not affiliated with the Company. The Loan is partially secured by the diamonds, if any, that have been extracted from the Mine and that have not been sold to third parties. The Company has evaluated the variable interest entity consolidation requirements with respect to this transaction and has determined that it is not the primary beneficiary, as it does not have the power to direct any of the activities that most significantly impact Koidu's economic performance.

On March 29, 2013, the Company entered into an amendment relating to the Loan which deferred principal and interest payments due in 2013 to subsequent years, and, on March 31, 2014, the Company entered into a further amendment providing that the principal payments due in 2014 be paid on a monthly basis rather than on a semi-annual basis. On April 30, 2015, the Company entered into a further amendment (the "2015 Amendment"). Pursuant to the 2015 Amendment, once certain customary conditions relating to the addition of one of Koidu's affiliates as an obligor under the Loan were satisfied, the principal payment due on March 30, 2015 would be deferred until a date to be specified by the Company (which date may be upon at least 30 days' written notice to Koidu, or upon the occurrence of certain specified acceleration conditions). As of June 2015, all of the conditions had been satisfied and the deferral of the principal payment due on March 30, 2015 had become effective, subject to the acceleration conditions set forth in the 2015 Amendment, which include Koidu remaining current on its other payment obligations to the Company. The Loan, as amended, is required to be repaid in full by March 2017 through semi-annual payments. Under the 2015 Amendment, the interest rate on the Loan was increased and, as of April 1, 2015, interest will accrue at a rate per annum that is the greater of (i) LIBOR plus 3.5% or (ii) 6.75%. Koidu also agreed to pay, and subsequently paid, an additional 2% per annum of interest on all deferred principal repayments.

As of January 31, 2016, Koidu had not made any of its interest payments due in July 2015 and thereafter, nor its principal payment due in September 2015. The missed payments constitute events of default under the Loan. In February 2016, the Company received the results from two separate and independent reviews of Koidu's operational plans, forecasts, and cash flow projections for the mine, which were commissioned by the Company and by Koidu's largest creditor, respectively. Based on these factors, ongoing discussions with Koidu, and consideration of the possible actions that all parties, including the Government of Sierra Leone and Koidu's largest creditor, might take under the circumstances, management determined that it is probable that it will be unable to collect a portion of the amounts due under the contractual terms of the Loan, and recorded impairment charges, and a related valuation allowance, of \$37.9 million in the year ended January 31, 2016 (which included an impairment charge of \$9.6 million recorded in the nine months ended October 31, 2015). Additionally, the Company ceased accruing interest income on the outstanding Loan balance as of July 31, 2015. At October 31, 2016, there was \$43.8 million of principal outstanding under this Loan (see "Note 3. Receivables and Financing Arrangements").

During the nine months ended October 31, 2016, Koidu did not make any payments due to the Company under the Loan. Koidu also has yet to provide a proposed revised payment schedule to the Company. The carrying amount of the Company's loan receivable from Koidu, net of the valuation allowance, was \$5.9 million at October 31, 2016 and January 31, 2016.

The Company intends to continue to participate in discussions with Koidu regarding operational plans, forecasts and cash flow projections for the mine, as well as revisions to the payment schedule for the Loan. The Company also intends to continue to participate in discussions with certain of Koidu's stakeholders, including its largest creditor and the Government of Sierra Leone. The outcome of these discussions, as well as any other developments, will inform management's ongoing evaluation of the collectability of the Loan and the accrual of interest income. It is possible

that such ongoing evaluation may result in additional changes to management's assessment of collectability. While such changes in management's assessment would not have a material adverse effect on the Company's financial position

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or cash flows, it is possible that such a change in assessment could affect the Company's earnings in the period in which such a change were to occur.

Arbitration Award. On December 21, 2013, an award was issued (the "Arbitration Award") in favor of The Swatch Group Ltd. ("Swatch") and its wholly owned subsidiary Tiffany Watch Co. ("Watch Company"; Swatch and Watch Company, together, the "Swatch Parties") in an arbitration proceeding (the "Arbitration") between the Registrant and its wholly owned subsidiaries, Tiffany and Company and Tiffany (NJ) Inc. (the Registrant and such subsidiaries, together, the "Tiffany Parties") and the Swatch Parties.

The Arbitration was initiated in June 2011 by the Swatch Parties, who sought damages for alleged breach of agreements entered into by and among the Swatch Parties and the Tiffany Parties in December 2007 (the "Agreements"). The Agreements pertained to the development and commercialization of a watch business and, among other things, contained various licensing and governance provisions and approval requirements relating to business, marketing and branding plans and provisions allocating profits relating to sales of the watch business between the Swatch Parties and the Tiffany Parties.

In general terms, the Swatch Parties alleged that the Tiffany Parties breached the Agreements by obstructing and delaying development of Watch Company's business and otherwise failing to proceed in good faith. The Swatch Parties sought damages based on alternate theories ranging from CHF 73.0 million (or approximately \$74.0 million at October 31, 2016) (based on its alleged wasted investment) to CHF 3.8 billion (or approximately \$3.8 billion at October 31, 2016) (calculated based on alleged future lost profits of the Swatch Parties and their affiliates over the entire term of the Agreements).

The Registrant believes that the claims of the Swatch Parties are without merit. In the Arbitration, the Tiffany Parties defended against the Swatch Parties' claims vigorously, disputing both the merits of the claims and the calculation of the alleged damages. The Tiffany Parties also asserted counterclaims for damages attributable to breach by the Swatch Parties, stemming from the Swatch Parties' September 12, 2011 public issuance of a Notice of Termination purporting to terminate the Agreements due to alleged material breach by the Tiffany Parties, and for termination due to such breach. In general terms, the Tiffany Parties alleged that the Swatch Parties did not have grounds for termination, failed to meet the high standard for proving material breach set forth in the Agreements and failed to provide appropriate management, distribution, marketing and other resources for TIFFANY & CO. brand watches and to honor their contractual obligations to the Tiffany Parties regarding brand management. The Tiffany Parties' counterclaims sought damages based on alternate theories ranging from CHF 120.0 million (or approximately \$122.0 million at October 31, 2016) (based on its wasted investment) to approximately CHF 540.0 million (or approximately \$547.0 million at October 31, 2016) (calculated based on alleged future lost profits of the Tiffany Parties).

The Arbitration hearing was held in October 2012 before a three-member arbitral panel convened in the Netherlands pursuant to the Arbitration Rules of the Netherlands Arbitration Institute (the "Rules"), and the Arbitration record was completed in February 2013.

Under the terms of the Arbitration Award, and at the request of the Swatch Parties and the Tiffany Parties, the Agreements were deemed terminated. The Arbitration Award stated that the effective date of termination was March 1, 2013. Pursuant to the Arbitration Award, the Tiffany Parties were ordered to pay the Swatch Parties damages of CHF 402.7 million (the "Arbitration Damages"), as well as interest from June 30, 2012 to the date of payment, two-thirds of the cost of the Arbitration and two-thirds of the Swatch Parties' legal fees, expenses and costs. These amounts were paid in full in January 2014.

Prior to the ruling of the arbitral panel, no accrual was established in the Company's consolidated financial statements because management did not believe the likelihood of an award of damages to the Swatch Parties was probable. As a

result of the ruling, in the fourth quarter of 2013, the Company recorded a charge of \$480.2 million, which included the damages, interest, and other costs associated with the ruling and which was classified as Arbitration award expense in the consolidated statement of earnings.

On March 31, 2014, the Tiffany Parties took action in the District Court of Amsterdam to annul the Arbitration Award. Generally, arbitration awards are final; however, Dutch law does provide for limited

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grounds on which arbitral awards may be set aside. The Tiffany Parties petitioned to annul the Arbitration Award on these statutory grounds. These grounds include, for example, that the arbitral tribunal violated its mandate by changing the express terms of the Agreements.

A three-judge panel presided over the annulment hearing on January 19, 2015, and, on March 4, 2015, issued a decision in favor of the Tiffany Parties. Under this decision, the Arbitration Award is set aside. However, the Swatch Parties took action in the Dutch courts to appeal the District Court's decision, and a three-judge panel presided over an appellate hearing in respect of the annulment, and the related claim by the Tiffany Parties for return of the Arbitration Damages and related costs, on June 29, 2016. That panel's decision, which may be appealed to the Supreme Court of the Netherlands, is pending. As a result of this ongoing appellate process, the Arbitration Award may ultimately be upheld by the courts of the Netherlands. Registrant's management expects that the annulment action is not likely to be ultimately resolved until, at the earliest, Registrant's fiscal year ending January 31, 2018.

If the Arbitration Award is finally annulled, management anticipates that the claims and counterclaims that formed the basis of the Arbitration, and potentially additional claims and counterclaims, will be litigated in court proceedings between and among the Swatch Parties and the Tiffany Parties. The identity and location of the courts that would hear such actions have not been determined at this time.

In any litigation regarding the claims and counterclaims that formed the basis of the arbitration, issues of liability and damages will be pled and determined without regard to the findings of the arbitral panel. As such, it is possible that the court could find that the Swatch Parties were in material breach of their obligations under the Agreements, that the Tiffany Parties were in material breach of their obligations under the Agreements or that neither the Swatch Parties nor the Tiffany Parties were in material breach. If the Swatch Parties' claims of liability were accepted by the court, the damages award cannot be reasonably estimated at this time, but could exceed the Arbitration Damages and could have a material adverse effect on the Registrant's consolidated financial statements or liquidity.

Although the District Court issued a decision in favor of the Tiffany Parties, an amount will only be recorded for any return of amounts paid under the Arbitration Award when the District Court's decision is final (i.e., after all rights of appeal have been exhausted) and return of these amounts is deemed probable and collection is reasonably assured. As such, the Company has not recorded any amounts in its consolidated financial statements related to the District Court's decision.

Additionally, management has not established any accrual in the Company's condensed consolidated financial statements for the quarter ended October 31, 2016 related to the annulment process or any potential subsequent litigation because it does not believe that the final annulment of the Arbitration Award and a subsequent award of damages exceeding the Arbitration Damages is probable.

In 2015, management introduced new TIFFANY & CO. brand watches, which have been designed, produced, marketed and distributed through certain of the Company's Swiss subsidiaries.

Other Litigation Matters. The Company is from time to time involved in routine litigation incidental to the conduct of its business, including proceedings to protect its trademark rights, litigation with parties claiming infringement of patents and other intellectual property rights by the Company, litigation instituted by persons alleged to have been injured upon premises under the Company's control and litigation with present and former employees and customers. Although litigation with present and former employees is routine and incidental to the conduct of the Company's business, as well as for any business employing significant numbers of employees, such litigation can result in large monetary awards when a civil jury is allowed to determine compensatory and/or punitive damages for actions claiming discrimination on the basis of age, gender, race, religion, disability or other legally-protected characteristic or for termination of employment that is wrongful or in violation of implied contracts. However, the Company believes

that all such litigation currently pending to which it is a party or to which its properties are subject will be resolved without any material adverse effect on the Company's financial position, earnings or cash flows.

Environmental Matter. In 2005, the US Environmental Protection Agency ("EPA") designated a 17-mile stretch of the Passaic River (the "River") part of the Diamond Alkali "Superfund" site. This designation

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resulted from the detection of hazardous substances emanating from the site, which was previously home to the Diamond Shamrock Corporation, a manufacturer of pesticides and herbicides. Under the Superfund law, the EPA will negotiate with potentially responsible parties to agree on remediation approaches.

The Company, which operated a silverware manufacturing facility near a tributary of the River from approximately 1897 to 1985, is one of more than 300 parties (the "Potentially Responsible Parties") designated in litigation as potentially responsible parties with respect to the River. The EPA issued general notice letters to 125 of these parties. The Company, along with approximately 70 other Potentially Responsible Parties (collectively, the "Cooperating Parties Group" or "CPG") voluntarily entered into an Administrative Settlement Agreement and Order on Consent ("AOC") with the EPA in May 2007 to perform a Remedial Investigation/Feasibility Study (the "RI/FS") of the lower 17 miles of the River. In June 2012, most of the CPG voluntarily entered into a second AOC related to focused remediation actions at Mile 10.9 of the River. The actions under the Mile 10.9 AOC are complete (except for continued monitoring), the Remedial Investigation ("RI") portion of the RI/FS was submitted to the EPA on February 19, 2015, and the Feasibility Study ("FS") portion of the RI/FS was submitted to the EPA on April 30, 2015. The Company has accrued for its financial obligations under both AOCs, which have not been material to its financial position or results of operations in previous financial periods or on a cumulative basis.

The FS presented and evaluated three options for remediating the lower 17 miles of the River, including the approach recommended by the EPA in its Focused Feasibility Study discussed below, as well as a fourth option of taking no action, and recommended an approach for a targeted remediation of the entire 17-mile stretch of the River. The estimated cost of the approach recommended by the CPG in the FS is approximately \$483.0 million. The RI and FS are being reviewed by the EPA and other governmental agencies and stakeholders. Ultimately, the Company expects that the EPA will identify and negotiate with any or all of the potentially responsible parties regarding any remediation action that may be necessary, and issue a Record of Decision with a proposed approach to remediating the entire lower 17-mile stretch of the River.

Separately, on April 11, 2014, the EPA issued a proposed plan for remediating the lower eight miles of the River, which is supported by a Focused Feasibility Study (the "FFS"). The FFS evaluated three remediation options, as well as a fourth option of taking no action. Following a public review and comment period and the EPA's review of comments received, the EPA issued a Record of Decision on March 4, 2016 that set forth a remediation plan for the lower eight miles of the River (the "RoD Remediation"). The RoD Remediation is estimated by the EPA to cost \$1.38 billion. The Record of Decision did not identify any party or parties as being responsible for the design of the remediation or for the remediation itself. The EPA did note that it estimates the design of the necessary remediation activities will take three to four years, with the remediation to follow, which is estimated to take an additional six years to complete.

On March 31, 2016, the EPA issued a letter to approximately 100 companies (including the Company) (collectively, the "notified companies") notifying them of potential liability for the RoD Remediation and of the EPA's planned approach to addressing the cost of the RoD Remediation, which included the possibility of a de-minimis cash-out settlement (the "settlement option") for certain parties. In April of 2016, the Company notified the EPA of its interest in pursuing the settlement option, and accordingly recorded an immaterial liability representing its best estimate of its minimum liability for the RoD Remediation, which reflects the possibility of a de-minimis settlement. Although the EPA must determine which parties are eligible for the settlement option, the Company does not expect any settlement amount that it might agree with the EPA to be material to its financial position, results of operations or cash flows.

In October 2016, the EPA announced that it entered into a legal agreement with one of the notified companies, pursuant to which such company agreed to spend \$165 million to perform the engineering and design work required in advance of the clean-up contemplated by the RoD Remediation (the "RoD Design Phase"). In the absence of a viable settlement option, the Company is unable to determine its participation in the overall RoD Remediation (of which the

RoD Design Phase is only a part), if any, relative to the other potentially responsible parties or the allocation of the estimated cost thereof among

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the potentially responsible parties, until such time as the EPA reaches an agreement with any potentially responsible party or parties to fund the overall RoD Remediation (or pursues legal or administrative action to require any potentially responsible party or parties to perform, or pay for, the overall RoD Remediation). With respect to the RI/FS (which is distinct from the RoD Remediation), until a Record of Decision is issued with respect to the RI/FS, neither the ultimate remedial approach for the remaining upper nine miles of the relevant 17-mile stretch of the River and its cost, nor the Company's participation, if any, relative to the other potentially responsible parties in this approach and cost, can be determined.

As such, the Company's liability, if any, beyond that already recorded for (1) its obligations under the 2007 AOC and the Mile 10.9 AOC, and (2) its estimate related to a de minimis cash-out settlement for the RoD Remediation, cannot be determined at this time. However, the Company does not expect that its ultimate liability related to the relevant 17-mile stretch of the River will be material to its financial position, in light of the number of companies that have previously been identified as Potentially Responsible Parties (i.e., the more than 300 parties that were initially designated in litigation as potentially responsible parties), which includes, but goes well beyond those approximately 70 companies in the CPG that participated in the 2007 AOC and the Mile 10.9 AOC, and the Company's relative participation in the costs related to the 2007 AOC and Mile 10.9 AOC. It is nonetheless possible that any resulting liability when the uncertainties discussed above are resolved could be material to the Company's results of operations or cash flows in the period in which such uncertainties are resolved.

Gain Contingency. On February 14, 2013, Tiffany and Company and Tiffany (NJ) LLC (collectively, the "Tiffany plaintiffs") initiated a lawsuit against Costco Wholesale Corp. ("Costco") for trademark infringement, false designation of origin and unfair competition, trademark dilution and trademark counterfeiting (the "Costco Litigation"). The Tiffany plaintiffs sought injunctive relief, monetary recovery and statutory damages on account of Costco's use of "Tiffany" on signs in the jewelry cases at Costco stores used to describe certain diamond engagement rings that were not manufactured by Tiffany. Costco filed a counterclaim arguing that the TIFFANY trademark was a generic term for multi-pronged ring settings and seeking to have the trademark invalidated, modified or partially canceled in that respect. On September 8, 2015, the U.S. District Court for the Southern District of New York (the "Court") granted the Tiffany plaintiffs' motion for summary judgment of liability in its entirety, dismissing Costco's genericism counterclaim and finding that Costco was liable for trademark infringement, trademark counterfeiting and unfair competition under New York law in its use of "Tiffany" on the above-referenced signs. On September 29, 2016, a civil jury rendered its verdict, finding that Costco's profits on the sale of the infringing rings should be awarded at \$5.5 million, and further finding that an award of punitive damages was warranted. On October 5, 2016, the jury awarded \$8.25 million in punitive damages. The aggregate award of \$13.75 million is not final, and is subject to post-verdict motion practice and ultimately to adjustment by the Court. In such post-verdict motion practice, the Tiffany plaintiffs expect to assert that the profits award be trebled and that Costco also pay the Tiffany plaintiffs' legal fees in respect of this matter. Management expects that the Court will enter its final judgment as to the damages and other monetary recovery that Costco will be ordered to pay to the Tiffany plaintiffs during the Company's 2017 fiscal year. Management also expects that Costco will appeal this judgment, and that the Tiffany plaintiffs will be unable to enforce the judgment while the appeal is pending. As such, the Company has not recorded any amount in its consolidated financial statements related to this gain contingency as of October 31, 2016, and expects that this matter will not ultimately be resolved until, at the earliest, the Company's fiscal year ending January 31, 2018.

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## 11. STOCKHOLDERS' EQUITY

## Accumulated Other Comprehensive Loss

(in millions)	October 31, 2016	January 31, 2016	October 31, 2015
Accumulated other comprehensive (loss) earnings, net of tax:			
Foreign currency translation adjustments	\$(121.7)	\$(135.3)	\$(110.4)
Unrealized gain (loss) on marketable securities	1.0	(1.0 )	1.1
Deferred hedging loss	(22.0 )	(26.8 )	(16.9 )
Net unrealized loss on benefit plans	(108.5 )	(115.0 )	(196.9 )
	\$(251.2)	\$(278.1)	\$(323.1)

Additions to and reclassifications out of accumulated other comprehensive loss are as follows:

(in millions)	Three Months Ended		Nine Months Ended	
	October 31, 2016	October 31, 2015	October 31, 2016	October 31, 2015
Foreign currency translation adjustments	\$(11.7)	\$(5.0)	\$24.3	\$(35.9)
Income tax (expense) benefit	(1.8 )	(0.9 )	(10.7 )	1.8
Foreign currency adjustments, net of tax	(13.5 )	(5.9 )	13.6	(34.1 )
Unrealized (loss) gain on marketable securities	(0.2 )	(1.0 )	2.8	(0.8 )
Reclassification for gain included in net earnings <sup>a</sup>	—	0.1	—	(0.4 )
Income tax benefit (expense)	0.1	0.2	(0.9 )	0.4
Unrealized (loss) gain on marketable securities, net of tax	(0.1 )	(0.7 )	1.9	(0.8 )
Unrealized (loss) gain on hedging instruments	(17.8 )	(3.4 )	0.2	(8.5 )
Reclassification adjustment for loss (gain) included in net earnings <sup>b</sup>	5.4	(3.5 )	7.6	(9.7 )
Income tax benefit (expense)	4.8	2.5	(3.0 )	6.7
Unrealized (loss) gain on hedging instruments, net of tax	(7.6 )	(4.4 )	4.8	(11.5 )
Amortization of net loss included in net earnings <sup>c</sup>	3.7	7.6	11.0	22.8
Amortization of prior service credit included in net earnings <sup>c</sup>	(0.2 )	(0.2 )	(0.5 )	(0.5 )
Income tax expense	(1.3 )	(2.8 )	(3.9 )	(8.5 )
Net unrealized gain on benefit plans, net of tax	2.2	4.6	6.6	13.8
Total other comprehensive (loss) earnings, net of tax	\$(19.0)	\$(6.4)	\$26.9	\$(32.6)

<sup>a</sup> These gains are reclassified into Interest and other expenses, net.

<sup>b</sup> These losses (gains) are reclassified into Cost of sales and Interest and other expenses, net (see "Note 8. Hedging Instruments" for additional details).

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c These accumulated other comprehensive income components are included in the computation of net periodic pension costs (see "Note 12. Employee Benefit Plans" for additional details).

Stock Repurchase Program. In January 2016, the Registrant's Board of Directors approved the termination of the Company's then-existing share repurchase program, which was approved in March 2014 and had authorized the Company to repurchase up to \$300.0 million of its Common Stock through open market transactions ( the "2014 Program") in favor of a new share repurchase program ("2016 Program"). The 2016 Program, which will expire on January 31, 2019, authorizes the Company to repurchase up to \$500.0 million of its Common Stock through open market transactions, block trades or privately negotiated transactions. Purchases under the 2014 Program were, and purchases under the 2016 Program have been, executed under a written plan for trading securities as specified under Rule 10b5-1 promulgated under the Securities and Exchange Act of 1934, as amended, the terms of which are within the Company's discretion, subject to applicable securities laws, and are based on market conditions and the Company's liquidity needs. Approximately \$313.3 million remained available for repurchase under the 2016 Program at October 31, 2016.

The Company's share repurchase activity was as follows:

	Three Months Ended October 31,		Nine Months Ended October 31,	
(in millions, except per share amounts)	2016	2015	2016	2015
Cost of repurchases	\$30.8	\$60.5	\$180.7	\$116.2
Shares repurchased and retired	0.5	0.8	2.8	1.4
Average cost per share	\$67.72	\$80.31	\$65.13	\$84.03

Cash Dividends. The Registrant's Board of Directors declared quarterly dividends of \$0.45 and \$0.40 per share of Common Stock in the three months ended October 31, 2016 and 2015 and \$1.30 and \$1.18 in the nine months ended October 31, 2016 and 2015.

## 12. EMPLOYEE BENEFIT PLANS

The Company maintains several pension and retirement plans, and also provides certain health-care and life insurance benefits.

Net periodic pension and other postretirement benefit expense included the following components:

	Three Months Ended October 31,			
	Pension Benefits		Other Postretirement Benefits	
(in millions)	2016	2015	2016	2015
Net Periodic Benefit Cost:				
Service cost	\$4.4	\$5.8	\$ 0.7	\$ 1.1
Interest cost	7.9	7.6	0.8	0.8
Expected return on plan assets	(5.9 )	(6.2 )	—	—
Amortization of prior service credit	—	—	(0.2 )	(0.2 )
Amortization of net loss	3.7	7.2	—	0.4
Net expense	\$10.1	\$14.4	\$ 1.3	\$ 2.1

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(in millions)	Nine Months Ended October 31,			
	Pension Benefits		Other Postretirement Benefits	
	2016	2015	2016	2015
Net Periodic Benefit Cost:				
Service cost	\$13.1	\$17.0	\$ 2.1	\$ 3.2
Interest cost	23.7	22.9	2.3	2.4
Expected return on plan assets	(17.6 )	(18.5 )	—	—
Amortization of prior service credit	—	—	(0.5 )	(0.5 )
Amortization of net loss	11.0	21.7	—	1.1
Net expense	\$30.2	\$43.1	\$ 3.9	\$ 6.2

## 13. SEGMENT INFORMATION

The Company's reportable segments are as follows:

Americas includes sales in Company-operated TIFFANY & CO. stores in the United States, Canada and Latin America, as well as sales of TIFFANY & CO. products in certain markets through Internet, catalog, business-to-business and wholesale operations;

Asia-Pacific includes sales in Company-operated TIFFANY & CO. stores, as well as sales of TIFFANY & CO. products in certain markets through Internet and wholesale operations;

Japan includes sales in Company-operated TIFFANY & CO. stores, as well as sales of TIFFANY & CO. products through Internet, business-to-business and wholesale operations;

Europe includes sales in Company-operated TIFFANY & CO. stores, as well as sales of TIFFANY & CO. products in certain markets through the Internet; and

Other consists of all non-reportable segments. Other includes the Emerging Markets region, which consists of retail sales in Company-operated TIFFANY & CO. stores in the United Arab Emirates and wholesale sales of TIFFANY & CO. merchandise to independent distributors for resale in certain emerging markets (primarily in the Middle East). In addition, Other includes wholesale sales of diamonds obtained through bulk purchases that were subsequently deemed not suitable for the Company's needs as well as earnings received from third-party licensing agreements.

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Certain information relating to the Company's segments is set forth below:

(in millions)	Three Months Ended October 31,		Nine Months Ended October 31,	
	2016	2015	2016	2015
Net sales:				
Americas	\$417.1	\$425.1	\$1,254.5	\$1,343.4
Asia-Pacific	246.7	238.4	715.3	742.7
Japan	150.1	132.7	419.2	380.0
Europe	104.3	115.7	312.0	348.5
Total reportable segments	918.2	911.9	2,701.0	2,814.6
Other	31.1	26.3	71.2	76.6
	\$949.3	\$938.2	\$2,772.2	\$2,891.2
Earnings from operations*:				
Americas	\$65.0	\$61.9	\$215.8	\$229.0
Asia-Pacific	63.0	63.9	178.7	193.4
Japan	47.8	50.8	137.4	140.7
Europe	14.8	17.6	43.5	57.1
Total reportable segments	190.6	194.2	575.4	620.2
Other	1.5	(0.4 )	4.7	2.3
	\$192.1	\$193.8	\$580.1	\$622.5

\* Represents earnings from operations before (i) unallocated corporate expenses, (ii) interest and other expenses, net, and (iii) other operating expense.

The following table sets forth a reconciliation of the segments' earnings from operations to the Company's consolidated earnings from operations before income taxes:

(in millions)	Three Months Ended October 31,		Nine Months Ended October 31,	
	2016	2015	2016	2015
Earnings from operations for segments	\$192.1	\$193.8	\$580.1	\$622.5
Unallocated corporate expenses	(36.9 )	(37.4 )	(115.4 )	(113.7 )
Interest and other expenses, net	(9.7 )	(15.2 )	(34.5 )	(38.1 )
Other operating expense	—	—	—	(9.6 )
Earnings from operations before income taxes	\$145.5	\$141.2	\$430.2	\$461.1

Unallocated corporate expenses includes certain costs related to administrative support functions which the Company does not allocate to its segments. Such unallocated costs include those for centralized information technology, finance, legal and human resources departments.

Other operating expense in the nine months ended October 31, 2015 represents a loan impairment charge related to a financing arrangement with Koidu. See "Note 3. Receivables and Financing Arrangements" and "Note 10. Commitments and Contingencies" for additional information.

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14. SUBSEQUENT EVENT

On November 17, 2016, the Registrant's Board of Directors approved a quarterly dividend of \$0.45 per share of Common Stock. This dividend will be paid on January 10, 2017 to shareholders of record on December 20, 2016.

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

OVERVIEW

Tiffany & Co. (the "Registrant") is a holding company that operates through its subsidiary companies (collectively, the "Company"). The Registrant's principal subsidiary, Tiffany and Company ("Tiffany"), is a jeweler and specialty retailer. Through its subsidiaries, the Company designs and manufactures products and operates TIFFANY & CO. retail stores worldwide, and also sells its products through Internet, catalog, business-to-business and wholesale operations. The Company's principal merchandise offering is jewelry (representing 93% of worldwide net sales in the fiscal year ended January 31, 2016); it also sells timepieces, leather goods, sterling silverware, china, crystal, stationery, fragrances and accessories.

The Company's reportable segments are as follows:

Americas includes sales in 125 Company-operated TIFFANY & CO. stores in the United States ("U.S."), Canada and Latin America, as well as sales of TIFFANY & CO. products in certain markets through Internet, catalog, business-to-business and wholesale operations;

Asia-Pacific includes sales in 85 Company-operated TIFFANY & CO. stores, as well as sales of TIFFANY & CO. products in certain markets through Internet and wholesale operations;

Japan includes sales in 55 Company-operated TIFFANY & CO. stores, as well as sales of TIFFANY & CO. products through Internet, business-to-business and wholesale operations;

Europe includes sales in 43 Company-operated TIFFANY & CO. stores, as well as sales of TIFFANY & CO. products in certain markets through the Internet; and

Other consists of all non-reportable segments. Other includes the Emerging Markets region, which consists of retail sales in five Company-operated TIFFANY & CO. stores in the United Arab Emirates ("U.A.E.") and wholesale sales of TIFFANY & CO. merchandise to independent distributors for resale in certain emerging markets (primarily in the Middle East). In addition, Other includes wholesale sales of diamonds obtained through bulk purchases that were subsequently deemed not suitable for the Company's needs as well as earnings received from third-party licensing agreements.

SUMMARY OF THIRD QUARTER AND YEAR-TO-DATE RESULTS

Worldwide net sales increased 1% to \$949.3 million in the three months ("third quarter") ended October 31, 2016 and comparable store sales decreased 2% reflecting increases in Asia-Pacific and Japan and declines in the Americas and Europe. On a constant-exchange-rate basis (see "Non-GAAP Measures" below), worldwide net sales were unchanged in the third quarter while comparable store sales decreased 3%.

Worldwide net sales decreased 4% to \$2,772.2 million in the nine months ("year-to-date") ended October 31, 2016 and comparable store sales decreased 6% due to declines in all regions except Japan. On a constant-exchange-rate basis (see "Non-GAAP Measures" below), worldwide net sales decreased 4% and comparable store sales decreased 7%.

Earnings from operations as a percentage of net sales ("operating margin") decreased 0.4 percentage point in the third quarter and 0.5 percentage point in the year-to-date as an improvement in gross margin was more than offset by a lack of sales leverage on selling, general and administrative ("SG&A") expenses. Excluding a loan impairment charge

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recorded in the nine months ended October 31, 2015 (see "Non-GAAP Measures" below), operating margin decreased 0.8 percentage point in the year-to-date ended October 31, 2016.

• Net earnings increased 5% to \$95.1 million, or \$0.76 per diluted share, in the third quarter reflecting an improvement in gross margin and lower interest and other expenses, net.

• Net earnings decreased 4% to \$288.3 million, or \$2.29 per diluted share, in the year-to-date. Net earnings in the year-to-date of 2016 included an income tax benefit of \$6.6 million, or \$0.05 per diluted share, as a

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result of the conclusion of a tax examination during the three months ended April 30, 2016. Net earnings in the nine months ended October 31, 2015 included an impairment charge of \$0.05 per diluted share (see "Non-GAAP Measures" below).

Inventories, net decreased 2% from October 31, 2015.

The Company spent \$30.8 million in the third quarter and \$180.7 million in the year-to-date to repurchase shares of its Common Stock.

## RESULTS OF OPERATIONS

## Non-GAAP Measures

The Company reports information in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"). Internally, management also monitors and measures its performance using certain sales and earnings measures that include or exclude amounts, or are subject to adjustments that have the effect of including or excluding amounts, from the most directly comparable GAAP measure ("non-GAAP financial measures"). The Company presents such non-GAAP financial measures in reporting its financial results to provide investors with useful supplemental information that will allow them to evaluate the Company's operating results using the same measures that management uses to monitor and measure its performance. The Company's management does not, nor does it suggest that investors should, consider non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. These non-GAAP financial measures presented here may not be comparable to similarly-titled measures used by other companies.

Net Sales. The Company's reported net sales reflect either a translation-related benefit from strengthening foreign currencies or a detriment from a strengthening U.S. dollar. Internally, management monitors and measures its sales performance on a non-GAAP basis that eliminates the positive or negative effects that result from translating sales made outside the U.S. into U.S. dollars ("constant-exchange-rate basis"). Sales on a constant-exchange-rate basis are calculated by taking the current year's sales in local currencies and translating them into U.S. dollars using the prior year's foreign exchange rates. Management believes this constant-exchange-rate basis provides a useful supplemental basis for the assessment of sales performance and of comparability between reporting periods. The following table reconciles the sales percentage increases (decreases) from the GAAP to the non-GAAP basis versus the previous year:

	Third Quarter 2016 vs. 2015			Year-to-date 2016 vs. 2015		
	GAAP Reported	Translation Effect	Constant-Exchange-Rate Basis	GAAP Reported	Translation Effect	Constant-Exchange-Rate Basis
Net Sales:						
Worldwide	1	% 1	% —	(4)	% —	(4)
Americas	(2)	) —	(2)	(7)	(1)	(6)
Asia-Pacific	4	1	3	(4)	(2)	(2)
Japan	13	17	(4)	10	13	(3)
Europe	(10)	(8)	(2)	(10)	(4)	(6)
Other	18	—	18	(7)	—	(7)
Comparable Store Sales:						
Worldwide	(2)	% 1	% (3)	(6)	% 1	% (7)
Americas	(2)	) —	(2)	(7)	—	(7)
Asia-Pacific	(7)	) —	(7)	(11)	(1)	(10)
Japan	20	18	2	15	14	1
Europe	(14)	(7)	(7)	(15)	(4)	(11)



Other (12) — (12 ) (19) — (19 )

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Statements of Earnings. Internally, management monitors and measures its earnings performance excluding certain items listed below. Management believes excluding such items provides a useful supplemental basis for the assessment of the Company's results relative to the corresponding period in the prior year. The following tables reconcile certain GAAP amounts to non-GAAP amounts:

(in millions, except per share amounts)	GAAP	Impairment charge <sup>a</sup>	Non-GAAP
Nine months ended October 31, 2015			
Selling, general and administrative expenses	\$1,227.3	\$(9.6)	\$1,217.7
As a % of net sales	42.4 %		42.1 %
Earnings from operations	499.2	9.6	508.8
As a % of net sales	17.3 %		17.6 %
Provision for income taxes <sup>c</sup>	160.4	3.3	163.7
Net earnings	300.7	6.3	307.0
Diluted earnings per share	2.32	0.05	2.37

(in millions, except per share amounts)	GAAP	Impairment charges <sup>a</sup>	Specific cost-reduction initiatives <sup>b</sup>	Non-GAAP
Year Ended January 31, 2016				
Selling, general and administrative expenses	\$1,731.2	\$(37.9)	\$(8.8)	\$1,684.5
As a % of net sales	42.2 %			41.0 %
Earnings from operations	760.1	37.9	8.8	806.8
As a % of net sales	18.5 %			19.7 %
Provision for income taxes <sup>c</sup>	246.0	13.6	3.2	262.8
Net earnings	463.9	24.3	5.6	493.8
Diluted earnings per share	3.59	0.19	0.05	3.83

Expenses associated with impairment charges related to a financing arrangement with Koidu Limited. See "Item 1.

<sup>a</sup> Notes to Condensed Consolidated Financial Statements – Note 3. Receivables and Financing Arrangements and Note 10. Commitments and Contingencies" for additional information.

Expenses associated with specific cost-reduction initiatives which included severance related to staffing reductions

<sup>b</sup> and subleasing of certain office space for which only a portion of the Company's future rent obligations will be recovered.

The income tax effect resulting from the adjustments set forth in the above tables has been calculated as both current

<sup>c</sup> and deferred tax benefit (expense), based upon the tax laws and statutory income tax rates applicable in the tax jurisdiction(s) of the underlying adjustment.

Free Cash Flow. Internally, management monitors its cash flow on a non-GAAP basis. Free cash flow is calculated by deducting capital expenditures from net cash provided by operating activities. The ability to generate free cash flow demonstrates how much cash the Company has available for discretionary and non-discretionary purposes after deduction of capital expenditures. The Company's operations require regular capital expenditures for the opening, renovation and expansion of stores and distribution and manufacturing facilities as well as ongoing investments in information technology. Management believes this provides a useful supplemental basis for assessing the Company's operating cash flows.

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## Comparable Store Sales

Comparable store sales include only sales transacted in Company-operated stores open for more than 12 months. Sales for relocated stores are included in comparable store sales if the relocation occurs within the same geographical market. Sales for a new store are not included in comparable store sales if that store was relocated from one department store to another or from a department store to a free-standing location. In all markets, the results of a store in which the square footage has been expanded or reduced remain in the comparable store base.

## Net Sales

Net sales by segment were as follows:

(in millions)	Third Quarter			Year-to-date		
	2016	2015	Increase/(Decrease)	2016	2015	Increase/(Decrease)
Americas	\$417.1	\$425.1	(2 )%	\$1,254.5	\$1,343.4	(7 )%
Asia-Pacific	246.7	238.4	4	715.3	742.7	(4 )
Japan	150.1	132.7	13	419.2	380.0	10
Europe	104.3	115.7	(10 )	312.0	348.5	(10 )
Other	31.1	26.3	18	71.2	76.6	(7 )
	\$949.3	\$938.2	1 %	\$2,772.2	\$2,891.2	(4 )%

Worldwide net sales increased \$11.1 million, or 1%, in the third quarter of 2016 reflecting increases in Asia-Pacific and Japan partially offset by declines in the Americas and Europe. Worldwide net sales decreased \$119.0 million, or 4%, in the year-to-date of 2016 reflecting declines in all regions except Japan. On a constant-exchange rate basis, worldwide net sales in the third quarter were unchanged from the prior year and decreased 4% in the year-to-date of 2016.

Changes in jewelry sales by product category were as follows:

(in millions)	Third Quarter		Year-to-date	
	2016	2015	2016	2015
Statement, fine & solitaire jewelry	\$(13.6)	\$(13.6)	\$(69.4)	\$(69.4)
Engagement jewelry & wedding bands	0.2	—	(22.1)	(22.1)
Fashion jewelry	17.1	17.1	(23.5)	(23.5)

The decrease in sales of statement, fine & solitaire jewelry reflected declines across the category, while the engagement jewelry & wedding bands category in the third quarter was in line with the prior year and decreased in the year-to-date due to a shift in sales mix towards wedding bands. The fashion jewelry category increased during the third quarter reflecting increases in both gold and silver jewelry while in the year-to-date there were declines across the category.

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Changes in net sales by reportable segment were as follows:

(in millions)	Comparable Store Sales	Non-comparable Store Sales	Wholesale/Other	Total
Third Quarter of 2016:				
Americas	\$ (7.5 )	\$ 1.6	\$ (2.1 )	\$(8.0 )
Asia-Pacific	(14.4 )	16.8	5.9	8.3
Japan	23.7	(0.3 )	(6.0 )	17.4
Europe	(14.0 )	2.5	0.1	(11.4 )
Year-to-date of 2016:				
Americas	\$ (84.8 )	\$ 4.5	\$ (8.6 )	\$(88.9 )
Asia-Pacific	(75.6 )	43.4	4.8	(27.4 )
Japan	50.7	(0.7 )	(10.8 )	39.2
Europe	(48.0 )	10.5	1.0	(36.5 )

Americas. Total sales decreased \$8.0 million, or 2%, in the third quarter, which management attributed to lower sales to U.S. customers, which was largely offset by an increase attributed to Japanese tourist spending. Total sales decreased \$88.9 million or 7%, in the year-to-date, which management attributed to lower sales to U.S. customers as well as lower Chinese and other foreign tourist spending. Comparable store sales decreased \$7.5 million, or 2%, in the third quarter and \$84.8 million, or 7%, in the year-to-date. On a constant-exchange rate basis, total sales and comparable store sales both decreased 2% in the third quarter and 6% and 7%, respectively, in the year-to-date. Total sales in the Company's New York Flagship store represented less than 10% of worldwide net sales for the three and nine month periods ended October 31, 2016 as well as for every quarter during fiscal year 2015.

Changes in jewelry sales relative to the prior year were as follows:

Change in Jewelry Sales	Average Price per Unit Sold		Number of Units Sold
	As Reported	Impact of Currency Translation	
Third Quarter of 2016	2% —	%	(3 )%
Year-to-date of 2016	—% (1 )	%	(6 )%

In the third quarter and year-to-date, the decrease in the number of jewelry units sold reflected declines across most categories, particularly in fashion silver jewelry.

Asia-Pacific. Total sales increased \$8.3 million, or 4% in the third quarter and declined \$27.4 million, or 4%, in the year-to-date. Comparable store sales declined \$14.4 million, or 7%, in third quarter and \$75.6 million, or 11%, in the year-to-date. In both periods, sales growth in China and Korea was offset by continued declines in Hong Kong (although at a decelerated rate in the third quarter) and more moderate declines in other markets. During the third quarter, there was also an increase in wholesale sales in Korea. On a constant-exchange-rate basis, total sales and comparable store sales increased 3% and decreased 7%, respectively, in the third quarter and decreased 2% and 10%, respectively, in the year-to-date.

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Changes in jewelry sales relative to the prior year were as follows:

	Average Price per Unit Sold		Number of Units Sold
As Reported	Impact of Currency Translation		
Change in Jewelry Sales			
Third Quarter of 2016	(7)%	1 %	12 %
Year-to-date of 2016	(6)%	(2) %	2 %

In the third quarter, the increase in the number of jewelry units sold was primarily attributed to increases across the fashion jewelry category, particularly in silver jewelry. Management attributed the decrease in the average price per jewelry unit sold in the third quarter to a shift in mix to the fashion jewelry category as well as to lower-priced products within both the engagement jewelry & wedding band category and the fashion jewelry category.

In the year-to-date, the increase in number of jewelry units sold was primarily attributed to increases in fashion silver jewelry and the engagement category, partially offset by declines in statement, fine & solitaire jewelry. The decrease in the average price per jewelry unit sold in the year-to-date was primarily attributed to a shift in sales mix toward wedding bands within the engagement jewelry & wedding band category and declines in statement jewelry sales.

Japan. In the third quarter, total sales increased \$17.4 million, or 13%, due to comparable store sales growth of \$23.7 million, or 20%. In the year-to-date, total sales increased \$39.2 million, or 10%, due to comparable store sales growth of \$50.7 million, or 15%. The favorable effect of currency translation offset sales declines, which management attributed to lower spending by Chinese tourists as well as lower wholesale sales, in contrast to an increase attributed to spending by local customers in both periods. On a constant-exchange-rate basis, total sales decreased 4% in the third quarter and 3% in the year-to-date, while comparable store sales increased 2% in the third quarter and 1% in the year-to-date.

Changes in jewelry sales relative to the prior year were as follows:

	Average Price per Unit Sold		Number of Units Sold
As Reported	Impact of Currency Translation		
Change in Jewelry Sales			
Third Quarter of 2016	(7)%	(7) %	18 %
Year-to-date of 2016	(1)%	13 %	10 %

In the third quarter and year-to-date, the increase in number of jewelry units sold primarily reflected increases in the fashion jewelry category. Management attributed the decrease in the average price per jewelry unit sold for both periods to a shift in sales mix to the fashion jewelry category from the statement, fine & solitaire jewelry category, as well as a shift in sales mix within the fashion jewelry category toward silver jewelry.

Europe. Total sales decreased \$11.4 million, or 10%, in the third quarter and \$36.5 million, or 10%, in the year-to-date and comparable store sales decreased \$14.0 million, or 14%, in the third quarter and \$48.0 million, or 15%, in the year-to-date. Sales declines reflected continued softness in demand across continental Europe, which management attributed to lower spending by foreign tourists and local customers, as well as the effect of currency translation. On a

constant-exchange-rate basis, total sales and comparable store sales decreased 2% and 7%, respectively, in the third quarter and decreased 6% and 11%, respectively, in the year-to-date as softness across continental Europe was partially offset by sales increases in the UK (particularly in the third quarter, largely attributable to foreign tourist spending).

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Changes in jewelry sales relative to the prior year were as follows:

	Average Price per Unit Sold		Number of Units Sold
As Reported	Impact of Currency Translation		
Change in Jewelry Sales			
Third Quarter of 2016	(3)%	(7 )%	(7 )%
Year-to-date of 2016	(1)%	(5 )%	(10 )%

In the third quarter and year-to-date, the decrease in the number of jewelry units sold reflected decreases across all categories, especially in fashion silver jewelry. Management attributed the decrease in average price per unit sold to the negative effect of currency translation, which offset a favorable shift toward higher-priced products within the engagement jewelry & wedding bands category.

Other. Other sales increased \$4.8 million, or 18%, in the third quarter due to increased wholesale sales of diamonds and decreased \$5.4 million, or 7%, in the year-to-date as an increase in wholesale sales of diamonds was offset by lower retail sales in the U.A.E. Comparable store sales declined 12% in the third quarter and 19% in the year-to-date.

Store Data. In the year-to-date of 2016, the Company opened ten Company-operated stores – six in Asia-Pacific (two each in Australia and China, as well as in Korea and New Zealand), three in Europe (two in Italy and one in the Netherlands) and one in the Americas (in Canada). The Company closed four Company-operated stores – two in Asia-Pacific (in China) and one each in Japan and Europe (in Germany).

## Gross Margin

(dollars in millions)	Third Quarter		Year-to-date	
	2016	2015	2016	2015
Gross profit	\$579.5	\$564.5	\$1,702.1	\$1,726.5
Gross profit as a percentage of net sales	61.0 %	60.2 %	61.4 %	59.7 %

Gross margin (gross profit as a percentage of net sales) increased 0.8 percentage point in the third quarter and 1.7 percentage points in the year-to-date. The increase in both periods primarily reflected favorable product input costs and the effect of price increases taken in the past twelve months, as well as a shift in sales mix towards higher-margin fashion jewelry from the lower-margin statement, fine & solitaire jewelry category. Gross margin in both periods was also negatively impacted by an increase in wholesale sales of diamonds.

Management periodically reviews and adjusts its retail prices when appropriate to address product input cost increases, specific market conditions and changes in foreign currencies/U.S. dollar relationships. Its long-term strategy is to continue that approach, although significant increases in product input costs or weakening foreign currencies can affect gross margin negatively over the short-term unless and until management makes necessary price adjustments. Among the market conditions that management considers are consumer demand for the product category involved, which may be influenced by consumer confidence, and competitive pricing conditions. Management uses derivative instruments to mitigate certain foreign exchange and precious metal price exposures (see "Item 1. Notes to Condensed Consolidated Financial Statements – Note 8. Hedging Instruments"). Management increased retail prices in the year-to-date of 2016 and 2015 across most geographic regions and product categories.

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## Selling, General and Administrative ("SG&amp;A") Expenses

(dollars in millions)	Third Quarter		Year-to-date	
	2016	2015	2016	2015
As reported:				
SG&A expenses	\$424.3	\$408.1	\$1,237.4	\$1,227.3
SG&A expenses as a percentage of net sales	44.7 %	43.5 %	44.6 %	42.4 %

SG&A expenses increased \$16.2 million, or 4%, in the third quarter of 2016 primarily reflecting increased store occupancy and depreciation expenses, marketing expenses and labor and incentive compensation costs. SG&A expenses increased \$10.1 million, or 1%, in the year-to-date primarily reflecting increased store occupancy and depreciation expenses as well as lower benefit costs. There was no significant effect on SG&A expense changes from foreign currency translation.

Included in SG&A expenses for the nine months ended October 31, 2015 is a loan impairment charge of \$9.6 million (see "Non-GAAP Measures"). Excluding this charge, SG&A expenses increased \$19.7 million, or 2%, in the year-to-date of 2016.

SG&A expenses as a percentage of net sales increased 1.2 percentage points in the third quarter and 2.2 percentage points in the year-to-date due to the lack of sales leverage on operating expenses. Excluding the charge mentioned above, SG&A expenses as a percentage of net sales increased 2.5 percentage points in the year-to-date of 2016.

## Earnings from Operations

(dollars in millions)	Third Quarter		Year-to-date	
	2016	2015	2016	2015
As reported:				
Earnings from operations	\$155.2	\$156.4	\$464.7	\$499.2
Operating margin	16.3 %	16.7 %	16.8 %	17.3 %

Earnings from operations decreased \$1.2 million, or 1%, in the third quarter of 2016 and decreased \$34.5 million, or 7%, in the year-to-date of 2016 as an improvement in gross margin was more than offset by a lack of sales leverage on SG&A expenses. Included in earnings from operations for the nine months ended October 31, 2015 is a loan impairment charge of \$9.6 million (see "Non-GAAP Measures").

Operating margin decreased 0.4 percentage point in the third quarter and 0.5 percentage point in the year-to-date as an improvement in gross margin was more than offset by a lack of sales leverage on SG&A expenses.

Excluding the charge noted above, earnings from operations decreased \$44.1 million, or 9%, and operating margin decreased 0.8 percentage points in the year-to-date due to lower net sales and the resulting lack of sales leverage on SG&A expenses.

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Results by segment were as follows:

(in millions)	Third Quarter 2016	% of Net Sales	Third Quarter 2015	% of Net Sales
Earnings from operations*:				
Americas	\$65.0	15.6 %	\$61.9	14.6 %
Asia-Pacific	63.0	25.5	63.9	26.8
Japan	47.8	31.9	50.8	38.3
Europe	14.8	14.2	17.6	15.3
Other	1.5	4.9	(0.4 )	(1.9 )
	192.1		193.8	
Unallocated corporate expenses (36.9 )	(4.0 )%		(37.4 )	(4.0 )%
Earnings from operations	\$155.2	16.3 %	\$156.4	16.7 %

\*Percentages represent earnings from operations as a percentage of each segment's net sales.

On a segment basis, the ratio of earnings from operations to each segment's net sales in the third quarter of 2016 compared with 2015 was as follows:

Americas – the ratio increased 1.0 percentage point due to an improvement in gross margin, partly offset by a lack of sales leverage on operating expenses resulting from a decrease in net sales;

Asia-Pacific – the ratio decreased 1.3 percentage points due to a lack of sales leverage on operating expenses, primarily attributable to increased store related expenses;

Japan – the ratio decreased 6.4 percentage points primarily due to a decrease in gross margin, including an unfavorable impact from the Company's ongoing program to utilize Yen forward contracts for a portion of forecasted merchandise purchases, attributable to the strengthening of the Yen; and

Europe – the ratio decreased 1.1 percentage points due to a decrease in net sales resulting in a lack of sales leverage on operating expenses, which was only partly offset by an improvement in gross margin.

Results by segment were as follows:

(in millions)	Year-to-date 2016	% of Net Sales	Year-to-date 2015	% of Net Sales
Earnings from operations*:				
Americas	\$ 215.8	17.2 %	\$ 229.0	17.0 %
Asia-Pacific	178.7	25.0	193.4	26.0
Japan	137.4	32.8	140.7	37.0
Europe	43.5	14.0	57.1	16.4
Other	4.7	6.5	2.3	3.1
	580.1		622.5	
Unallocated corporate expenses (115.4 )	(4.2 )%		(113.7 )	(3.9 )%
Other operating expense	—	—	(9.6 )	—
Earnings from operations	\$ 464.7	16.8 %	\$ 499.2	17.3 %

\*Percentages represent earnings from operations as a percentage of each segment's net sales.

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On a segment basis, the ratio of earnings from operations to each segment's net sales in the year-to-date of 2016 compared with 2015 was as follows:

- Americas – the ratio increased 0.2 percentage point due to an improvement in gross margin, partly offset by a lack of sales leverage on operating expenses resulting from a decrease in net sales;
- Asia-Pacific – the ratio decreased 1.0 percentage point due to a decrease in net sales resulting in a lack of sales leverage on operating expenses, partly offset by an improvement in gross margin;
- Japan – the ratio decreased 4.2 percentage points primarily due to a decrease in gross margin, including an unfavorable impact from the Company's ongoing program to utilize Yen forward contracts for a portion of forecasted merchandise purchases, attributable to the strengthening of the Yen; and
- Europe – the ratio decreased 2.4 percentage points due to a decrease in net sales resulting in a lack of sales leverage on operating expenses, partly offset by an improvement in gross margin.

Unallocated corporate expenses include costs related to administrative support functions which the Company does not allocate to its segments. Such unallocated costs include those for centralized information technology, finance, legal and human resources departments. Unallocated corporate expenses decreased by \$0.5 million in the third quarter of 2016 and increased by \$1.7 million in the year-to-date of 2016.

Other operating expense in the nine months ended October 31, 2015 represents a loan impairment charge related to a financing arrangement with Koidu. See "Item 1. Notes to Condensed Consolidated Financial Statements – Note 3. Receivables and Financing Arrangements" and "Note 10. Commitments and Contingencies" for additional information.

### Interest and Other Expenses, net

Interest and other expenses, net decreased \$5.5 million, or 36%, in the third quarter of 2016 and \$3.6 million, or 9%, in the year-to-date primarily due to a reduction in foreign currency losses.

### Provision for Income Taxes

The effective income tax rate for the third quarter of 2016 was 34.6% versus 35.5% in the prior year. The effective income tax rate for the year-to-date of 2016 was 33.0% versus 34.8% in the prior year. The effective income tax rate for the year-to-date of 2016 included a decrease of 1.5 percentage points due to an income tax benefit of \$6.6 million, or \$0.05 per diluted share, from the conclusion of a tax examination during the first quarter of 2016.

## LIQUIDITY AND CAPITAL RESOURCES

The Company's liquidity needs have been, and are expected to remain, primarily a function of its ongoing, seasonal and expansion-related working capital requirements and capital expenditure needs. Over the long term, the Company manages its cash and capital structure to maintain a strong financial position that provides flexibility to pursue strategic initiatives. Management regularly assesses its working capital needs, capital expenditure requirements, debt service, dividend payouts, share repurchases and future investments. Management believes that cash on hand, internally-generated cash flows, the funds available under its revolving credit facilities and the ability to access the debt and capital markets are sufficient to support the Company's liquidity and capital requirements for the foreseeable future.

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The following table summarizes cash flows from operating, investing and financing activities:

(in millions)	Year-to-date	
	2016	2015
Net cash provided by (used in):		
Operating activities	\$403.6	\$427.5
Investing activities	(172.7 )	(189.9 )
Financing activities	(338.8 )	(295.7 )
Effect of exchange rates on cash and cash equivalents	(8.2 )	1.3
Net decrease in cash and cash equivalents	\$(116.1)	\$(56.8 )

### Operating Activities

The Company had a net cash inflow from operating activities of \$403.6 million in the year-to-date of 2016 compared with \$427.5 million in the year-to-date of 2015. The variance is primarily due to increased inventory purchases as well as the timing of income tax payments and other payables.

**Working Capital.** Working capital (current assets less current liabilities) and the corresponding current ratio (current assets divided by current liabilities) were \$2.9 billion and 5.5 at October 31, 2016, compared with \$2.8 billion and 4.8 at January 31, 2016 and \$2.8 billion and 4.9 at October 31, 2015. The change in working capital and the current ratio are primarily due to the repayment of the ¥10.0 billion Senior Notes due in September 2016 and the issuance of the ¥10.0 billion Senior Notes due in August 2026. See "Financing Activities" below for additional information.

Accounts receivable, less allowances at October 31, 2016 were 4% higher than January 31, 2016 and October 31, 2015. Currency translation had the effect of increasing accounts receivable, less allowances by 4% from January 31, 2016 and 3% from October 31, 2015, primarily from the strengthening of the Japanese yen.

Inventories, net at October 31, 2016 were 4% higher than January 31, 2016 and 2% lower than October 31, 2015. When compared to January 31, 2016, finished goods inventories rose 7% and combined raw material and work-in-process inventories declined 2%. When compared to October 31, 2015, finished goods inventories increased 1% and combined raw material and work-in-process inventories decreased 6%. Currency translation had the effect of increasing inventories, net by 2% from January 31, 2016 and 1% from October 31, 2015, primarily from the strengthening of the Japanese yen.

### Investing Activities

The Company had net cash outflows from investing activities of \$172.7 million in the year-to-date of 2016 compared with \$189.9 million in the year-to-date of 2015. The decrease in net cash outflows was driven by decreased net purchases of marketable securities.

**Marketable Securities and Short-Term Investments.** The Company invests a portion of its cash in marketable securities and short-term investments. The Company had net purchases of marketable securities and short-term investments of \$15.8 million during the year-to-date of 2016 compared with \$31.4 million during the nine months ended October 31, 2015.

### Financing Activities

The Company had net cash outflows from financing activities of \$338.8 million in the year-to-date of 2016 compared with \$295.7 million in 2015. Year-over-year changes in cash flows from financing activities were largely driven by increased share repurchases.

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Recent Borrowings. The Company had net repayments of borrowings as follows:

(in millions)	Year-to-date	
	2016	2015
Short-term borrowings:		
Proceeds from (repayments of) credit facility borrowings, net	\$4.7	\$(24.0)
Proceeds from other credit facility borrowings	66.4	9.1
Repayments of other credit facility borrowings	(75.7)	(16.0)
Net repayments of short-term borrowings	(4.6)	(30.9)
Long-term borrowings:		
Proceeds from the issuance of long-term debt	98.1	—
Repayment of long-term debt	(97.1)	—
Net proceeds from long-term borrowings	\$1.0	—
Net repayments of total borrowings	\$(3.6)	\$(30.9)

Credit Facilities. In October 2014, the Registrant entered into a four-year \$375.0 million and a five-year \$375.0 million multi-bank, multi-currency, committed unsecured revolving credit facility, including letter of credit subfacilities, (collectively, the "Credit Facilities") resulting in a total borrowing capacity of \$750.0 million. In October 2016, the maturity for each of the Credit Facilities was extended for one additional year pursuant to the terms set forth in the respective agreements governing the Credit Facilities. Therefore, the four-year and five-year Credit Facilities will mature in October of 2019 and 2020, respectively.

Other credit facilities. In July 2016, the Registrant's wholly owned subsidiary, Tiffany & Co. (Shanghai) Commercial Company Limited ("Tiffany-Shanghai"), entered into a three-year multi-bank revolving credit agreement (the "Tiffany-Shanghai Credit Agreement"). The Tiffany-Shanghai Credit Agreement has an aggregate borrowing limit of RMB 990.0 million (\$146.0 million at October 31, 2016). The Tiffany-Shanghai Credit Agreement, which matures in July 2019, was made available to refinance amounts outstanding under Tiffany-Shanghai's previously existing RMB 930.0 million three-year multi-bank revolving credit agreement (the "2013 Agreement"), which expired pursuant to its terms in July 2016, as well as for Tiffany-Shanghai's ongoing general working capital requirements. The six lenders party to the Tiffany-Shanghai Credit Agreement will make loans, upon Tiffany-Shanghai's request, for periods of up to 12 months at the applicable interest rates as announced by the People's Bank of China (provided, that if such announced rate is below zero, the applicable interest rate shall be deemed to be zero). In connection with the Tiffany-Shanghai Credit Agreement, in July 2016 the Registrant entered into a Guaranty Agreement by and between the Registrant and the facility agent under the Tiffany-Shanghai Credit Agreement (the "Guaranty"). At October 31, 2016, there was \$105.2 million available to be borrowed under the Credit Agreement and \$40.9 million was outstanding at a weighted-average interest rate of 4.35%.

The Tiffany-Shanghai Credit Agreement contains affirmative and negative covenants which are substantially similar to those set forth in the 2013 Agreement including, among others, covenants that limit Tiffany-Shanghai's ability to pay certain dividends, incur liens and incur certain indebtedness, and the Guaranty requires maintenance by the Registrant of specific financial covenants and ratios, in addition to other requirements and limitations which are substantially similar to the guaranty entered into by the Registrant in respect of the 2013 Agreement.

Under all of the Company's credit facilities, at October 31, 2016 there were \$219.5 million of borrowings, \$3.7 million of letters of credit issued but not outstanding and \$815.4 million available for borrowing. At October 31, 2015, there were \$198.3 million of borrowings, \$5.7 million of letters of credit issued but not outstanding and \$818.4 million available for borrowing. The weighted-average interest rate for the amount outstanding at October 31, 2016 was 2.63% compared with 2.95% at October 31, 2015.

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Senior Notes. In August 2016, the Registrant issued ¥10.0 billion (\$95.4 million at October 31, 2016) of 0.78% Senior Notes due August 2026 (the "Notes") in a private transaction. The proceeds from the issuance of the Notes were used to repay the Registrant's ¥10.0 billion 1.72% Senior Notes due September 2016 upon the maturity thereof. The Notes bear interest at a rate of 0.78% per annum, payable semi-annually on February 26 and August 26 of each year, commencing February 26, 2017. The Registrant may redeem all or part of the Notes upon not less

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than 30 nor more than 60 days' prior notice at a redemption price equal to the sum of (i) 100% of the principal amount of the Notes to be redeemed, plus (ii) accrued and unpaid interest, if any, on those Notes to the redemption date, plus (iii) a make-whole premium as of the redemption date.

The ratio of total debt (short-term borrowings, current portion of long-term debt and long-term debt) to stockholders' equity was 38% at October 31, 2016 and 37% at January 31, 2016 and October 31, 2015.

At October 31, 2016, the Company was in compliance with all debt covenants.

Share Repurchases. In January 2016, the Registrant's Board of Directors approved the termination of the Company's then-existing share repurchase program, which was approved in March 2014 and had authorized the Company to repurchase up to \$300.0 million of its Common Stock through open market transactions (the "2014 Program") in favor of a new share repurchase program ("2016 Program"). The 2016 Program, which will expire on January 31, 2019, authorizes the Company to repurchase up to \$500.0 million of its Common Stock through open market transactions, block trades or privately negotiated transactions. Purchases under the 2014 Program were, and purchases under the 2016 Program have been, executed under a written plan for trading securities as specified under Rule 10b5-1 promulgated under the Securities and Exchange Act of 1934, as amended, the terms of which are within the Company's discretion, subject to applicable securities laws, and are based on market conditions and the Company's liquidity needs.

The Company's share repurchase activity was as follows:

	Third Quarter		Year-to-date	
(in millions, except per share amounts)	2016	2015	2016	2015
Cost of repurchases	\$30.8	\$60.5	\$180.7	\$116.2
Shares repurchased and retired	0.5	0.8	2.8	1.4
Average cost per share	\$67.72	\$80.31	\$65.13	\$84.03

At October 31, 2016, approximately \$313.3 million remained available for share repurchases under the 2016 Program.

#### Financing Arrangements with Diamond Mining and Exploration Companies

The Company has provided financing to diamond mining and exploration companies in order to obtain rights to purchase the output from mines owned by these companies. At October 31, 2016, there was \$43.8 million of principal outstanding under a financing arrangement (the "Loan") with Koidu Limited (previously Koidu Holdings S.A.) ("Koidu"), with a carrying amount, net of valuation allowance, of \$5.9 million. The Loan, which was entered into between Koidu and Laurelton Diamonds, Inc., a wholly owned subsidiary of the Company, in March 2011, originally provided that repayments of principal would begin in March 2013. However, in March 2013, the Company agreed to Koidu's request to defer the principal and interest payments due in 2013 to subsequent years and, in March 2014, the Company agreed to Koidu's request to provide for monthly rather than semi-annual payments of the principal payments due in 2014. The Company received such scheduled monthly payments from Koidu in 2014. On April 30, 2015, the Company also agreed to defer Koidu's principal payment due on March 30, 2015 ("2015 Amendment"), subject to certain conditions set forth in the 2015 Amendment, which were met in June 2015.

As of January 31, 2016, Koidu had not made any of its interest payments due in July 2015 and thereafter, nor its principal payment due in September 2015. The missed payments constitute events of default under the Loan. In February 2016, the Company received the results from two separate and independent reviews of Koidu's operational plans, forecasts, and cash flow projections for the mine, which were commissioned by the Company and by Koidu's largest creditor, respectively. Based on these factors, ongoing discussions with Koidu, and consideration of the possible actions that all parties, including the Government of Sierra Leone and Koidu's largest creditor, might take



under the circumstances, management determined that it is probable that it will be unable to collect a portion of the amounts due under the contractual terms of the Loan, and recorded impairment charges, and a related valuation allowance, of \$37.9 million in 2015 (which included an impairment charge of \$9.6 million recorded in the second quarter). Additionally, the Company ceased accruing interest income on the outstanding Loan balance as of July 31, 2015.

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During the year-to-date of 2016, Koidu did not make any payments due to the Company under the Loan. Koidu also has yet to provide a proposed revised payment schedule to the Company. The carrying amount of the Company's loan receivable from Koidu, net of the valuation allowance, was \$5.9 million at October 31, 2016 and January 31, 2016.

The Company intends to continue to participate in discussions with Koidu regarding operational plans, forecasts and cash flow projections for the mine, as well as revisions to the payment schedule for the Loan. The Company also intends to continue to participate in discussions with certain of Koidu's stakeholders, including its largest creditor and the Government of Sierra Leone. The outcome of these discussions, as well as any other developments, will inform management's ongoing evaluation of the collectability of the Loan and the accrual of interest income. It is possible that such ongoing evaluation may result in additional changes to management's assessment of collectability. While such changes in management's assessment would not have a material adverse effect on the Company's financial position or cash flows, it is possible that such a change in assessment could affect the Company's earnings in the period in which such a change were to occur. Additionally, future developments may result in Koidu defaulting under its diamond supply agreement with the Company, in which case the Company would lose access to the mine's output, although management believes this would not have a material impact on the Company's operations. See "Item 1. Notes to Condensed Consolidated Financial Statements – Note 3. Receivables and Financing Arrangements and Note 10. Commitments and Contingencies" for additional information on this financing arrangement.

## Information Systems Assessment

The Company is engaged in a multi-year program to evaluate and, where appropriate, upgrade and/or replace certain of its information systems. As a part of this program, the Company identified opportunities to enhance its finished goods inventory management and merchandising capabilities, and began development efforts to replace its existing systems and provide these enhanced capabilities. The replacement system, which is under development, is currently being assessed to evaluate whether the continued development of this system will deliver sufficiently improved operating capabilities. Should the Company determine that development of this system will be significantly modified or discontinued, the Company will evaluate the investment in this system for impairment in accordance with its policy on the review of long-lived assets. As of October 31, 2016, approximately \$35 million is recorded in Construction-in-Progress within Property, Plant & Equipment related to this replacement system that is subject to the ongoing assessment discussed above.

## Contractual Obligations

At October 31, 2016, the Company's gross uncertain tax position decreased by \$6.8 million from January 31, 2016 primarily as a result of the conclusion of a tax examination during the first quarter of 2016. As of October 31, 2016, unrecognized tax benefits are not expected to change materially in the next 12 months. Future developments may result in a change in this assessment.

In August 2016, the Company repaid its ¥10.0 billion Senior Notes due September 2016 and issued ¥10.0 billion Senior Notes due August 2026 (see "Financing Activities" above). The Company's contractual cash obligations and commercial commitments at October 31, 2016 and the effects such obligations and commitments are expected to have on the Company's liquidity and cash flows in future periods have not changed materially since January 31, 2016.

## Seasonality

As a jeweler and specialty retailer, the Company's business is seasonal in nature, with the fourth quarter typically representing approximately one-third of annual net sales and a higher percentage of annual net earnings. Management expects such seasonality to continue.

2016 Outlook

For the full 2016 fiscal year, management is maintaining its outlook to expect (i) worldwide net sales declining by a low single-digit percentage from the prior year and (ii) earnings per diluted share declining by a mid-single-digit percentage from 2015's adjusted earnings (which excluded loan impairment and certain staffing and occupancy charges - see "Non-GAAP Measures"). These expectations are approximations and are based on the Company's plans and assumptions, including: (i) worldwide gross retail square footage increasing 3%, net through 11 openings, 6

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relocations and 6 closings; (ii) operating margin below the prior year (excluding the prior year's charges - see "Non-GAAP Measures") due to an anticipated increase in gross margin more than offset by SG&A expense growth; (iii) interest and other expenses, net unchanged from 2015; (iv) an effective income tax rate lower than the prior year; (v) the U.S. dollar unchanged from current spot rates for the balance of the year; and (vi) weighted average diluted shares outstanding lower than in fiscal 2015.

Management also expects for the full 2016 fiscal year: (i) net cash provided by operating activities of at least \$660 million and (ii) free cash flow (net cash provided by operating activities less capital expenditures - see "Non-GAAP Measures") of at least \$400 million. These expectations are also based on the Company's plans and assumptions, including: (i) net inventories unchanged from the prior year, (ii) capital expenditures of \$250 million and (iii) net earnings in line with management's expectations as described above.

## Forward-Looking Statements

The historical trends and results reported in this quarterly report on Form 10-Q should not be considered an indication of future performance. Further, statements contained in this quarterly report on Form 10-Q that are not statements of historical fact, including those that refer to plans, assumptions and expectations for the current fiscal year and future periods, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, the statements under "2016 Outlook" as well as statements that can be identified by the use of words such as 'expects,' 'projects,' 'anticipates,' 'assumes,' 'forecasts,' 'plans,' 'believes,' 'intends,' 'estimates,' 'pursues,' 'continues,' 'outlook,' 'may,' 'will,' 'can,' 'should' and variations of such words and similar expressions. Examples of forward-looking statements include, but are not limited to, statements we make regarding the Company's plans, assumptions, expectations, beliefs and objectives with respect to store openings and closings; product introductions; sales; sales growth; sales trends; store traffic; retail prices; gross margin; operating margin; expenses; interest and other expenses, net; effective income tax rate; net earnings and net earnings per share; share count; inventories; capital expenditures; cash flow; liquidity; currency translation; growth opportunities; litigation outcomes and recovery related thereto; the collectability of amounts due under financing arrangements with diamond mining and exploration companies; and certain ongoing or planned product, marketing, retail, manufacturing, information systems development, upgrades and replacement, and other operational and strategic initiatives.

These forward-looking statements are based upon the current views and plans of management, speak only as of the date on which they are made and are subject to a number of risks and uncertainties, many of which are outside of our control. Actual results could therefore differ materially from the planned, assumed or expected results expressed in, or implied by, these forward-looking statements. While we cannot predict all of the factors that could form the basis of such differences, key factors include, but are not limited to: global macroeconomic and geopolitical developments; changes in interest and foreign currency rates; shifting tourism trends; regional instability, violence (including terrorist activities), election-related or other political activities or events, and weather conditions that may affect local and tourist consumer spending; changes in consumer confidence, preferences and shopping patterns, as well as our ability to accurately predict and timely respond to such changes; shifts in the Company's product and geographic sales mix; variations in the cost and availability of diamonds, gemstones and precious metals; changes in our competitive landscape; disruptions impacting the Company's business and operations; failure to successfully implement or make changes to the Company's information systems; gains or losses in the trading value of the Company's stock, which may impact the amount of stock repurchased; and our ability to successfully control costs and execute on, and achieve the expected benefits from, the operational and strategic initiatives referenced above. Developments relating to these and other factors may also warrant changes to the Company's operating and strategic plans, including with respect to store openings, closings and renovations, capital expenditures, information systems development, inventory management, and continuing execution on, or timing of, the aforementioned initiatives. Such changes could also cause actual results to differ materially from the expected results expressed in, or implied by, the forward-looking

statements.

Additional information about potential risks and uncertainties that could affect the Company's business and financial results is included under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2016 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this quarterly report on Form 10-Q. Readers of this quarterly report on Form 10-Q should consider the risks, uncertainties and factors outlined above and in the Form 10-K in evaluating, and are cautioned not to place undue reliance on, the forward-

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looking statements contained herein. The Company undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events or circumstances, except as required by applicable law or regulation.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to market risk from fluctuations in foreign currency exchange rates, precious metal prices and interest rates, which could affect its consolidated financial position, earnings and cash flows. The Company manages its exposure to market risk through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. The Company uses derivative financial instruments as risk management tools and not for trading or speculative purposes.

Foreign Currency Risk

The Company uses foreign exchange forward contracts to offset a portion of the foreign currency exchange risks associated with foreign currency-denominated liabilities, intercompany transactions and forecasted purchases of merchandise between entities with differing functional currencies. The maximum term of the Company's outstanding foreign exchange forward contracts as of October 31, 2016 is 12 months.

In the July 2016, the Company entered into cross-currency swaps to hedge the foreign exchange risk associated with Japanese yen-denominated intercompany loans. As of October 31, 2016, the notional amount of these cross-currency swaps was approximately ¥10.6 billion or \$100 million. The cross-currency swaps have a term ending on October 1, 2024.

Precious Metal Price Risk

The Company periodically hedges a portion of its forecasted purchases of precious metals for use in its internal manufacturing operations through the use of a combination of call and put option contracts in net-zero-cost collar arrangements ("precious metal collars") or forward contracts in order to manage the effect of volatility in precious metal prices. The maximum term of the Company's outstanding precious metal collars and forward contracts as of October 31, 2016 is 24 months.

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Item 4. Controls and Procedures.

Disclosure Controls and Procedures

Based on their evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended), the Registrant's principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Registrant's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Registrant in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

In the ordinary course of business, the Registrant reviews its system of internal control over financial reporting and makes changes to its systems and processes to improve controls and increase efficiency, while ensuring that the Registrant maintains an effective internal control environment. Changes may include activities such as implementing new, more efficient systems and automating manual processes.

The Registrant's principal executive officer and principal financial officer have determined that there have been no changes in the Registrant's internal control over financial reporting during the most recently completed fiscal quarter covered by this report identified in connection with the evaluation described above that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

The Registrant's management, including its principal executive officer and principal financial officer, necessarily applied their judgment in assessing the costs and benefits of such controls and procedures. By their nature, such controls and procedures cannot provide absolute certainty, but can provide reasonable assurance regarding management's control objectives. Our principal executive officer and principal financial officer have concluded that the Registrant's disclosure controls and procedures are (i) designed to provide such reasonable assurance and (ii) are effective at that reasonable assurance level.

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PART II. Other Information

Item 1. Legal Proceedings.

Arbitration Award. On December 21, 2013, an award was issued (the "Arbitration Award") in favor of The Swatch Group Ltd. ("Swatch") and its wholly owned subsidiary Tiffany Watch Co. ("Watch Company"; Swatch and Watch Company, together, the "Swatch Parties") in an arbitration proceeding (the "Arbitration") between the Registrant and its wholly owned subsidiaries, Tiffany and Company and Tiffany (NJ) Inc. (the Registrant and such subsidiaries, together, the "Tiffany Parties") and the Swatch Parties.

The Arbitration was initiated in June 2011 by the Swatch Parties, who sought damages for alleged breach of agreements entered into by and among the Swatch Parties and the Tiffany Parties in December 2007 (the "Agreements"). The Agreements pertained to the development and commercialization of a watch business and, among other things, contained various licensing and governance provisions and approval requirements relating to business, marketing and branding plans and provisions allocating profits relating to sales of the watch business between the Swatch Parties and the Tiffany Parties.

In general terms, the Swatch Parties alleged that the Tiffany Parties breached the Agreements by obstructing and delaying development of Watch Company's business and otherwise failing to proceed in good faith. The Swatch Parties sought damages based on alternate theories ranging from CHF 73.0 million (or approximately \$74.0 million at October 31, 2016) (based on its alleged wasted investment) to CHF 3.8 billion (or approximately \$3.8 billion at October 31, 2016) (calculated based on alleged future lost profits of the Swatch Parties and their affiliates over the entire term of the Agreements).

The Registrant believes that the claims of the Swatch Parties are without merit. In the Arbitration, the Tiffany Parties defended against the Swatch Parties' claims vigorously, disputing both the merits of the claims and the calculation of the alleged damages. The Tiffany Parties also asserted counterclaims for damages attributable to breach by the Swatch Parties, stemming from the Swatch Parties' September 12, 2011 public issuance of a Notice of Termination purporting to terminate the Agreements due to alleged material breach by the Tiffany Parties, and for termination due to such breach. In general terms, the Tiffany Parties alleged that the Swatch Parties did not have grounds for termination, failed to meet the high standard for proving material breach set forth in the Agreements and failed to provide appropriate management, distribution, marketing and other resources for TIFFANY & CO. brand watches and to honor their contractual obligations to the Tiffany Parties regarding brand management. The Tiffany Parties' counterclaims sought damages based on alternate theories ranging from CHF 120.0 million (or approximately \$122.0 million at October 31, 2016) (based on its wasted investment) to approximately CHF 540.0 million (or approximately \$547.0 million at October 31, 2016) (calculated based on alleged future lost profits of the Tiffany Parties).

The Arbitration hearing was held in October 2012 before a three-member arbitral panel convened in the Netherlands pursuant to the Arbitration Rules of the Netherlands Arbitration Institute (the "Rules"), and the Arbitration record was completed in February 2013.

Under the terms of the Arbitration Award, and at the request of the Swatch Parties and the Tiffany Parties, the Agreements were deemed terminated. The Arbitration Award stated that the effective date of termination was March 1, 2013. Pursuant to the Arbitration Award, the Tiffany Parties were ordered to pay the Swatch Parties damages of CHF 402.7 million (the "Arbitration Damages"), as well as interest from June 30, 2012 to the date of payment, two-thirds of the cost of the Arbitration and two-thirds of the Swatch Parties' legal fees, expenses and costs. These amounts were paid in full in January 2014.



Prior to the ruling of the arbitral panel, no accrual was established in the Company's consolidated financial statements because management did not believe the likelihood of an award of damages to the Swatch Parties was probable. As a result of the ruling, in the fourth quarter of 2013, the Company recorded a charge of \$480.2 million, which included the damages, interest, and other costs associated with the ruling and which was classified as Arbitration award expense in the consolidated statement of earnings.

On March 31, 2014, the Tiffany Parties took action in the District Court of Amsterdam to annul the Arbitration Award. Generally, arbitration awards are final; however, Dutch law does provide for limited grounds on which arbitral awards may be set aside. The Tiffany Parties petitioned to annul the Arbitration Award on these statutory grounds.

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These grounds include, for example, that the arbitral tribunal violated its mandate by changing the express terms of the Agreements.

A three-judge panel presided over the annulment hearing on January 19, 2015, and, on March 4, 2015, issued a decision in favor of the Tiffany Parties. Under this decision, the Arbitration Award is set aside. However, the Swatch Parties took action in the Dutch courts to appeal the District Court's decision, and a three-judge panel presided over an appellate hearing in respect of the annulment, and the related claim by the Tiffany Parties for return of the Arbitration Damages and related costs, on June 29, 2016. That panel's decision, which may be appealed to the Supreme Court of the Netherlands, is pending. As a result of this ongoing appellate process, the Arbitration Award may ultimately be upheld by the courts of the Netherlands. Registrant's management expects that the annulment action is not likely to be ultimately resolved until, at the earliest, Registrant's fiscal year ending January 31, 2018.

If the Arbitration Award is finally annulled, management anticipates that the claims and counterclaims that formed the basis of the Arbitration, and potentially additional claims and counterclaims, will be litigated in court proceedings between and among the Swatch Parties and the Tiffany Parties. The identity and location of the courts that would hear such actions have not been determined at this time.

In any litigation regarding the claims and counterclaims that formed the basis of the arbitration, issues of liability and damages will be pled and determined without regard to the findings of the arbitral panel. As such, it is possible that the court could find that the Swatch Parties were in material breach of their obligations under the Agreements, that the Tiffany Parties were in material breach of their obligations under the Agreements or that neither the Swatch Parties nor the Tiffany Parties were in material breach. If the Swatch Parties' claims of liability were accepted by the court, the damages award cannot be reasonably estimated at this time, but could exceed the Arbitration Damages and could have a material adverse effect on the Registrant's consolidated financial statements or liquidity.

Although the District Court issued a decision in favor of the Tiffany Parties, an amount will only be recorded for any return of amounts paid under the Arbitration Award when the District Court's decision is final (i.e., after all rights of appeal have been exhausted) and return of these amounts is deemed probable and collection is reasonably assured. As such, the Company has not recorded any amounts in its consolidated financial statements related to the District Court's decision.

Additionally, management has not established any accrual in the Company's condensed consolidated financial statements for the quarter ended October 31, 2016 related to the annulment process or any potential subsequent litigation because it does not believe that the final annulment of the Arbitration Award and a subsequent award of damages exceeding the Arbitration Damages is probable.

In 2015, management introduced new TIFFANY & CO. brand watches, which have been designed, produced, marketed and distributed through certain of the Company's Swiss subsidiaries.

Other Matters. The Company is from time to time involved in routine litigation incidental to the conduct of its business, including proceedings to protect its trademark rights, litigation with parties claiming infringement of patents and other intellectual property rights by the Company, litigation instituted by persons alleged to have been injured upon premises under the Company's control and litigation with present and former employees and customers. Although litigation with present and former employees is routine and incidental to the conduct of the Company's business, as well as for any business employing significant numbers of employees, such litigation can result in large monetary awards when a civil jury is allowed to determine compensatory and/or punitive damages for actions claiming discrimination on the basis of age, gender, race, religion, disability or other legally-protected characteristic or for termination of employment that is wrongful or in violation of implied contracts. However, the Company believes that all such litigation currently pending to which it is a party or to which its properties are subject will be resolved

without any material adverse effect on the Company's financial position, earnings or cash flows.

Gain Contingency. On February 14, 2013, Tiffany and Company and Tiffany (NJ) LLC (collectively, the "Tiffany plaintiffs") initiated a lawsuit against Costco Wholesale Corp. ("Costco") for trademark infringement, false designation of origin and unfair competition, trademark dilution and trademark counterfeiting (the "Costco Litigation"). The Tiffany plaintiffs sought injunctive relief, monetary recovery and statutory damages on account of Costco's use of "Tiffany" on signs in the jewelry cases at Costco stores used to describe certain diamond engagement rings that were not manufactured by Tiffany. Costco filed a counterclaim arguing that the TIFFANY trademark was a generic term for multi-pronged ring settings and seeking to have the trademark invalidated, modified or partially canceled in that

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respect. On September 8, 2015, the U.S. District Court for the Southern District of New York (the "Court") granted the Tiffany plaintiffs' motion for summary judgment of liability in its entirety, dismissing Costco's genericism counterclaim and finding that Costco was liable for trademark infringement, trademark counterfeiting and unfair competition under New York law in its use of "Tiffany" on the above-referenced signs. On September 29, 2016, a civil jury rendered its verdict, finding that Costco's profits on the sale of the infringing rings should be awarded at \$5.5 million, and further finding that an award of punitive damages was warranted. On October 5, 2016, the jury awarded \$8.25 million in punitive damages. The aggregate award of \$13.75 million is not final, and is subject to post-verdict motion practice and ultimately to adjustment by the Court. In such post-verdict motion practice, the Tiffany plaintiffs expect to assert that the profits award be trebled and that Costco also pay the Tiffany plaintiffs' legal fees in respect of this matter. Management expects that the Court will enter its final judgment as to the damages and other monetary recovery that Costco will be ordered to pay to the Tiffany plaintiffs during the Company's 2017 fiscal year. Management also expects that Costco will appeal this judgment, and that the Tiffany plaintiffs will be unable to enforce the judgment while the appeal is pending. As such, the Company has not recorded any amount in its consolidated financial statements related to this gain contingency as of October 31, 2016, and expects that this matter will not ultimately be resolved until, at the earliest, the Company's fiscal year ending January 31, 2018.

Item 1A. Risk Factors

For information regarding risk factors, please refer to Part I, Item 1A in the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2016.

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

## Issuer Purchases of Equity Securities

In January 2016, the Registrant's Board of Directors approved a new share repurchase program ("2016 Program"), which authorizes the Company to repurchase up to \$500.0 million of its Common Stock through open market transactions, block trades or privately negotiated transactions. Purchases under the 2016 Program have been executed under a written plan for trading securities as specified under Rule 10b5-1 promulgated under the Securities and Exchange Act of 1934, as amended, the terms of which are within the Company's discretion, subject to applicable securities laws, and are based on market conditions and the Company's liquidity needs. The 2016 Program will expire on January 31, 2019.

The following table contains the Company's purchases of equity securities in the third quarter of 2016:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (in millions)
August 1, 2016 to August 31, 2016	248,311	\$ 64.38	248,311	\$ 328.1
September 1, 2016 to September 30, 2016	91,245	\$ 70.45	91,245	\$ 321.7
October 1, 2016 to October 31, 2016	115,334	\$ 72.75	115,334	\$ 313.3
TOTAL	454,890	\$ 67.72	454,890	\$ 313.3

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Item 6. Exhibits

Exhibit Table (numbered in accordance with Item 601 of Regulation S-K)

Exhibit No.	Description
12.1	Ratio of Earnings to Fixed Charges.
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101 The following financial information from Tiffany & Co.'s Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2016, filed with the SEC, formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets; (ii) the Condensed Consolidated Statements of Earnings; (iii) the Condensed Consolidated Statements of Comprehensive Earnings; (iv) the Condensed Consolidated Statement of Stockholders' Equity; (v) the Condensed Consolidated Statements of Cash Flows; and (vi) the Notes to the Condensed Consolidated Financial Statements.

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SIGNATURES

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

Date: November 29, 2016

TIFFANY & CO.  
(Registrant)

By: /s/ Mark J.  
Erceg  
Mark J. Erceg  
Executive Vice  
President  
Chief Financial  
Officer  
(Principal Financial  
Officer)

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