

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

October 25, 2017
Date of Report

AVERY DENNISON CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1 -7685

(Commission
File Number)

95-1492269

(IRS Employer
Identification No.)

**207 Goode Avenue
Glendale, California**

(Address of principal executive offices)

91203

(Zip Code)

Registrant's telephone number, including area code **(626) 304-2000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

Section 2 - Financial Information

Item 2.02 Results of Operations and Financial Condition.

Avery Dennison Corporation's (the "Company's") press release, dated October 25, 2017, regarding the Company's preliminary, unaudited financial results for third quarter 2017 and updated guidance for the 2017 fiscal year, is attached hereto as Exhibit 99.1 and is being furnished (not filed) with this Form 8-K.

The Company's supplemental presentation materials, dated October 25, 2017, regarding the Company's preliminary, unaudited financial review and analysis for third quarter 2017 and updated guidance for the 2017 fiscal year, is attached hereto as Exhibit 99.2 and is being furnished (not filed) with this Form 8-K. The press release and presentation materials are also available on the Company's website at www.investors.averydennison.com.

The Company will discuss its preliminary, unaudited financial results during a webcast and teleconference today, October 25, 2017, at 12:00 p.m. ET. To access the webcast and teleconference, please go to the Company's website at www.investors.averydennison.com.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 Press release, dated October 25, 2017, regarding the Company’s preliminary, unaudited third quarter 2017 financial results.
- 99.2 Supplemental presentation materials, dated October 25, 2017, regarding the Company’s preliminary, unaudited financial review and analysis for third quarter 2017.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995

Certain statements contained in this report on Form 8-K and in Exhibits 99.1 and 99.2 are forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements, and financial or other business targets, are subject to certain risks and uncertainties. Actual results and trends may differ materially from historical or anticipated results depending on a variety of factors, including but are not limited to risks and uncertainties, relating to the following: fluctuations in demand affecting sales to customers; worldwide and local economic conditions; changes in political conditions; changes in governmental laws and regulations; fluctuations in currency exchange rates and other risks associated with foreign operations, including in emerging markets; the financial condition and inventory strategies of customers; changes in customer preferences; fluctuations in cost and availability of raw materials; the Company’s ability to generate sustained productivity improvement; the Company’s ability to achieve and sustain targeted cost reductions; the impact of competitive products and pricing; loss of significant contracts or customers; collection of receivables from customers; selling prices; business mix shift; execution and integration of acquisitions and completion of potential dispositions; timely development and market acceptance of new products, including sustainable or sustainably-sourced products; investment in development activities and new production facilities; amounts of future dividends and share repurchases; customer and supplier concentrations; successful implementation of new manufacturing technologies and installation of manufacturing equipment; disruptions in information technology systems, including cyber-attacks or other intrusions to network security; successful installation of new or upgraded information technology systems; data security breaches; volatility of financial markets; impairment of capitalized assets, including goodwill and other intangibles; credit risks; the Company’s ability to obtain adequate financing arrangements and maintain access to capital; fluctuations in interest and tax rates; changes in tax laws and regulations, and uncertainties associated with interpretations of such laws and regulations; outcome of tax audits; fluctuations in pension, insurance, and employee benefit costs; the impact of legal and regulatory proceedings, including with respect to environmental, health and safety; protection and infringement of intellectual property; the impact of epidemiological events on the economy and the Company’s customers and suppliers; acts of war, terrorism, and natural disasters; and other factors.

2

The Company believes that the most significant risk factors that could affect its financial performance in the near-term include: (1) the impacts of global economic conditions and political uncertainty on underlying demand for the Company’s products and foreign currency fluctuations; (2) competitors’ actions, including pricing, expansion in key markets, and product offerings; (3) the degree to which higher costs can be offset with productivity measures and/or passed on to customers through selling price increases, without a significant loss of volume; and (4) the execution and integration of acquisitions.

For a more detailed discussion of these and other factors, see Part I, Item 1A. “Risk Factors” and Part II, Item 7. “Management’s Discussion and Analysis of Results of Operations and Financial Condition” in the Company’s 2016 Form 10-K, filed on February 23, 2017 with the Securities and Exchange Commission, and subsequent quarterly reports on Form 10-Q. The forward-looking statements included in this Form 8-K are made only as of the date of this Form 8-K, and the Company undertakes no obligation to update these statements to reflect subsequent events or circumstances, other than as may be required by law.

3

EXHIBIT LIST

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press release, dated October 25, 2017, regarding the Company’s preliminary, unaudited third quarter 2017 financial results.</u>
99.2	<u>Supplemental presentation materials, dated October 25, 2017, regarding the Company’s preliminary, unaudited financial review and analysis for third quarter 2017.</u>

4

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 hereunto duly authorized.

AVERY DENNISON CORPORATION

Date: October 25, 2017

By: /s/ Gregory S. Lovins
Name: Gregory S. Lovins
Title: Senior Vice President and Chief Financial Officer

5



For Immediate Release

AVERY DENNISON ANNOUNCES THIRD QUARTER 2017 RESULTS

- ∅ 3Q17 Reported EPS of \$1.20
 - ∅ Adjusted EPS (non-GAAP) of \$1.26
- ∅ 3Q17 Net sales increased 11.3% to \$1.68 billion
 - ∅ Sales growth ex. currency (non-GAAP) of 10.0%
 - ∅ Organic sales growth (non-GAAP) of 5.3%
- ∅ Raised FY17 guidance midpoint for Reported and Adjusted EPS by \$0.10

GLENDALE, Calif., October 25, 2017 – Avery Dennison Corporation (NYSE:AVY) today announced preliminary, unaudited results for its third quarter ended September 30, 2017. All non-GAAP financial measures referenced in this document are reconciled to GAAP in the attached tables. Unless otherwise indicated, comparisons are to the same period in the prior year.

“We delivered a strong quarter, with earnings above our expectations,” said Mitch Butier, Avery Dennison President and CEO. “LGM’s organic growth rate rebounded, as expected, and margin remained strong; RBIS delivered another great quarter, with continued strong sales growth and margin expansion; and IHM delivered solid organic sales growth while integrating two recently completed acquisitions.”

“We raised our guidance for full-year earnings per share, reflecting our better than expected operating results,” said Butier. “The effective execution of our strategies continues to enhance our competitive advantage, driving profitable growth and higher returns.”

For more details on the company’s results, see the summary table accompanying this news release, as well as the supplemental presentation materials, “Third Quarter 2017 Financial Review and Analysis,” posted on the company’s website at www.investors.averydennison.com, and furnished to the SEC on Form 8-K.

Third Quarter 2017 Results by Segment

Sales change ex. currency refers to the increase or decrease in sales excluding the estimated impact of currency translation. The estimated impact of currency translation is calculated on a constant currency basis, with prior period results translated at current period average exchange rates to exclude the effect of currency fluctuations. Organic sales change refers to the increase or decrease in sales excluding the estimated impact of currency translation, product line exits, and acquisitions and divestitures. Adjusted operating margin refers to income before interest expense and taxes, excluding restructuring charges and other items, as a percentage of sales.

Label and Graphic Materials

- Reported sales increased 8.7 percent. Sales excluding currency increased 6.9 percent; on an organic basis, sales grew an estimated 5.1 percent. Sales increased mid-single digits on an organic basis in Label and Packaging Materials, as well as the combined Graphics and Reflective Solutions businesses.
- Reported operating margin improved 30 basis points to 12.8 percent as the benefits of higher volume and productivity, were partially offset by higher employee-related costs and the net impact of pricing and raw material costs. Adjusted operating margin improved 40 basis points to 13.1 percent.

Retail Branding and Information Solutions

- Reported sales increased 6.3 percent; on an organic basis, sales grew an estimated 6.5 percent driven by strength in both RFID and the base business.
- Reported operating margin improved 20 basis points to 6.8 percent as the benefits of increased volume, productivity, and reduced amortization expense, were partially offset by higher employee-related costs and

restructuring charges. Adjusted operating margin improved 170 basis points to 8.7 percent.

Industrial and Healthcare Materials

- Reported sales increased 51.8 percent. Sales excluding currency increased 50.3 percent; on an organic basis, sales grew an estimated 3.5 percent. Sales increased mid-single digits on an organic basis in both industrial and healthcare categories.
- Reported operating margin declined 290 basis points to 8.2 percent driven primarily by the impact of recent acquisitions. Adjusted operating margin declined 320 basis points to 8.3 percent.

Other

Share Repurchases / Equity Dilution from Long-Term Incentives

The company repurchased 0.4 million shares in the third quarter at an aggregate cost of \$35 million. Net of dilution, the company's share count decreased 0.1 million in the quarter.

Income Taxes

The third quarter effective tax rate was 26.2 percent, down from 30.4 percent in the prior year. The adjusted tax rate for the quarter was 28 percent, consistent with the company's expectation for the full year tax rate.

Cost Reduction Actions

In the third quarter, the company realized approximately \$14 million in pre-tax savings from restructuring, net of transition costs, and incurred pre-tax restructuring charges of approximately \$10 million, nearly all of which represented cash charges.

Outlook

In its supplemental presentation materials, "Third Quarter 2017 Financial Review and Analysis," the company provides a list of factors that it believes will contribute to its 2017 financial results. Based on the factors listed and other assumptions, the company now expects 2017 reported earnings per share of \$4.60 to \$4.65. Excluding an estimated \$0.30 per share for restructuring charges and other items, the company now expects adjusted earnings per share (non-GAAP) of \$4.90 to \$4.95.

Note: Throughout this release and the supplemental presentation materials, amounts on a per share basis reflect fully diluted shares outstanding.

About Avery Dennison

Avery Dennison (NYSE: AVY) is a global leader in pressure-sensitive label and functional materials and labeling solutions for apparel. The company's applications and technologies are an integral part of products used in every major industry. With operations in more than 50 countries and more than 25,000 employees worldwide, Avery Dennison serves customers in the consumer packaging, graphical display, logistics, apparel, industrial and healthcare industries. Headquartered in Glendale, California, the company reported sales of \$6.1 billion in 2016. Learn more at www.averydennison.com.

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"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995

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equipment; disruptions in information technology systems, including cyber-attacks or other intrusions to network security; successful installation of new or upgraded information technology systems; data security breaches; volatility of financial markets; impairment of capitalized assets, including goodwill and other intangibles; credit risks; our ability to obtain adequate financing arrangements and maintain access to capital; fluctuations in interest and tax rates; changes in tax laws and regulations, and uncertainties associated with interpretations of such laws and regulations; outcome of tax audits; fluctuations in pension, insurance, and employee benefit costs; the impact of legal and regulatory proceedings, including with respect to environmental, health and safety; protection and infringement of intellectual property; the impact of epidemiological events on the economy and our customers and suppliers; acts of war, terrorism, and natural disasters; and other factors.

We believe that the most significant risk factors that could affect our financial performance in the near-term include: (1) the impacts of global economic conditions and political uncertainty on underlying demand for our products and foreign currency fluctuations; (2) competitors' actions, including pricing, expansion in key markets, and product offerings; (3) the degree to which higher costs can be offset with productivity measures and/or passed on to customers through selling price increases, without a significant loss of volume; and (4) the execution and integration of acquisitions.

For a more detailed discussion of these and other factors, see "Risk Factors" and "Management's Discussion and Analysis of Results of Operations and Financial Condition" in our 2016 Form 10-K, filed on February 23, 2017 with the Securities and Exchange Commission, and subsequent quarterly reports on Form 10-Q. The forward-looking statements included in this document are made only as of the date of this document, and we undertake no obligation to update these statements to reflect subsequent events or circumstances, other than as may be required by law.

For more information and to listen to a live broadcast or an audio replay of the quarterly conference call with analysts, visit the Avery Dennison website at www.investors.averydennison.com

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Third Quarter Financial Summary - Preliminary, unaudited (In millions, except % and per share amounts)

	3Q 2017	3Q 2016	Reported	% Change vs. P/Y Ex.						
				Currency (a)	Organic (b)	As Reported (GAAP)		Adjusted Non-GAAP (c)		
						3Q 2017	3Q 2016	% Change	% of Sales 2017	% of Sales 2016
Net sales, by segment:										
Label and Graphic Materials	\$1,137.3	\$1,046.3	8.7%	6.9%	5.1%					
Retail Branding and Information Solutions	373.8	351.5	6.3%	6.5%	6.5%					
Industrial and Healthcare Materials	168.4	110.9	51.8%	50.3%	3.5%					
Total net sales	\$1,679.5	\$1,508.7	11.3%	10.0%	5.3%					
Operating income (loss) / operating margins before interest and taxes, by segment:										
Label and Graphic Materials	\$145.5	\$130.7		12.8%	12.5%	\$148.7	\$133.4		13.1%	12.7%
Retail Branding and Information Solutions	25.3	23.2		6.8%	6.6%	32.7	24.7		8.7%	7.0%
Industrial and Healthcare Materials	13.8	12.3		8.2%	11.1%	14.0	12.7		8.3%	11.5%
Corporate expense	(21.0)	(23.5)				(21.0)	(23.5)			
Total operating income before interest and taxes / operating margins	\$163.6	\$142.7	15%	9.7%	9.5%	\$174.4	\$147.3	18%	10.4%	9.8%
Interest expense	\$16.8	\$14.7				\$16.8	\$14.7			
Income before taxes	\$146.8	\$128.0	15%	8.7%	8.5%	\$157.6	\$132.6	19%	9.4%	8.8%
Provision for income taxes (d)	\$38.5	\$38.9				\$44.1	\$41.0			
Net income	\$108.3	\$89.1	22%	6.4%	5.9%	\$113.5	\$91.6	24%	6.8%	6.1%
Net income per common share, assuming dilution	\$1.20	\$0.98	22%			\$1.26	\$1.01	25%		
3Q Free Cash Flow (d)(e)						2017 \$163.0	2016 \$95.9			
YTD Free Cash Flow (d)(e)						\$256.0	\$247.7			

See accompanying schedules A-4 to A-8 for reconciliations from GAAP to non-GAAP financial measures.

- Percentage change in sales excluding the estimated impact of currency translation.
- Percentage change in sales excluding the estimated impact of currency translation, product line exits, acquisitions and divestitures, and, where applicable, the extra week in our fiscal year.
- Excludes restructuring charges and other items.
- In the first quarter of 2017, we adopted Accounting Standards Update (ASU) 2016-09, *Improvements to Employee Share-Based Payment Accounting*. This ASU requires that all tax effects related to share-based payments at settlement or expiration be recognized through the provision for income taxes, a change from the previous

requirement that certain tax effects be recognized in shareholders' equity. As required by this ASU, this change has been applied prospectively after the date of adoption.

This ASU also requires that all tax-related cash flows resulting from share-based payments be reported as operating activities on the statements of cash flows, a change from the previous requirement that windfall tax benefits be presented as an inflow from financing activities and an outflow from operating activities. As permitted by this ASU, prior periods have not been retrospectively adjusted for this change.

- (e) Free cash flow refers to cash flow from operations, less payments for property, plant and equipment, software and other deferred charges, plus proceeds from sales of property, plant and equipment, plus (minus) net proceeds from sales (purchases) of investments.

A-1

AVERY DENNISON CORPORATION
PRELIMINARY CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share amounts)

(UNAUDITED)

	Three Months Ended		Nine Months Ended	
	Sep. 30, 2017	Oct. 1, 2016	Sep. 30, 2017	Oct. 1, 2016
Net sales	\$ 1,679.5	\$ 1,508.7	\$ 4,878.5	\$ 4,535.7
Cost of products sold	1,227.9	1,091.1	3,531.9	3,261.4
Gross profit	451.6	417.6	1,346.6	1,274.3
Marketing, general and administrative expense	277.2	270.3	837.2	817.7
Interest expense	16.8	14.7	49.7	45.4
Other expense, net ⁽¹⁾	10.8	4.6	27.5	60.4
Income before taxes	146.8	128.0	432.2	350.8
Provision for income taxes ⁽²⁾	38.5	38.9	90.8	92.1
Net income	\$ 108.3	\$ 89.1	\$ 341.4	\$ 258.7
Per share amounts:				
Net income per common share, assuming dilution	\$ 1.20	\$ 0.98	\$ 3.79	\$ 2.85
Weighted average number of common shares outstanding, assuming dilution	89.9	90.6	90.1	90.9

⁽¹⁾ "Other expense, net" for the third quarter of 2017 includes severance and related costs of \$8.7, asset impairment and lease cancellation charges of \$1.8, and transaction costs of \$3.

"Other expense, net" for the third quarter of 2016 includes severance and related costs of \$1.9, asset impairment and lease cancellation charges of \$.7, and transaction costs of \$2.

"Other expense, net" for 2017 YTD includes severance and related costs of \$21.7, asset impairment and lease cancellation charges of \$2.1, and transaction costs of \$3.7.

"Other expense, net" for 2016 YTD includes severance and related costs of \$10.7, asset impairment and lease cancellation charges of \$3.9, loss from settlement of pension obligations of \$41.4, transaction costs of \$4.1, and loss on sale of asset of \$3.

⁽²⁾ In the first quarter of 2017, we adopted Accounting Standards Update (ASU) 2016-09, *Improvements to Employee Share-Based Payment Accounting*. This ASU requires that all tax effects related to share-based payments at settlement or expiration be recognized through the provision for income taxes, a change from the previous requirement that certain tax effects be recognized in shareholders' equity. As required by this ASU, this change has been applied prospectively after the date of adoption.

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A-2

AVERY DENNISON CORPORATION
PRELIMINARY CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions)

(UNAUDITED)

ASSETS	Sep. 30, 2017	Oct. 1, 2016
Current assets:		
Cash and cash equivalents	\$ 232.3	\$ 189.4
Trade accounts receivable, net	1,184.8	1,069.7
Inventories, net	620.0	565.3
Assets held for sale	6.8	5.9
Other current assets	239.4	183.3
Total current assets	2,283.3	2,013.6
Property, plant and equipment, net	1,047.0	905.4
Goodwill and other intangibles resulting from business acquisitions, net	1,147.2	892.5
Non-current deferred income taxes	350.4	390.7
Other assets	445.1	398.2
	\$ 5,273.0	\$ 4,600.4

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:		
Short-term borrowings and current portion of long-term debt and capital leases	\$ 383.0	\$ 587.6
Accounts payable	949.2	866.7
Other current liabilities	691.1	601.8
Total current liabilities	2,023.3	2,056.1
Long-term debt and capital leases	1,298.4	713.0
Other long-term liabilities	813.4	788.9
Shareholders' equity:		
Common stock	124.1	124.1
Capital in excess of par value	854.6	843.1
Retained earnings	2,693.3	2,444.1
Treasury stock at cost	(1,838.0)	(1,699.9)
Accumulated other comprehensive loss	(696.1)	(669.0)
Total shareholders' equity	1,137.9	1,042.4
	\$ 5,273.0	\$ 4,600.4

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A-3

AVERY DENNISON CORPORATION
PRELIMINARY CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	(UNAUDITED)	
	Nine Months Ended	
	Sep. 30, 2017	Oct. 1, 2016
Operating Activities:		
Net income	\$ 341.4	\$ 258.7
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	92.6	88.8
Amortization	42.2	46.7
Provision for doubtful accounts and sales returns	28.1	33.8
Net losses from asset impairments and sales/disposals of assets	2.4	3.8
Stock-based compensation	22.2	20.1
Loss from settlement of pension obligations	---	41.4
Other non-cash expense and loss	41.0	34.7
Changes in assets and liabilities and other adjustments	(177.3)	(162.3)
Net cash provided by operating activities	392.6	365.7
Investing Activities:		
Purchases of property, plant and equipment	(111.4)	(104.9)
Purchases of software and other deferred charges	(23.5)	(16.6)
Proceeds from sales of property, plant and equipment	3.0	4.3

Purchases of investments, net	(4.7)	(0.8)
Payments for acquisitions, net of cash acquired, and investments in businesses	(309.5)	(227.5)
Net cash used in investing activities	(446.1)	(345.5)
Financing Activities:		
Net (decrease) increase in borrowings (maturities of three months or less)	(220.1)	242.0
Additional long-term borrowings	526.6	---
Repayments of long-term debt	(2.5)	(1.9)
Dividends paid	(115.8)	(106.2)
Share repurchases	(104.8)	(181.5)
Proceeds from exercises of stock options, net	17.7	63.4
Tax withholding for and excess tax benefit from stock-based compensation, net	(20.3)	(4.4)
Net cash provided by financing activities	80.8	11.4
Effect of foreign currency translation on cash balances	9.9	(1.0)
Increase in cash and cash equivalents	37.2	30.6
Cash and cash equivalents, beginning of year	195.1	158.8
Cash and cash equivalents, end of period	\$ 232.3	\$ 189.4

In the first quarter of 2017, we adopted the provisions of Accounting Standards Update (ASU) 2016-09, *Improvements to Employee Share-Based Payment Accounting*. This ASU requires that all tax-related cash flows resulting from share-based payments be reported as operating activities on the statements of cash flows, a change from the previous requirement that windfall tax benefits be presented as an inflow from financing activities and an outflow from operating activities. As permitted by this ASU, prior periods have not been retrospectively adjusted.

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A-4

Reconciliation of Non-GAAP Financial Measures in Accordance with SEC Regulations G and S-K

We report our financial results in conformity with accounting principles generally accepted in the United States of America, or GAAP, and also communicate with investors using certain non-GAAP financial measures. These non-GAAP financial measures are not in accordance with, nor are they a substitute for or superior to, the comparable GAAP financial measures. These non-GAAP financial measures are intended to supplement presentation of our financial results that are prepared in accordance with GAAP. Based upon feedback from investors and financial analysts, we believe that the supplemental non-GAAP financial measures we provide are useful to their assessment of our performance and operating trends, as well as liquidity.

Our non-GAAP financial measures exclude the impact of certain events, activities, or strategic decisions. The accounting effects of these events, activities or decisions, which are included in the GAAP financial measures, may make it difficult to assess our underlying performance in a single period. By excluding the accounting effects, positive or negative, of certain items (e.g., restructuring charges, legal settlements, certain effects of strategic transactions and related costs, losses from debt extinguishments, losses from curtailment and settlement of pension obligations, gains or losses on sales of certain assets, and other items), we believe that we are providing meaningful supplemental information to facilitate an understanding of our core operating results and liquidity measures. These non-GAAP financial measures are used internally to evaluate trends in our underlying performance, as well as to facilitate comparison to the results of competitors for a single period. While some of the items we exclude from GAAP financial measures recur, they tend to be disparate in amount, frequency, or timing.

We use the following non-GAAP financial measures in the accompanying news release and presentation:

Sales change ex. currency refers to the increase or decrease in sales excluding the estimated impact of currency translation. The estimated impact of currency translation is calculated on a constant currency basis, with prior period results translated at current period average exchange rates to exclude the effect of currency fluctuations.

Organic sales change refers to the increase or decrease in sales excluding the estimated impact of currency translation, product line exits, acquisitions and divestitures, and, where applicable, the extra week in our fiscal year.

We believe that sales change ex. currency and organic sales change assist investors in evaluating the sales growth from the ongoing activities of our businesses and provide greater ability to evaluate our results from period to period.

Adjusted operating margin refers to income before interest expense and taxes, excluding restructuring charges and other items, as a percentage of sales.

Adjusted tax rate refers to our anticipated full-year GAAP tax rate using the most likely scenario in a range of estimated tax rates for the year. This range includes various items such as the impact of the discrete rates applicable to the adjustments we make in calculating our adjusted non-GAAP earnings, changes in uncertain tax positions and our repatriation assertions on unremitted earnings, and other items that may impact our full-year GAAP tax rate.

Adjusted net income refers to income before taxes, tax-effected at the adjusted tax rate, and adjusted for tax-effected restructuring charges and other items.

Adjusted net income per common share, assuming dilution (adjusted EPS) refers to adjusted net income divided by weighted average number of common shares outstanding, assuming dilution.

We believe that adjusted operating margin, adjusted net income, and adjusted EPS assist investors in understanding our core operating trends and comparing our results with those of our competitors.

Free cash flow refers to cash flow from operations, less payments for property, plant and equipment, software and other deferred charges, plus proceeds from sales of property, plant and equipment, plus (minus) net proceeds from sales (purchases) of investments. We believe that free cash flow assists investors by showing the amount of cash we have available for debt reductions, dividends, share repurchases, and acquisitions.

The following reconciliations are provided in accordance with Regulations G and S-K and reconcile our non-GAAP financial measures with the most directly comparable GAAP financial measures.

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A-5

AVERY DENNISON CORPORATION
PRELIMINARY RECONCILIATION FROM GAAP TO NON-GAAP FINANCIAL MEASURES
(In millions, except % and per share amounts)

(UNAUDITED)

	Three Months Ended		Nine Months Ended	
	Sep. 30, 2017	Oct. 1, 2016	Sep. 30, 2017	Oct. 1, 2016
Reconciliation from GAAP to Non-GAAP				
Operating Margins:				
Net sales	\$ 1,679.5	\$ 1,508.7	\$ 4,878.5	\$ 4,535.7
Income before taxes	\$ 146.8	\$ 128.0	\$ 432.2	\$ 350.8
Income before taxes as a percentage of sales	8.7%	8.5%	8.9%	7.7%
Adjustment:				
Interest expense	\$ 16.8	\$ 14.7	\$ 49.7	\$ 45.4
Operating income before interest expense and taxes	\$ 163.6	\$ 142.7	\$ 481.9	\$ 396.2
Operating Margins	9.7%	9.5%	9.9%	8.7%
<hr/>				
Income before taxes	\$ 146.8	\$ 128.0	\$ 432.2	\$ 350.8
Adjustments:				
Restructuring charges:				
Severance and related costs	8.7	1.9	21.7	10.7
Asset impairment and lease cancellation charges	1.8	0.7	2.1	3.9
Transaction costs	0.3	2.0	3.7	4.1
Loss from settlement of pension obligations	---	---	---	41.4
Loss on sale of asset	---	---	---	0.3
Interest expense	16.8	14.7	49.7	45.4
Adjusted operating income before interest expense and taxes (non-GAAP)	\$ 174.4	\$ 147.3	\$ 509.4	\$ 456.6
Adjusted Operating Margins (non-GAAP)	10.4%	9.8%	10.4%	10.1%

Reconciliation from GAAP to Non-GAAP Net Income:

As reported net income	\$ 108.3	\$ 89.1	\$ 341.4	\$ 258.7
Adjustments:				
Restructuring charges	10.5	2.6	23.8	14.6
Transaction costs	0.3	2.0	3.7	4.1
Loss from settlement of pension obligations	---	---	---	41.4
Loss on sale of asset	---	---	---	0.3
Tax effect of pre-tax adjustments and impact of adjusted tax rate ⁽¹⁾	(5.6)	(2.1)	(37.9)	(43.6)

Adjusted Net Income (non-GAAP)	\$	113.5	\$	91.6	\$	331.0	\$	275.5
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A-5
(continued)

AVERY DENNISON CORPORATION
PRELIMINARY RECONCILIATION FROM GAAP TO NON-GAAP FINANCIAL MEASURES
(In millions, except % and per share amounts)

(UNAUDITED)

	Three Months Ended		Nine Months Ended	
	Sep. 30, 2017	Oct. 1, 2016	Sep. 30, 2017	Oct. 1, 2016
Reconciliation from GAAP to Non-GAAP Net Income per Common Share:				
As reported net income per common share, assuming dilution	\$ 1.20	\$ 0.98	\$ 3.79	\$ 2.85
Adjustments per common share, net of tax:				
Restructuring charges, loss from settlement of pension obligations, transaction costs, and loss on sale of asset ⁽¹⁾	0.06	0.03	(0.12)	0.18
Adjusted Net Income per Common Share, assuming dilution (non-GAAP)	\$ 1.26	\$ 1.01	\$ 3.67	\$ 3.03
Weighted average number of common shares outstanding, assuming dilution	89.9	90.6	90.1	90.9

⁽¹⁾ The adjusted tax rate was 28% for the three and nine months ended Sep. 30, 2017, and 31% and 33% for the three and nine months ended Oct. 1, 2016, respectively.

(UNAUDITED)

	Three Months Ended		Nine Months Ended	
	Sep. 30, 2017	Oct. 1, 2016	Sep. 30, 2017	Oct. 1, 2016
Reconciliation of Free Cash Flow:				
Net cash provided by operating activities	\$ 214.3	\$ 149.7	\$ 392.6	\$ 365.7
Purchases of property, plant and equipment	(44.9)	(43.6)	(111.4)	(104.9)
Purchases of software and other deferred charges	(8.6)	(10.5)	(23.5)	(16.6)
Proceeds from sales of property, plant and equipment	2.8	1.1	3.0	4.3
Purchases of investments, net	(0.6)	(0.8)	(4.7)	(0.8)
Free Cash Flow (non-GAAP)	\$ 163.0	\$ 95.9	\$ 256.0	\$ 247.7

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A-6

AVERY DENNISON CORPORATION
PRELIMINARY SUPPLEMENTARY INFORMATION
(In millions, except %)
(UNAUDITED)

	Third Quarter Ended					
	NET SALES		OPERATING INCOME		OPERATING MARGINS	
	2017	2016	2017 ⁽¹⁾	2016 ⁽²⁾	2017	2016
Label and Graphic Materials	\$ 1,137.3	\$ 1,046.3	\$ 145.5	\$ 130.7	12.8%	12.5%
Retail Branding and Information Solutions	373.8	351.5	25.3	23.2	6.8%	6.6%
Industrial and Healthcare Materials	168.4	110.9	13.8	12.3	8.2%	11.1%

Corporate Expense		N/A	N/A	(21.0)	(23.5)	N/A	N/A			
TOTAL FROM OPERATIONS	\$	1,679.5	\$	1,508.7	\$	163.6	\$	142.7	9.7%	9.5%

⁽¹⁾ Operating income for the third quarter of 2017 includes severance and related costs of \$8.7, asset impairment and lease cancellation charges of \$1.8, and transaction costs of \$3. Of the total \$10.8, the Label and Graphic Materials segment recorded \$3.2, the Retail Branding and Information Solutions segment recorded \$7.4, and the Industrial and Healthcare Materials segment recorded \$2.

⁽²⁾ Operating income for the third quarter of 2016 includes severance and related costs of \$1.9, asset impairment and lease cancellation charges of \$7, and transaction costs of \$2. Of the total \$4.6, the Label and Graphic Materials segment recorded \$2.7, the Retail Branding and Information Solutions segment recorded \$1.5, and the Industrial and Healthcare Materials segment recorded \$4.

RECONCILIATION FROM GAAP TO NON-GAAP SUPPLEMENTARY INFORMATION

	Third Quarter Ended					
	OPERATING INCOME		OPERATING MARGINS			
	2017	2016	2017	2016		
Label and Graphic Materials						
Operating income and margins, as reported	\$	145.5	\$	130.7	12.8%	12.5%
Adjustments:						
Restructuring charges:						
Severance and related costs		2.9		0.6	0.3%	---
Asset impairment and lease cancellation charges		0.2		0.1	---	---
Transaction costs		0.1		2.0	---	0.2%
Adjusted operating income and margins (non-GAAP)	\$	148.7	\$	133.4	13.1%	12.7%
Retail Branding and Information Solutions						
Operating income and margins, as reported	\$	25.3	\$	23.2	6.8%	6.6%
Adjustments:						
Restructuring charges:						
Severance and related costs		5.8		1.3	1.5%	0.4%
Asset impairment and lease cancellation charges		1.6		0.2	0.4%	---
Adjusted operating income and margins (non-GAAP)	\$	32.7	\$	24.7	8.7%	7.0%
Industrial and Healthcare Materials						
Operating income and margins, as reported	\$	13.8	\$	12.3	8.2%	11.1%
Adjustments:						
Restructuring charges:						
Asset impairment charges		---		0.4	---	0.4%
Transaction costs		0.2		---	0.1%	---
Adjusted operating income and margins (non-GAAP)	\$	14.0	\$	12.7	8.3%	11.5%

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A-7

AVERY DENNISON CORPORATION PRELIMINARY SUPPLEMENTARY INFORMATION (In millions, except %) (UNAUDITED)

	Nine Months Year-to-Date									
	NET SALES		OPERATING INCOME		OPERATING MARGINS					
	2017	2016	2017 ⁽¹⁾	2016 ⁽²⁾	2017	2016				
Label and Graphic Materials	\$	3,350.0	\$	3,123.5	\$	429.3	\$	395.6	12.8%	12.7%
Retail Branding and Information Solutions		1,115.7		1,069.5		80.1		67.8	7.2%	6.3%
Industrial and Healthcare Materials		412.8		342.7		37.6		44.8	9.1%	13.1%
Corporate Expense		N/A		N/A		(65.1)		(112.0)	N/A	N/A
TOTAL FROM OPERATIONS	\$	4,878.5	\$	4,535.7	\$	481.9	\$	396.2	9.9%	8.7%

⁽¹⁾ Operating income for 2017 includes severance and related costs of \$21.7, asset impairment and lease cancellation charges of \$2.1, and transaction costs of \$3.7. Of the total \$27.5, the Label and Graphic Materials segment recorded \$10.4, the Retail Branding and Information Solutions segment recorded \$14, and the Industrial and Healthcare Materials segment recorded \$3.1.

⁽²⁾ Operating income for 2016 includes severance and related costs of \$10.7, asset impairment and lease cancellation charges of \$3.9, loss from settlement of pension obligations of \$41.4, transaction costs of \$4.1, and loss on sale of asset of \$3. Of the total \$60.4, the Label and Graphic Materials segment recorded \$11, the Retail Branding and Information Solutions segment recorded \$7.1, the Industrial and Healthcare Materials segment recorded \$9, and Corporate recorded \$41.4.

RECONCILIATION FROM GAAP TO NON-GAAP SUPPLEMENTARY INFORMATION

	Nine Months Year-to-Date			
	OPERATING INCOME		OPERATING MARGINS	
	2017	2016	2017	2016
<u>Label and Graphic Materials</u>				
Operating income and margins, as reported	\$ 429.3	\$ 395.6	12.8%	12.7%
Adjustments:				
Restructuring charges:				
Severance and related costs	9.6	4.8	0.3%	0.1%
Asset impairment and lease cancellation charges	0.3	2.5	---	0.1%
Transaction costs	0.5	3.7	---	0.1%
Adjusted operating income and margins (non-GAAP)	\$ 439.7	\$ 406.6	13.1%	13.0%
<u>Retail Branding and Information Solutions</u>				
Operating income and margins, as reported	\$ 80.1	\$ 67.8	7.2%	6.3%
Adjustments:				
Restructuring charges:				
Severance and related costs	11.9	5.4	1.1%	0.5%
Asset impairment and lease cancellation charges	1.8	1.0	0.1%	0.1%
Transaction costs related to sale of product line	0.3	0.4	---	0.1%
Loss on sale of asset	---	0.3	---	---
Adjusted operating income and margins (non-GAAP)	\$ 94.1	\$ 74.9	8.4%	7.0%
<u>Industrial and Healthcare Materials</u>				
Operating income and margins, as reported	\$ 37.6	\$ 44.8	9.1%	13.1%
Adjustments:				
Restructuring charges:				
Severance and related costs	0.2	0.5	0.1%	0.1%
Asset impairment charges	---	0.4	---	0.1%
Transaction costs	2.9	---	0.7%	---
Adjusted operating income and margins (non-GAAP)	\$ 40.7	\$ 45.7	9.9%	13.3%

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A-8

**AVERY DENNISON CORPORATION
PRELIMINARY SUPPLEMENTARY INFORMATION
(UNAUDITED)**

Third Quarter 2017

	Total Company	Label and Graphic Materials	Retail Branding and Information Solutions	Industrial and Healthcare Materials
Reconciliation of GAAP to Non-GAAP sales change				
Reported sales change	11.3%	8.7%	6.3%	51.8%
Foreign currency translation	(1.3%)	(1.8%)	0.2%	(1.5%)
Sales change ex. currency (non-GAAP)	10.0%	6.9%	6.5%	50.3%
Acquisitions	(4.7%)	(1.8%)	---	(46.8%)
Organic sales change (non-GAAP)	5.3%	5.1%	6.5%	3.5%

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Third Quarter 2017

Financial Review and Analysis

(preliminary, unaudited)

Supplemental Presentation Materials

Unless otherwise indicated, comparisons are to the same period in the prior year.

October 25, 2017

Safe Harbor Statement

Certain statements contained in this document are "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements, and financial or other business targets, are subject to certain risks and uncertainties. Actual results and trends may differ materially from historical or anticipated results depending on a variety of factors, including but are not limited to, risks and uncertainties relating to the following: fluctuations in demand affecting sales to customers; worldwide and local economic conditions; changes in political conditions; changes in governmental laws and regulations; fluctuations in currency exchange rates and other risks associated with foreign operations, including in emerging markets; the financial condition and inventory strategies of customers; changes in customer preferences; fluctuations in cost and availability of raw materials; our ability to generate sustained productivity improvement; our ability to achieve and sustain targeted cost reductions; the impact of competitive products and pricing; loss of significant contracts or customers; collection of receivables from customers; selling prices; business mix shift; execution and integration of acquisitions and completion of potential dispositions; timely development and market acceptance of new products, including sustainable or sustainably-sourced products; investment in development activities and new production facilities; amounts of future dividends and share repurchases; customer and supplier concentrations; successful implementation of new manufacturing technologies and installation of manufacturing equipment; disruptions in information technology systems, including cyber-attacks or other intrusions to network security; successful installation of new or upgraded information technology systems; data security breaches; volatility of financial markets; impairment of capitalized assets, including goodwill and other intangibles; credit risks; our ability to obtain adequate financing arrangements and maintain access to capital; fluctuations in interest and tax rates; changes in tax laws and regulations, and uncertainties associated with interpretations of such laws and regulations; outcome of tax audits; fluctuations in pension, insurance, and employee benefit costs; the impact of legal and regulatory proceedings, including with respect to environmental, health and safety; protection and infringement of intellectual property; the impact of epidemiological events on the economy and our customers and suppliers; acts of war, terrorism, and natural disasters; and other factors.

We believe that the most significant risk factors that could affect our financial performance in the near-term include: (1) the impacts of global economic conditions and political uncertainty on underlying demand for our products and foreign currency fluctuations; (2) competitors' actions, including pricing, expansion in key markets, and product offerings; (3) the degree to which higher costs can be offset with productivity measures and/or passed on to customers through selling price increases, without a significant loss of volume; and (4) the execution and integration of acquisitions.

For a more detailed discussion of these and other factors, see "Risk Factors" and "Management's Discussion and Analysis of Results of Operations and Financial Condition" in our 2016 Form 10-K, filed on February 23, 2017 with the Securities and Exchange Commission, and subsequent quarterly reports on Form 10-Q. The forward-looking statements included in this document are made only as of the date of this document, and we undertake no obligation to update these statements to reflect subsequent events or circumstances, other than as may be required by law.

Use of Non-GAAP Financial Measures

This presentation contains certain non-GAAP financial measures as defined by SEC rules. We report our financial results in conformity with accounting principles generally accepted in the United States of America, or GAAP, and also communicate with investors using certain non-GAAP financial measures. These non-GAAP financial measures are not in accordance with, nor are they a substitute for or superior to, the comparable GAAP financial measures. These non-GAAP financial measures are intended to supplement presentation of our financial results that are prepared in accordance with GAAP. Based upon feedback from investors and financial analysts, we believe that the supplemental non-GAAP financial measures we provide are useful to their assessment of our performance and operating trends, as well as liquidity. In accordance with Regulations G and S-K, reconciliations of non-GAAP financial measures to the most directly comparable GAAP financial measures, including limitations associated with these non-GAAP financial measures, are provided in the financial schedules accompanying the earnings news release for the quarter (see Attachments A-4 through A-8 to news release dated October 25, 2017).

Our non-GAAP financial measures exclude the impact of certain events, activities, or strategic decisions. The accounting effects of these events, activities or decisions, which are included in the GAAP financial measures, may make it difficult to assess our underlying performance in a single period. By excluding the accounting effects, positive or negative, of certain items (e.g., restructuring charges, legal settlements, certain effects of strategic transactions and related costs, losses from debt extinguishments, losses from curtailment and settlement of pension obligations, gains or losses on sales of certain assets, and other items), we believe that we are providing meaningful supplemental information to facilitate an understanding of our core operating results and liquidity measures. These non-GAAP financial measures are used internally to evaluate trends in our underlying performance, as well as to facilitate comparison to the results of competitors for a single period. While some of the items we exclude from GAAP financial measures recur, they tend to be disparate in amount, frequency, or timing.

We use the following non-GAAP financial measures in this presentation:

- *Sales change ex. currency* refers to the increase or decrease in sales excluding the estimated impact of currency translation. The estimated impact of currency translation is calculated on a constant currency basis, with prior period results translated at current period average exchange rates to exclude the effect of currency fluctuations.
- *Organic sales change* refers to the increase or decrease in sales excluding the estimated impact of currency translation, product line exits, acquisitions and divestitures, and, where applicable, the extra week in our fiscal year.

We believe that sales change ex. currency and organic sales change assist investors in evaluating the sales growth from the ongoing activities of our businesses and provide greater ability to evaluate our results from period to period.

- *Adjusted operating margin* refers to income before interest expense and taxes, excluding restructuring charges and other items, as a percentage of sales.
- *Adjusted tax rate* refers to our anticipated full-year GAAP tax rate using the most likely scenario in a range of estimated tax rates for the year. This range includes various items such as the impact of the discrete rates applicable to the adjustments we make in calculating our adjusted non-GAAP earnings, changes in uncertain tax positions and our repatriation assertions on unremitted earnings, and other items that may impact our full-year GAAP tax rate.
- *Adjusted net income* refers to income before taxes, tax-effected at the adjusted tax rate, and adjusted for tax-effected restructuring charges and other items.
- *Adjusted net income per common share, assuming dilution (adjusted EPS)* refers to adjusted net income divided by weighted average number of common shares outstanding, assuming dilution.

We believe that adjusted operating margin, adjusted net income, and adjusted EPS assist investors in understanding our core operating trends and comparing our results with those of our competitors.

- *Free cash flow* refers to cash flow from operations, less payments for property, plant and equipment, software and other deferred charges, plus proceeds from sales of property, plant and equipment, plus (minus) net proceeds from sales (purchases) of investments. We believe that free cash flow assists investors by showing the amount of cash we have available for debt reductions, dividends, share repurchases, and acquisitions.

This document has been furnished (not filed) on Form 8-K with the SEC and may be found on our website at www.investors.averydennison.com.

Q3 Results Above Our Expectations

GAAP EPS of \$1.20; Adj. EPS of \$1.26, up 25% driven largely by strong top line growth and productivity

- Reported sales increased 11%; sales change ex. currency (non-GAAP) of 10%
 - Organic sales change (non-GAAP) of 5%
- Reported operating margin improved 20 bps as the benefits of higher volume and productivity, were partially offset by higher employee-related costs and restructuring charges
 - Adjusted operating margin (non-GAAP) improved 60 bps

LGM delivered another solid quarter; sales growth rebounded as expected and margin remained strong

RBIS strategy is working; continued strong sales growth and margin expansion

IHM delivered solid top line growth; Yongle Tape integration underway

Raised FY17 guidance midpoint for Reported and Adjusted EPS (non-GAAP) by \$0.10

Sales Trend Analysis

	<u>3Q16</u>	<u>4Q16</u>	<u>1Q17</u>	<u>2Q17</u>	<u>3Q17</u>
Reported Sales Change	2.8%	6.6%	5.8%	5.5%	11.3%
Organic Sales Change	2.7%	5.3%	3.9%	2.9%	5.3%
Acquisitions	1.8%	2.5%	3.0%	3.7%	4.7%
Sales Change Ex. Currency*	4.5%	7.8%	6.9%	6.7%	10.0%
Currency Translation	(1.7)%	(1.2)%	(1.1)%	(1.1)%	1.3%
Reported Sales Change*	2.8%	6.6%	5.8%	5.5%	11.3%

* Totals may not sum due to rounding.



Third Quarter Segment Sales and Margin Analysis

	<u>3Q17</u>		
	<u>Reported</u>	<u>Ex. Currency</u>	<u>Organic</u>
<u>Sales Change:</u>			
Label and Graphic Materials	8.7%	6.9%	5.1%
Retail Branding and Information Solutions	6.3%	6.5%	6.5%
Industrial and Healthcare Materials	51.8%	50.3%	3.5%
Total Company	11.3%	10.0%	5.3%

	<u>Reported</u>		<u>Adjusted (Non-GAAP)</u>	
	<u>3Q17</u>	<u>3Q16</u>	<u>3Q17</u>	<u>3Q16</u>
<u>Operating Margin:</u>				
Label and Graphic Materials	12.8%	12.5%	13.1%	12.7%
Retail Branding and Information Solutions	6.8%	6.6%	8.7%	7.0%
Industrial and Healthcare Materials	8.2%	11.1%	8.3%	11.5%
Total Company	9.7%	9.5%	10.4%	9.8%



Third Quarter Segment Overview

LABEL AND GRAPHIC MATERIALS (LGM)

- Reported sales of \$1.1 bil., up 9%
 - Sales change ex. currency up 7%; on organic basis, up 5%
 - Label and Packaging Materials sales up mid-single digits on organic basis
 - Combined Graphics and Reflective Solutions up mid-single digits on organic basis
- Reported operating margin increased 30 basis points to 12.8% as the benefits of higher volume and productivity, were partially offset by higher employee-related costs and the net impact of pricing and raw material costs
 - Adjusted operating margin increased 40 basis points to 13.1%

RETAIL BRANDING AND INFORMATION SOLUTIONS (RBIS)

- Reported sales of \$374 mil., up 6%
 - Sales up 7% on organic basis, driven by strength in both RFID and the base business
- Reported operating margin improved 20 basis points to 6.8% as the benefits of increased volume, productivity, and reduced amortization expense, were partially offset by higher employee-related costs and restructuring charges
 - Adjusted operating margin improved 170 basis points to 8.7%

Third Quarter Segment Overview (cont.)

INDUSTRIAL AND HEALTHCARE MATERIALS (IHM)

- Reported sales of \$168 mil., up 52%
 - Sales change ex. currency up 50%; on organic basis, up 3.5%
 - Industrial categories sales up mid-single digits on organic basis
 - Healthcare categories sales up mid-single digits on organic basis
- Reported operating margin declined 290 basis points to 8.2% driven primarily by the impact of recent acquisitions
 - Adjusted operating margin declined 320 basis points to 8.3%

2017 EPS Guidance

	<u>Previous</u>	<u>Updated</u>
Reported EPS	\$4.45 – \$4.60	\$4.60 – \$4.65
Add Back:		
Est. restructuring costs and other items	~\$0.30	~\$0.30
Adjusted EPS (non-GAAP)	\$4.75 – \$4.90	\$4.90 – \$4.95

Contributing Factors to 2017 Results

- Reported and ex. currency sales growth of ~8.0% (previously 7.0% to 8.0%)
 - Organic sales growth of ~4% (previously 3.5% to 4.5%)
- Currency translation impact to EBIT negligible, assuming recent rates (previously ~\$4 mil. headwind)
- Incremental savings of \$50 mil. to \$55 mil. from restructuring actions (previously \$45 mil. to \$50 mil.)
- Fixed and IT capital spend of ~\$215 mil.
- Free cash flow conversion of ~100% (of GAAP net income)
- Tax rate of ~28%
- Average shares outstanding (assuming dilution) of ~90 mil. (previously 89.5 mil. to 90 mil.)

