Marathon Patent Group, Inc.
Form 8-K
March 19, 2015

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

Date of Report (Date of earliest event reported): March 16, 2015

MARATHON PATENT GROUP, INC.
(Exact Name of Registrant as Specified in Charter)

Nevada (State or other jurisdiction of incorporation)	000-54652 (Commission File Number)	01-0949984 (IRS Employer Identification No.)
11100 Santa Monica Blvd., Ste. 380 Los Angeles, CA (Address of principal executive offices)		90025 (Zip Code)

Registrant’s telephone number, including area code: (703) 232-1701

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

Copies to:
Harvey J. Kesner, Esq.
61 Broadway, 32nd Floor
New York, New York 10006
Telephone: (212) 930-9700

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.

On March 16, 2015, Marathon Patent Group, Inc. (the “Company”) received notice (the “Notice”) from The NASDAQ Stock Market LLC (“Nasdaq”) that due to the resignation of Stuart Smith from the Company’s Board of Directors for personal reasons, effective March 3, 2015, the Company no longer complies with Nasdaq’s audit committee requirements as set forth in Listing Rule 5605 (the “Listing Rules”).

However, consistent with Listing Rule 5605(c)(4), Nasdaq will provide the Company a cure period in order to regain compliance as follows:

- until the earlier of the Company’s next annual shareholders’ meeting or March 3, 2016; or
- if the next annual shareholders’ meeting is held before August 31, 2015, then the Company must evidence compliance no later than August 31, 2015.

As described in Item 3.02 below, the Company has already appointed replacement for Mr. Smith that satisfies the independence requirements under the Listing Rules.

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

The information set forth in Item 5.02 is incorporated by reference into Item 3.02.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

Election of New Director

On March 18, 2015, the Board appointed Mr. Dirk Tyler to fill the vacancy on the Board. The Board has determined that Mr. Tyler qualifies as an independent director under the rules of the NASDAQ Stock Market LLC. Mr. Tyler will serve as a member of the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee.

There is no family relationship between Mr. Tyler and any of our other officers and directors. There are no understandings or arrangements between Mr. Tyler and any other person pursuant to which Mr. Tyler was appointed as director.

Dirk Tyler, Age 57, has a background in private equity, venture capital and mergers & acquisitions. He has been serving as a Managing Director of Vulano Group, a leading technology and intellectual property development company since 2007. Prior to Vulano Group, he founded M2P Capital, LLC, a Denver based private equity firm, where he has served as partner since 2002. Prior to forming M2P Capital, he was a partner in Taleria Ventures, a venture firm engaged in early stage investing and start-up management. In 1988, he founded BACE Industries; a company that executed buy and build strategies in the manufacturing, distribution, business services, and technology industries. In addition, he serves as a director and adviser to numerous private companies and is a director of The American Institute for Avalanche Research and Education, Colorado Outward Bound School and The American Mountain Guides Association. He graduated from the Colorado College in 1980 with a BA degree. The Board believes Mr. Tyler’s qualifications to sit on the Board include his significant experience with mergers and acquisitions, intellectual property (acquisition, licensing and litigation) and leadership of business organizations.

Grant of Stock Options

Pursuant to Mr. Tyler's appointment to the Company's Board of Directors, the Board approved the issuance of options to purchase 20,000 shares of the Company's common stock pursuant to the Company's 2014 Equity Incentive Plan (the "Options"), subject to shareholder approval. The exercise price of the Options equals the closing price of the Company's common stock on March 18, 2015, which was $6.61 per share. The Options have an expiration date of March 18, 2020 and will vest pro rata on a monthly basis over a twelve-month period commencing March 18, 2015, provided that Mr. Tyler remains a member of the Board on a continuous basis through each vesting date.

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: March 19, 2015

MARATHON PATENT GROUP, INC.

By: /s/ Francis Knuettel II
Name: Francis Knuettel II
Title: Chief Financial Officer

ding-right:2px;">
Organic
(9.5
)

(45.5
)%

(6.4
)

(17.7
)%
Impact of currency
(0.9
)

(4.3
)%

(1.6
)

(4.4
)%
Segment profit - current year
$
10.5

(49.8
)%

$
28.1

(22.1
)%

Feminine Care segment profit for the second quarter of fiscal 2016 was $10.5, a decrease of $10.4 or 49.8%, inclusive of the negative impact of currency movements. Excluding the impact of unfavorable currency movements, organic segment profit decreased $9.5 or 45.5% primarily due to lower net sales as well as unfavorable cost mix due to transactional currency impacts.
Feminine Care segment profit for the first six months of fiscal 2016 was $28.1, a decrease of $8.0 or 22.1%, inclusive of the negative impact of currency movements. Excluding the impact of unfavorable currency movements, organic segment profit decreased $6.4 or 17.7% as decreases in net sales and higher SG&A were partially offset by product cost improvements from restructuring savings and by lower A&P spending due to timing.

All Other
Net Sales - All Other
Quarter and Six Months Ended March 31, 2016

	Q2	%Chg	Six Months	%Chg
Net sales - prior year	$47.1		$ 92.7	
Organic	(1.6)	(3.4)%	(2.7)	(2.9)%
Impact of currency	(0.6)	(1.3)%	(1.6)	(1.7)%
Impact of Industrial	(11.2)	(23.8)%	(21.9)	(23.6)%
Net sales - current year	$33.7	(28.5)%	$ 66.5	(28.2)%

All Other net sales for the second quarter of fiscal 2016 decreased 28.5%, inclusive of a 1.3% decline due to the impact of unfavorable currency movements and a 23.8% decline due to the negative impact of Industrial. Excluding the negative impact of currency movements and Industrial, organic net sales decreased $1.6 or 3.4%, primarily due to lower volume on Playtex® infant cups and bottles as a result of ongoing competitive pressure, offset in part by increased sales of Diaper Genie®.
All Other net sales for the first six months of fiscal 2016 decreased 28.2%, inclusive of a 1.7% decline due to the impact of unfavorable currency movements and a 23.6% decline due to the negative impact of Industrial. Excluding the negative impact of currency movements and Industrial, organic net sales decreased $2.7 or 2.9%, primarily due to lower volume on Playtex® bottles and cups as a result of ongoing competitive pressure, offset in part by increased sales of Diaper Genie®.

Segment Profit - All Other
Quarter and Six Months Ended March 31, 2016

	Q2	%Chg	Six Months	%Chg
Segment profit - prior year	$7.1		$ 13.9	
Organic	1.7	23.9 %	3.6	25.9 %
Impact of currency	(0.4)	(5.6)%	(1.1)	(7.9)%
Impact of Industrial	(0.4)	(5.6)%	(1.2)	(8.6)%
Segment profit - current year	$8.0	12.7 %	$ 15.2	9.4 %

All Other segment profit for the second quarter of fiscal 2016 was $8.0, an increase of $0.9 or 12.7%, inclusive of the impact of currency movements and the negative impact of Industrial. Excluding the impact of currency movements and Industrial, segment profit increased $1.7, or 23.9%, as lower sales were more than offset by favorable product costs and lower spending.
All Other segment profit for the first six months of fiscal 2016 was $15.2, an increase of $1.3 or 9.4%, inclusive of the impact of currency movements and the negative impact of Industrial. Excluding the impact of currency movements and Industrial, segment profit increased $3.6, or 25.9%, as lower sales were more than offset by favorable product costs and lower spending.

General Corporate and Other Expenses (pre-tax)

	Quarter Ended March 31,		Six Months Ended March 31,	
	2016	2015	2016	2015
Corporate expenses	$20.3	$38.6	$38.0	$70.0
Venezuela deconsolidation charge	—	79.3	—	79.3
Spin costs (1)	1.7	32.2	9.2	56.0
Spin restructuring charges	—	22.8	—	24.0
2013 restructuring and related costs (2)	5.1	6.6	23.6	15.8
Industrial sale charges	0.2	—	0.2	—
General corporate and other expenses	$27.3	$179.5	$71.0	$245.1
% of net sales	4.5 %	27.6 %	6.4 %	20.6 %

(1) Includes pre-tax SG&A of $1.7 and $9.0 for the second quarter and first six months of fiscal 2016, respectively, and $31.5 and $55.3 for the second quarter and first six months of fiscal 2015, respectively. Also includes pre-tax Cost of products sold of $0.2 for the first six months of fiscal 2016 and $0.7 for the second quarter and first six months of fiscal 2015, respectively.

(2) Includes pre-tax Cost of products sold of $0.1 for the second quarter and first six months of fiscal 2016 associated with obsolescence charges related to the exit of certain non-core product lines as part of the restructuring. The non-core inventory obsolescence charges are considered part of the total project costs incurred for the restructuring project. There were no non-core inventory obsolescence charges during the second quarter and first six months of fiscal 2015.

General Corporate and Other Expenses (pre-tax)
For the second quarter of fiscal 2016, general corporate expenses were $20.3, a decrease of $18.3 as compared to the prior year, due primarily to the Separation. For the first six months of fiscal 2016, general corporate expenses were $38.0, a decrease of $32.0 as compared to the prior year, also due primarily to the Separation. We estimate that the second quarter and the first six months of fiscal 2015 included approximately $16.4 and $28.9, respectively, of general corporate expenses to support the Household Products business that were not eligible to be reported in discontinued operations. For fiscal 2015, we estimated this impact by allocating a portion of general corporate expense to the Household Products business based on net sales.

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Liquidity and Capital Resources

At March 31, 2016, substantially all of our cash balances were located outside the U.S. Given our extensive international operations, a significant portion of our cash is denominated in foreign currencies. We manage our worldwide cash requirements by reviewing available funds among the many subsidiaries through which we conduct business and the cost effectiveness with which those funds can be accessed. Our intention is to reinvest earnings of our foreign subsidiaries indefinitely as the repatriation of cash balances from certain of our subsidiaries could have adverse tax consequences or be subject to regulatory capital requirements; however, those balances are generally available without legal restrictions to fund ordinary business operations.

The counterparties to deposits consist of a number of major financial institutions. We consistently monitor positions with, and credit ratings of, counterparties both internally and by using outside ratings agencies.

Our total borrowings were $1,860.4 at March 31, 2016, including $744.3 tied to variable interest rates. Our total borrowings at September 30, 2015 were $1,721.5.

As of March 31, 2016, we had outstanding borrowings of $465.0 under our unsecured revolving credit facility in the U.S. (the "Revolving Facility") and $8.0 of outstanding letters of credit. Taking into account outstanding borrowings and outstanding letters of credit at March 31, 2016, $127.0 remains available under the Revolving Facility. As of March 31, 2016, we had outstanding borrowings of €245.4 (approximately $279.3) under our revolving credit facility in the Netherlands (the "Netherlands Credit Facility"). €24.6 (approximately $28.0) remains available under the Netherlands Credit Facility.

At September 30, 2015, we had outstanding borrowings of $335.0 under the Revolving Facility and €241.5 (approximately $269.9) under the Netherlands Credit Facility.

We had outstanding international borrowings, recorded in Notes payable, of $17.0 and $17.5 as of March 31, 2016 and September 30, 2015, respectively.

The minimum required contribution to our pension plans in fiscal 2016 is $9.2. During the first six months of fiscal 2016, we contributed $106.7 to our pension plans. We evaluated the discretionary funding of certain international defined benefit plans and contributed €92.8 (approximately $100.5) to one of our plans during the second quarter of fiscal 2016. We do not expect to make additional discretionary contributions during the remainder of fiscal 2016.

As of March 31, 2016, we were in compliance, in all material respects, with the provisions and covenants associated with our debt agreements.

Amended Credit Agreement

On April 26, 2016, we, along with our wholly-owned subsidiary, Edgewell Personal Care Brands, LLC, ("Brands"), and certain other of our subsidiaries entered into Amendment No. 2 to Credit Agreement (the "Amendment"), amending the Credit Agreement dated as of June 1, 2015, as amended (the "Credit Agreement"), by and among us, Brands, JPMorgan Chase Bank, N.A., as administrative agent, and the various lenders who are a party thereto.

The Amendment provides for an increase of $50.0 (from $600.0 to $650.0) in the revolving loans available to us and Brands pursuant to the Credit Agreement and the availability of a $185 term loan to Brands pursuant to the Credit Agreement. On April 26, 2016, Brands borrowed $185 in a term loan under the Credit Agreement. The term loan matures on the third anniversary of the date of the Amendment, and bears interest at an annual rate equal to LIBOR plus the applicable margin of 1.075% - 1.575% based on total leverage, or the Alternate Base Rate plus the applicable margin, which will be 1.0% lower than for LIBOR loans (as such terms are defined in the Credit Agreement). The proceeds of the term loan borrowing were used to repay existing indebtedness.

Cash Flows

The Company's cash flow statements in prior periods were not required to be adjusted for discontinued operations. Accordingly, the first six months of fiscal 2015 includes activity for the Household Products business. A summary of our cash flow from operating, investing and financing activities is provided in the following table:

	Six Months Ended March 31,	
	2016	2015
Net cash from (used by):		
Operating activities	$(72.6)	$79.8
Investing activities	(34.5)	(114.2)
Financing activities	49.8	95.3
Effect of exchange rate changes on cash	5.7	(75.6)
Net decrease in cash and cash equivalents	$(51.6)	$(14.7)

Operating Activities

Cash flow used by operating activities was $72.6 during the first six months of fiscal 2016 as compared to cash from operating activities of $79.8 during the same period in the prior year, primarily reflecting the discretionary funding of certain international defined benefit plans of €92.8 (approximately $100.5) during the second quarter of fiscal 2016. Offsetting this cash outflow was an improvement related to the impact of changes in net working capital, primarily driven by timing of receipts and payments. We expect to have positive operating cash flow for the full fiscal year.

Investing Activities

Cash flow used by investing activities was $34.5 during the first six months of fiscal 2016 as compared to $114.2 during the same period in the prior year. The decrease was primarily due to the deconsolidation of our Venezuelan subsidiaries and a prior year acquisition for our discontinued operations, partially offset by prior year proceeds from the sale of assets. Capital expenditures were $34.5 during the first six months of fiscal 2016 and $37.0 during the same period in the prior year. Excluding capital expenditures related to the Household Products business, capital expenditures during the first six months of fiscal 2015 were $19.0. The $15.5 increase in the current period primarily related to streamlining of certain operating facilities within the Feminine Care segment.

Financing Activities

Net cash from financing activities was $49.8 during the first six months of fiscal 2016 as compared to $95.3 during the same period in the prior year. This change was driven by repurchases of common shares during the first quarter of fiscal 2016 of $78.9 and a $15.2 net decrease in borrowings during the current year period, partially offset by prior year cash dividends of $62.1, as well as other activity related to employee share-based compensation.

Dividends

We did not declare or pay any cash dividends during the first six months of fiscal 2016, and we do not currently intend to pay dividends in the foreseeable future. Any future dividends are dependent on future earnings, capital requirements and our financial condition and will be declared at the sole discretion of the Board.

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Share Repurchases

In May 2015, the Board approved an authorization to repurchase up to 10.0 shares of our common stock. This authorization replaced a prior share repurchase authorization. During the first six months of fiscal 2016, we repurchased 1.0 shares of our common stock for $78.9, all of which were purchased under this authorization. We have 7.0 shares remaining under the Board authorization to repurchase our common shares in the future. Future share repurchases, if any, would be made in the open market, privately negotiated transactions or otherwise, in such amounts and at such times as we deem appropriate based upon prevailing market conditions, business needs and other factors.

During the first six months of fiscal 2016, 0.1 shares were purchased related to the surrender of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock equivalents.

Commitments and Contingencies

Contractual Obligations

During the first six months of fiscal 2016, our net borrowings on the Revolving Facility were $130.0. As of March 31, 2016, future repayments of debt are as follows: $279.3 in fiscal 2017, $465.0 in fiscal 2020, $600.0 in fiscal 2021 and $500.0 in fiscal 2022.

As noted above, on April 26, 2016, we amended the credit agreement governing our Revolving Facility to increase the borrowing capacity and allow for a $185 three-year term loan, which was borrowed on April 26, 2016. There have been no other material changes in our contractual obligations since the presentation in our Annual Report on Form 10-K, as filed with the SEC on November 30, 2015.

Environmental Matters

Our operations, like those of other companies, are subject to various federal, state, foreign and local laws and regulations intended to protect the public health and the environment. These regulations relate primarily to worker safety, air and water quality, underground fuel storage tanks and waste handling and disposal. It is difficult to quantify with certainty the cost of environmental matters, particularly remediation and future capital expenditures for environmental control equipment. Total environmental capital expenditures and operating expenses are not expected to have a material effect on our total capital and operating expenditures, consolidated earnings or competitive position. However, current environmental spending estimates could be modified as a result of changes in our plans or our understanding of underlying facts, changes in legal requirements, including any requirements related to global climate change, or other factors.

Legal and Other Contingencies

We, and our affiliates, are subject to a number of legal proceedings in various jurisdictions arising out of our operations during the ordinary course of business. Many of these legal matters are in preliminary stages and involve complex issues of law and fact, and may proceed for protracted periods of time. The amount of liability, if any, from these proceedings cannot be determined with certainty. We review our legal proceedings and claims, regulatory reviews and inspections and other legal proceedings on an ongoing basis and follow appropriate accounting guidance when making accrual and disclosure decisions. We establish accruals for those contingencies when the incurrence of a loss is probable and can be reasonably estimated, and disclose the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements to not be misleading. We do not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated. Based upon present information, we believe that our liability, if any, arising from such pending legal proceedings, asserted legal claims and known potential legal claims, which are likely to be asserted, is not reasonably likely to be material to our financial position, results of operations or cash flows, taking into account established accruals for estimated liabilities.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.
The market risk inherent in our financial instruments and positions represents the potential loss arising from adverse changes in currency rates, commodity prices and interests rates. At times, we enter into contractual arrangements (derivatives) to reduce these exposures. For further information on our foreign currency derivative instruments, see Note 12 of Notes to Condensed Consolidated Financial Statements. As of March 31, 2016, there were no open derivative or hedging instruments for future purchases of raw materials or commodities. Our exposure to interest rate risk relates primarily to our variable-rate debt instruments, which currently bear interest based on LIBOR plus margin. As of March 31, 2016, our outstanding debt included approximately $279.3 million variable-rate debt on our revolving credit facility in the Netherlands and $465.0 million on our revolving credit facility in the U.S. Assuming a one-percent increase in the applicable interest rates, annual interest expense would increase by approximately $7.4 million.
On April 26, 2016, we amended the credit agreement governing our revolving facility in the U.S. to increase the borrowing capacity and allow for a $185 million term loan, which was borrowed on April 26, 2016. The term loan bears interest at an annual rate equal to LIBOR plus margin, or an alternate base rate, as defined in the agreement. For more information on the amendment, see Note 16 of Notes to Condensed Consolidated Financial Statements.
There have been no material changes in our assessment of market risk sensitivity since our presentation of "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report on Form 10-K, as filed with the SEC on November 30, 2015.

Item 4. Controls and Procedures.
Evaluation of Disclosure Controls and Procedures
We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Securities Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the specified time periods, and that such information is accumulated and communicated to management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosure.
Our management, with the participation of our CEO and CFO, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2016. Based on that evaluation, our CEO and CFO concluded that, as of that date, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting
There were no changes in our internal control over financial reporting during the quarter ended March 31, 2016 that have materially affected, or are likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.
We, and our affiliates, are subject to a number of legal proceedings in various jurisdictions arising out of our operations during the ordinary course of business. Many of these legal matters are in preliminary stages and involve complex issues of law and fact, and may proceed for protracted periods of time. The amount of liability, if any, from these proceedings cannot be determined with certainty. We review our legal proceedings and claims, regulatory reviews and inspections and other legal proceedings on an ongoing basis and follow appropriate accounting guidance when making accrual and disclosure decisions. We establish accruals for those contingencies when the incurrence of a loss is probable and can be reasonably estimated, and disclose the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements to not be misleading. We do not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated. Based upon present information, we believe that our liability, if any, arising from such pending legal proceedings, asserted legal claims and known potential legal claims, which are likely to be asserted, is not reasonably likely to be material to our financial position, results of operations or cash flows, taking into account established accruals for estimated liabilities.

Item 1A. Risk Factors.
There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on November 30, 2015. Refer to Item 1A. Risk Factors in our Annual Report on Form 10-K for a detailed discussion of risk factors that could materially adversely affect our business, our operating results or our financial condition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.
The following table sets forth the purchases of the Company's securities by the Company and any affiliated purchasers within the meaning of Rule 10b-18(a)(3) (17 CFR 240.10b-18(a)(3)) during the second quarter of fiscal 2016.

Period	Total Number of Shares Purchased (1)(2)	Average Price Paid per share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Number that May Yet Be Purchased Under the Plans or Programs
January 1 to 31, 2016	31,598	$ 78.89	—	6,995,666
February 1 to 29, 2016	561	76.97	—	6,995,666
March 1 to 31, 2016	442	80.81	—	6,995,666

(1) 32,601 shares purchased during the quarter relate to the surrender to the Company of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock equivalents.

(2) In May 2015, the Company's Board of Directors approved an authorization to repurchase up to ten million shares of the Company's common stock. This authorization replaced a prior share repurchase authorization. During the second quarter of fiscal 2016, the Company did not repurchase any shares of its common stock under this resolution.

Item 3. Defaults Upon Senior Securities.
None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.
None.

Item 6. Exhibits.

Exhibit Number	Exhibit
10.1	Amendment No. 2 to Credit Agreement by and among Edgewell Personal Care Company, as borrower, Edgewell Personal Care Brands, LLC, as subsidiary borrower, certain other subsidiaries of Edgewell Personal Care Company, as subsidiary guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and the various lenders who are a party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 29, 2016).
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the 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 the 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 materials from the Edgewell Personal Care Company Quarterly Report on Form 10-Q formatted in eXtensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Earnings and Comprehensive Income (Loss) for the three and six months ended March 31, 2016 and 2015, (ii) the Condensed Consolidated Balance Sheets at March 31, 2016 and September 30, 2015, (iii) the Condensed Consolidated Statements of Cash Flows for the six months ended March 31, 2016 and 2015 and (iv) Notes to Condensed Consolidated Financial Statements. The financial information contained the XBRL-related documents is "unaudited" and "unreviewed."

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

EDGEWELL PERSONAL CARE COMPANY

Registrant

By: /s/ Sandra J. Sheldon
Sandra J. Sheldon
Chief Financial Officer
(on behalf of the Registrant and as principal financial officer)

Date: May 3, 2016

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