

ESTEE LAUDER COMPANIES INC  
Form SC 13G/A  
February 12, 2019

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 23)\***

**The Estée Lauder Companies Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**518439 10 4**

(CUSIP Number)

**December 31, 2018**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 518439 10 4

**SCHEDULE 13G**

- 1 Names of Reporting Persons:  
William P. Lauder
- 2 Check the Appropriate Box if a Member of a Group \* (See Instructions)  
(a)   
(b)
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
United States of America
- |   |   |   |
|---|---|---|
|   | 5 | Sole Voting Power<br>8,562,954<br>(see Item 4)      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6 | Shared Voting Power<br>0<br>(see Item 4)            |
|   | 7 | Sole Dispositive Power<br>8,562,954<br>(see Item 4) |
|   | 8 | Shared Dispositive Power<br>0<br>(see Item 4)       |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
8,562,954  
(see Item 4)
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 11 Percent of Class Represented by Amount in Row 9  
3.8%  
(see Item 4)
- 12 Type of Reporting Person (See Instructions)  
IN

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**Item 1(a).** Name of Issuer:  
The Estée Lauder Companies Inc. (the Issuer )

**Item 1(b).** Address of Issuer's Principal Executive Offices  
767 Fifth Avenue  
New York, NY 10153

**Item 2(a)** Name of Person Filing:  
William P. Lauder (the Reporting Person )

**Item 2(b)** Address of Principal Business Office or, if none, Residence:  
767 Fifth Avenue  
New York, NY 10153

**Item 2(c)** Citizenship:  
United States of America

**Item 2(d)** Title of Class of Securities:  
Class A Common Stock, par value \$0.01 per share

**Item 2(e)** CUSIP Number:  
518439-10-4

**Item 3.** Not applicable

**Item 4.**

**Ownership**

(a) As of December 31, 2018, the Reporting Person beneficially owned 8,562,954 shares of Class A Common Stock as follows: (i) 12,418 shares of Class A Common Stock and 8,515,960 shares of Class B Common Stock, par value \$.01 per share, of the Issuer (the Class B Common Stock), held directly by the Reporting Person; and (ii) 34,576 shares of Class A Common Stock issuable pursuant to options held by the Reporting Person that are exercisable on, or within 60 days following, December 31, 2018.

(b) The responses of the Reporting Person to Row (11) of the cover page of this Schedule 13G are incorporated herein by reference. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock and is automatically converted into one share of Class A Common Stock upon transfer to a person who is not a Permitted Transferee, as that term is defined in the Issuer's Restated Certificate of Incorporation. Assuming conversion of all such shares of Class B Common Stock beneficially owned by the Reporting Person, the Reporting Person would beneficially own 8,562,954 shares of Class A Common Stock, which would constitute 3.8% of the number of shares of Class A Common Stock outstanding.

Each share of Class A Common Stock entitles the holder to one vote on each matter submitted to a vote of the Issuer's stockholders and each share of Class B Common Stock entitles the holder to ten votes on each such matter, including the election of directors of the Issuer. Assuming no conversion of any of the outstanding shares of Class B Common Stock, the 46,994 shares of Class A Common Stock and the 8,515,960 shares of Class B Common Stock beneficially owned by the Reporting Person constitute 5.2% of the aggregate voting power of the Issuer.

(c) The responses of the Reporting Person to Rows (5) through (8) of the cover page of this Schedule 13G are incorporated herein by reference.

**Item 5.**

**Ownership of Five Percent or Less of a Class**

Not Applicable

**Item 6.**

**Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7.**

**Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not Applicable

**Item 8.**

**Identification and Classification of Members of the Group**

The Reporting Person is a party to a Stockholders' Agreement (the Stockholders' Agreement), dated November 22, 1995, as amended, among the parties listed on Exhibit A attached hereto. The stockholders who are parties to the Stockholders' Agreement have agreed to vote in favor of the election of Leonard A. Lauder (or one of his sons) and Ronald S. Lauder (or one of his daughters) and one designee of each as directors of the Issuer. The Stockholders' Agreement also contains certain limitations on the transfer of shares of Class A Common Stock. Each stockholder who is a party to the Stockholders' Agreement has agreed to grant to the other parties a right of first offer to purchase shares of Class A Common Stock of the stockholder in the event the stockholder intends to sell to a person (or group of persons) who is not a Lauder Family Member, as defined therein, except in certain circumstances, such as sales in a widely distributed underwritten public offering or sales made in compliance with Rule 144.

**Item 9.**

**Notice of Dissolution of Group**

Not Applicable

**Item 10.**      **Certifications**  
Not Applicable

**SIGNATURE**

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

Date: February 12, 2019

/s/ William P. Lauder  
Name: William P. Lauder

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
A	List of Parties to the Stockholders Agreement

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List of Parties to the Stockholders Agreement (as of December 31, 2018)

Leonard A. Lauder, (a) individually and (b) as Trustee of The Leonard A. Lauder 2013 Revocable Trust

Ronald S. Lauder, (a) individually and (b) as Trustee of The Descendants of Ronald S. Lauder 1966 Trust

William P. Lauder, (a) individually, (b) as Trustee of the 1992 GRAT Remainder Trust f/b/o William Lauder and (c) as Trustee of the 1992 GRAT Remainder Trust f/b/o Gary Lauder

Gary M. Lauder, (a) individually, (b) as Trustee of the 1992 GRAT Remainder Trust f/b/o William Lauder, (c) as Trustee of the 1992 GRAT Remainder Trust f/b/o Gary Lauder, (d) as custodian under the New York Uniform Transfers to Minors Act for the benefit of Danielle Lauder, and (e) as custodian under the New York Uniform Transfers to Minors Act for the benefit of Rachel Lauder

LAL Family Partners L.P.

Carol S. Boulanger, (a) as Trustee of the 1992 GRAT Remainder Trust f/b/o William Lauder and (b) as Trustee of the 1992 GRAT Remainder Trust f/b/o Gary Lauder

Richard D. Parsons, (a) as Trustee of the Aerin Lauder Zinterhofer 2000 Revocable Trust u/a/d April 24, 2000, Aerin Lauder Zinterhofer, as Grantor, and (b) as Trustee of the Jane A. Lauder 2003 Revocable Trust u/a/d November 6, 2003, Jane A. Lauder, as Grantor.

The Estée Lauder Companies Inc.

The Ronald S. Lauder Foundation

Aerin Lauder Zinterhofer, as (a) Trustee of the Aerin Lauder Zinterhofer 2008 Grantor Retained Annuity Trust and (b) as Trustee of the Trust Under Article 2 of The Zinterhofer 2008 Descendants Trust Agreement

Jane Lauder, as Trustee of the Trust Under Article 2 of The Zinterhofer 2008 Descendants Trust Agreement



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Joel S. Ehrenkranz, as Trustee of The Leonard A. Lauder 2013 Revocable Trust

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RDER="0" CELLPADDING="0" CELLSPACING="0" WIDTH="100%">(5)Information about Dimensional Fund Advisors LP is derived from its Amendment No. 2 to Schedule 13G/A filed with the SEC on February 9, 2009.

- (6) Information about Rainier Investment Management, Inc. is derived from its Schedule 13G filed with the SEC on February 13, 2009.
- (7) Mr. Hoffen is a Managing Director of Metalmark and exercises shared voting or investment power over 5,666,136 shares. The number and percentage of shares includes 17,500 shares subject to vested stock options, but excludes 4,602 unvested restricted stock units, beneficially owned by Metalmark. Messrs. Hoffen and Chung disclaim beneficial ownership of such shares as a result of their respective employment arrangements with Metalmark, except to the extent that their pecuniary interest therein is ultimately realized.
- (8) Excludes 2,301 unvested restricted stock units.
- (9) Mr. Craig holds shared voting or investment power over 242,666 shares. The number and percentage of shares beneficially owned by Mr. Craig include 907,328 vested stock options and 11,784 shares of restricted stock but exclude 118,204 unvested restricted stock units and 304,176 unvested stock options.
- (10) Mr. Katsaros holds sole voting and investment power over 5,349 shares. The number and percentage of shares beneficially owned by Mr. Katsaros include 2,500 vested stock options but exclude 2,301 unvested restricted stock units.
- (11) Mr. Kubis holds shared voting or investment power over 21,100 shares. The number and percentage of shares beneficially owned by Mr. Kubis include 139,257 vested stock options and 5,402 shares of restricted stock but exclude 31,724 unvested restricted stock units and 164,555 unvested stock options. The number and percentage of shares beneficially owned by Mr. Kubis include 2,000 shares owned by his adult children.
- (12) Mr. Lehman holds sole voting and investment power over 5,349 shares. The number and percentage of shares beneficially owned by Mr. Lehman include 5,000 vested stock options but exclude 2,301 unvested restricted stock units.
- (13) Mr. Marlo holds sole voting and investment power over 25,349 shares. The number and percentage of shares beneficially owned by Mr. Marlo include 5,000 vested stock options but exclude 2,301 unvested restricted stock units.
- (14) Mr. Phillion holds shared voting or investment power over 19,473 shares. The number and percentage of shares beneficially owned by Mr. Phillion include 293,163 vested stock options and 4,296 shares of restricted stock but exclude 31,724 unvested restricted stock units and 97,397 unvested stock options.
- (15) Mr. Shea holds shared voting or investment power over 90,561 shares. The number and percentage of shares beneficially owned by Mr. Shea include 46,361 vested stock options and 4,296 shares of restricted stock but exclude 31,724 unvested restricted stock units and 82,397 unvested stock options.

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- (16) Mr. Zuidema holds shared voting or investment power over 21,887 shares. The number and percentage of shares beneficially owned by Mr. Zuidema include 388,163 vested stock options and 4,296 shares of restricted stock but exclude 31,724 unvested restricted stock units and 124,555 unvested stock options.
- (17) Such persons hold shared or sole voting or investment power over 6,093,268 shares. The number and percentage of shares beneficially owned by such persons include 1,804,272 vested stock options and 30,074 shares of restricted stock but exclude 261,207 unvested restricted stock units and 773,080 unvested stock options.

## **OTHER INFORMATION**

### **Stockholder Proposals**

Any stockholder who desires to submit a proposal for inclusion in the proxy materials relating to our 2010 Annual Meeting of Stockholders in accordance with the rules of the Securities and Exchange Commission must submit such proposal in writing, addressed to EnerSys at 2366 Bernville Road, Reading, Pennsylvania 19605, Attn: Richard W. Zuidema, Secretary, no later than February 18, 2010.

In accordance with our bylaws, a stockholder who desires to propose a matter for consideration at an annual meeting of stockholders, even if the proposal is not submitted by the deadline for inclusion in our proxy materials, must comply with the procedures specified in our bylaws, including providing notice thereof in writing, delivered or mailed by first-class United States mail, postage prepaid, to the Secretary of EnerSys, not less than 90 days nor more than 120 days prior to the anniversary date of the previous year's annual meeting. For the 2010 Annual Meeting of Stockholders, this period will begin on March 25, 2010, and end on April 24, 2010.

### **Nominations for Election of Directors**

In accordance with the Bylaws of EnerSys, a stockholder who desires to nominate candidates for election to the Board must comply with the proceeding specified in the Bylaws, including providing proper notice of the nomination in writing, delivered or mailed by first-class United States mail, postage prepaid, to the Secretary of EnerSys not less than 90 days nor more than 120 days prior to the anniversary date of the previous year's annual meeting. For the 2010 Annual Meeting of Stockholders, this period will begin on March 25, 2010, and end on April 24, 2010.

### **Reduce Duplicate Mailings**

Only one Annual Report and Proxy Statement will be sent to those stockholders who share a single household and who have consented to receive a single copy of such documents. This practice, known as householding, is designed to reduce printing and postage costs. Stockholders who participate in householding will continue to receive separate proxy cards. Householding will continue until you are notified otherwise or until one or more stockholders at your address revokes consent. If you revoke consent, you will be removed from the householding program within 30 days of receipt of the revocation. However, if any stockholder residing at such an address desires to receive a separate Annual Report or Proxy Statement in the future, he or she may telephone our Investor Relations Department at (610) 236-4040 or write to Investor Relations at 2366 Bernville Road, Reading, Pennsylvania 19605 or by e-mail at [investorrelations@enersys.com](mailto:investorrelations@enersys.com). If you are receiving multiple copies of our Annual Report and Proxy Statement, please request householding by contacting Investor Relations in the same manner. If you are a stockholder of record, you can elect to access future Annual Reports and Proxy Statements electronically by marking the appropriate box on your proxy form or by following the instructions provided if you vote by Internet or by telephone. If you choose this option, your choice will remain in effect until you notify us by mail that you wish to resume mail delivery of these documents. If you hold your shares of our common stock through a bank, broker or another holder of record, refer to the information provided by that entity for instructions on how to elect this option.

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### **Other Matters**

If any other item or proposal properly comes before the Annual Meeting, including voting on a proposal omitted from this Proxy Statement pursuant to the rules of the SEC or incident to the conduct of the Annual Meeting, then the proxies will be voted in accordance with the discretion of the proxy holders, including to vote to adjourn the Annual Meeting for the purpose of soliciting proxies to vote in accordance with the Board's recommendation on any of the proposals to be considered.

### **Proxy Solicitation Costs**

The proxies being solicited hereby are being solicited by the Board of Directors of EnerSys. The cost of soliciting proxies in the enclosed form will be borne by EnerSys. Officers and regular employees of EnerSys may, but without compensation other than their regular compensation, solicit proxies by further mailing or personal conversations, or by telephone, telex, facsimile or electronic means. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation material to the beneficial owners of stock.

### **Incorporation by Reference**

In accordance with SEC rules, notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act of 1933, as amended, or the Exchange Act, that might incorporate this Proxy Statement or future filings made by us under those statutes, the information included under the caption "Compensation Committee Report" and those portions of the information included under the caption "Audit Committee Report" required by the SEC's rules to be included therein, shall not be deemed filed with the SEC and shall not be deemed incorporated by reference into any of those prior filings or into any future filings made by us under those statutes, except to the extent that we specifically incorporates these items by reference.

### **Annual Report for 2009**

EnerSys' Annual Report to the Stockholders for the year ended March 31, 2009, is enclosed herewith. EnerSys' Annual Report on Form 10-K for the fiscal year ended March 31, 2009, has been combined with the Annual Report to Stockholders, as permitted by SEC rules. The Annual Report is furnished to stockholders for their information. No part of the Annual Report is incorporated by reference herein.

UPON REQUEST OF ANY STOCKHOLDER, A COPY OF OUR ANNUAL REPORT ON FORM 10-K FOR ITS FISCAL YEAR ENDED MARCH 31, 2009, INCLUDING A LIST OF THE EXHIBITS THERETO, REQUIRED TO BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO RULE 13a-1 UNDER THE SECURITIES EXCHANGE ACT OF 1934, MAY BE OBTAINED, WITHOUT CHARGE, BY WRITING TO INVESTOR RELATIONS, ENERSYS, 2366 BERNVILLE ROAD, READING, PENNSYLVANIA 19605, OR BY CALLING ENERSYS INVESTOR RELATIONS DIRECTLY AT (610) 236-4040. EACH REQUEST MUST SET FORTH A GOOD FAITH REPRESENTATION THAT, AS OF THE RECORD DATE, THE PERSON MAKING THE REQUEST WAS A BENEFICIAL OWNER OF ENERSYS COMMON STOCK ENTITLED TO VOTE AT THE MEETING.

BY ORDER OF THE BOARD OF DIRECTORS  
**Richard W. Zuidema**  
Secretary

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**APPENDIX A**

**ENERSYS**

**INDEPENDENCE STANDARDS**

A director is independent if the Board has made an affirmative determination that such director has no material relationship with the Company that would impair his or her independent judgment (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). In the process of making such determinations, the Board will consider the nature, extent and materiality of the director's relationships with the Company and the Board will apply the following guidelines that are consistent with the independent requirements as defined under the NYSE Listing Standards. A director will be deemed not to be independent by the Board if the Board finds that:

- a. a director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer, of the Company;
- b. a director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- c. a director (i) is, or has an immediate family member who is, a current partner of a firm that is the Company's internal or external auditor; (ii) is a current employee of such a firm; (iii) has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (iv) was, or has an immediate family member who was, within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time;
- d. a director or a director's immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee;
- e. a director is a current employee, or a director's immediate family member is a current executive officer, of an entity (including a tax-exempt entity) that has made payments to, or received payments from, the Company for property or services (other than charitable contributions) in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or two percent of that entity's consolidated gross revenues; or
- f. a director, or a director's immediate family serves as an officer, director or trustee of a charitable organization, where the Company's discretionary contributions are in an amount that exceeds the greater of \$1 million or two percent of the charitable organization's consolidated gross revenues.

For purposes of this Appendix A, "immediate family member" includes a director's spouse, parents, children, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law and anyone (other than domestic employees) who shares such director's home; and "Company" includes any subsidiary in the consolidated group with the Company.

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**YOUR VOTE IS IMPORTANT**

Regardless of whether you plan to attend the Annual Meeting of Stockholders, you can be sure your shares are represented at the meeting by promptly voting via the telephone, Internet, or returning your proxy in the enclosed envelope. If you receive more than one proxy card, please vote with respect to each card you receive.

**Sign and date proxy card on the reverse side.**

ê **Please fold and detach card at perforation before mailing.** ê

ENERSYS

PROXY

**This proxy, when properly executed, will be voted in the manner directed herein. If no direction is made, this proxy will be voted FOR all director nominees listed in Proposal 1 and FOR Proposal 2.**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL DIRECTOR NOMINEES LISTED IN PROPOSAL 1 and FOR PROPOSAL 2.**

Proposal 1: ELECTION OF CLASS II DIRECTOR NOMINEES OF THE BOARD OF DIRECTORS TO SERVE UNTIL THE 2012 ANNUAL MEETING OF STOCKHOLDERS  
(1) Hwan-yoon F. Chung (2) Arthur T. Katsaros (3) Gen. Robert Magnus, USMC (Retired)  
q **FOR** all nominees listed above q **WITHHOLD** authority to vote for all nominees listed above

(except as marked to the contrary below)

**To withhold authority to vote for any individual nominee, write that nominee's name on the line below.**

Proposal 2: RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS ENERSYS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2010  
q **FOR** q **AGAINST** q **ABSTAIN**

In their discretion, the proxies are authorized to vote on any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof.

q Please mark here if you plan to attend the Annual Meeting.

q Mark this box if you have more than one account and want to discontinue receiving multiple copies of future annual reports and proxy statements.

**(Continued and to be signed on the reverse side)**

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c/o National City Bank

Shareholder Services Operations

**V O T E B Y T E L E P H O N E**

Locator 5352

P.O. Box 94509

Cleveland, OH 44101-4509

Have your proxy card available when you call **Toll-Free 1-888-693-8683** using a touch-tone phone and follow the simple instructions to record your vote.

**V O T E B Y I N T E R N E T**

Have your proxy card available when you access the website **www.cesvote.com** and follow the simple instructions to record your vote.

**V O T E B Y M A I L**

Please mark, sign and date your proxy card and return it in the **postage-paid envelope** provided or return it to: National City Bank, P.O. Box 535300, Pittsburgh, PA 15253-9837.

**Vote by Telephone**

Call Toll-Free using a touch-tone telephone:  
**1-888-693-8683**

**Vote by Internet**

Access the Website and cast your vote:  
**www.cesvote.com**

**Vote by Mail**

Return your proxy in the postage-paid envelope provided

**Vote 24 hours a day, 7 days a week**

**Your telephone or Internet vote must be received by 6:00 a.m. Eastern Daylight Time**

**on July 23, 2009, to be counted in the final tabulation.**

**If you vote by telephone or over the Internet, you do not need to mail your proxy card.**

è

Sign and date proxy card below.

ê Please fold and detach card at perforation before mailing. ê

**ENERSYS 2009 ANNUAL MEETING PROXY CARD**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF ENERSYS.**

The undersigned hereby appoints Richard W. Zuidema and Michael T. Phillion or any of them, with full powers of substitution, to act as proxy or proxies for the undersigned to vote as indicated on the reverse all shares of Common Stock of EnerSys (the Company) that the undersigned is entitled to vote at the 2009 Annual Meeting of Stockholders (the Annual Meeting) to be held on July 23, 2009, at the Company's corporate offices located at 2366 Bernville Road, Reading, Pennsylvania 19605, at 10:00 a.m. local time and at any and all adjournments or postponements thereof. **This proxy may be revoked any time before it is exercised.**

Mark box for address change and note at left.

Dated: \_\_\_\_\_, 2009

Signature

Signature if held jointly

Please sign exactly as your name appears on this card. When signing as attorney, executor, administrator, trustee or guardian, please give your full title as such. If shares are held jointly, each holder should sign.

**PLEASE PROMPTLY COMPLETE, DATE, SIGN AND MAIL THIS PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.**