LUXOTTICA GROUP SPA
Form 6-K
August 01, 2013

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended June 30, 2013
COMMISSION FILE NO. 1 - 10421

LUXOTTICA GROUP S.p.A.

VIA C. CANTÙ 2, MILAN, 20123 ITALY
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.   Form 20-F ý   Form 40-F o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes o   No ý

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-___________

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Corporate Management

Board of Directors

In office until the approval of the financial statements as of and for the year ending December 31, 2014.

Chairman	Leonardo Del Vecchio
Deputy Chairman	Luigi Francavilla
Chief Executive Officer	Andrea Guerra
Directors	Roger Abravanel*
	Mario Cattaneo*
	Enrico Cavatorta**
	Claudio Costamagna*
	Claudio Del Vecchio
	Sergio Erede
	Elisabetta Magistretti*
	Marco Mangiagalli*
	Anna Puccio*
	Marco Reboa* (Lead Independent Director)

* Independent director

** General Manager Central Corporate Functions

Human Resources Committee	Claudio Costamagna (Chairman)
	Roger Abravanel
	Anna Puccio
Internal Control Committee	Mario Cattaneo (Chairman)
	Elisabetta Magistretti
	Marco Mangiagalli
	Marco Reboa

Board of Statutory Auditors

In office until the approval of the financial statements as of and for the year ending December 31, 2014

Regular Auditors	Francesco Vella (Chairman)
	Alberto Giussani
	Barbara Tadolini
Alternate Auditors	Giorgio Silva
	Fabrizio Riccardo di Giusto
Officer Responsible for Preparing the Company's Financial Reports	Enrico Cavatorta

Auditing Firm

Until approval of the financial statements as of and for the year ending December 31, 2020.

PricewaterhouseCoopers SpA

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Luxottica Group S.p.A.

Headquarters and registered office Via C. Cantù 2, 20123 Milan, Italy

Capital Stock € 28,606,644.60

authorized and issued

ITEM 1. MANAGEMENT REPORT ON THE INTERIM
FINANCIAL RESULTS AS OF JUNE 30, 2013
(UNAUDITED)

The following should be read in connection with the disclosure contained in the consolidated financial statements as of December 31, 2012, which includes a discussion of risks and uncertainties that can influence the Group's operational results or financial position. During the first six months of 2013, there were no changes to the risks reported as of December 31, 2012.

1. OPERATING PERFORMANCE FOR THE THREE- AND SIX-MONTH PERIODS ENDED JUNE 30, 2013

The Group's solid growth continued throughout the first half of 2013 with a new record for net sales in second quarter of 2013 of Euro 2,017.6 million (+7.2 percent at current exchange rates and +9.4 percent at constant exchange rates[(1)]), an increase from the Euro 1,882.2 million in the same three-month period of 2012. Net sales in the first six months of 2013 were 3,881.7 million (+5.8 percent at current exchange rates and +7.6 percent at constant exchange rates[(1)]) an increase from the Euro 3,670.4 million in the same period of 2012.

Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA")[(2)] in the first six months of 2013 rose by 11.6 percent to Euro 819.1 million from Euro 733.9 in the same period of 2012. Additionally, adjusted EBITDA[(2)] increased by 9.6 percent to Euro 828.1 million from Euro 755.3 million in the first six months of 2012.

EBITDA[(2)] in the second quarter of 2013 rose by 9.9 percent to Euro 453.7 million from Euro 412.9 in the same period of 2012. Additionally, adjusted EBITDA[(2)] increased by 12.1 percent to Euro 462.7 million from Euro 412.9 million in the second quarter of 2012.

Operating income for the first six months of 2013 increased by 13.0 percent to Euro 636.5 million from Euro 563.2 million during the same period of the previous year. The Group's operating margin continued to grow rising from 15.3 percent in the first six months of 2012 to 16.4 percent in the current period. Additionally, adjusted operating income[(3)] in the first six months of 2013 increased by 10.4 percent to 645.5 million from Euro 584.7 million in the same period of 2012. Adjusted operating margin[(4)] in the first six months of 2013 increased to 16.6 percent from 15.9 percent in the same period of 2012.

Operating income for the second quarter of 2013 increased by 9.7 percent to Euro 361.7 million from Euro 329.7 million during the same period of the previous year. The Group's operating margin continued to grow rising from 17.5 percent in the second quarter of 2012 to 17.9 percent in the current period. Additionally, adjusted operating income[(3)] in the second quarter of 2013 increased by 12.4 percent to 370.7 million from Euro 329.7 million in the same period of 2012. Adjusted operating margin[(4)] increased to 18.4 percent, in the second quarter of 2013, from 17.5 percent in the same period of 2012.

In the first six-months of 2013 net income attributable to Luxottica Stockholders increased by 15.0 percent to Euro 371.2 million from Euro 322.7 million in the same period of 2012. Adjusted net

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(1) We calculate constant exchange rates by applying to the current period the average exchange rates between the Euro and the relevant currencies of the various markets in which we operated during the three-month and the six-month periods ended June 30, 2012. Please refer to Attachment 1 for further details on exchange rates.

(2) For a further discussion of EBITDA and adjusted EBITDA, see page 17 "Non-IFRS Measures."

(3) For a further discussion of adjusted operating income, see page 17 "Non-IFRS Measures."

(4) For a further discussion of adjusted operating margin, see page 17 "Non-IFRS Measures."

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income attributable[5] to Luxottica stockholders increased by 11.7 percent to Euro 377.1 million in the first six months of 2013 from Euro 337.7 million in the same period of 2012. Earnings per share ("EPS") was Euro 0.79 and EPS expressed in USD was 1.03 (at an average rate of Euro/USD of 1.3129).

Net income attributable to Luxottica stockholders for the second quarter of 2013 increased by 9.4 percent from Euro 193.7 million in the second quarter of 2012 to Euro 212.0 million in the second quarter of 2013. Adjusted net income[5] attributable to Luxottica stockholders for the second quarter of 2013 increased by 12.5 percent to Euro 217.9 million from Euro 193.7 million for the same period of 2012. Earnings per share ("EPS") was Euro 0.45 in the second quarter of 2013 and EPS expressed in USD was 0.59 (at an average rate of Euro/USD of 1.3058).

By carefully controlling working capital, the Group generated positive free cash flow[6] in both the first six months of the year (Euro 204 million) and the second quarter (Euro 200 million). After the payment of dividends of approximately Euro 274 million, net debt as of June 30, 2013 was Euro 1,886.2 million (Euro 1,662.4 million at the end of 2012), with the ratio of net debt to adjusted EBITDA[7] of 1.3x (1.2x as of December 31, 2012).

2. SIGNIFICANT EVENTS DURING THE SIX MONTHS ENDED JUNE 30, 2013

January

On January 23, 2013, the Company closed the acquisition of Alain Mikli International, a French luxury and contemporary eyewear company. Net sales generated by Alain Mikli International in 2012 were approximately Euro 55.5 million. The purchase price paid in the first quarter of 2013, including the assumption of approximately Euro 15 million of Alain Mikli's debt, totaled Euro 91 million, excluding advance payments made in 2012 and receivables from Alain Mikli.

March

On November 27, 2012, the Company entered into an agreement with Salmoiraghi & Viganò S.p.A. and Salmoiraghi & Viganò Holding S.r.l. pursuant to which Luxottica subscribed to shares as part of a capital injection, corresponding to a 36.33% equity stake in the Italian optical retailer. The transaction is valued at Euro 45 million and was completed on March 25, 2013. As a result of this transaction, the Group became a financial partner of Salmoiraghi & Viganò S.p.A.

In March 2013, Standard & Poor's confirmed its long-term credit rating of BBB+ and revised its outlook on the Group from stable to positive.

April

On April 25, 2013, we acquired the sun business of Grupo Devlyn S.A.P.I. de C.V. through one of our wholly-owned subsidiaries. See "Note 4 Business Combinations" in the accompanying Notes to the Condensed Consolidated Financial Statements for additional information on this transaction.

At the Stockholders' Meeting on April 29, 2013, Group's stockholders approved the Statutory Financial Statements as of December 31, 2012, as proposed by the Board of Directors and the distribution of a cash dividend of Euro 0.58 per ordinary share. The aggregate dividend amount of Euro 274.0 million was fully paid in May 2013.

3. FINANCIAL RESULTS

We are a global leader in the design, manufacture and distribution of fashion, luxury and sport eyewear, with net sales reaching Euro 7.1 billion in 2012, over 70,000 employees and a strong global presence. We operate in two industry segments: (i) manufacturing and wholesale distribution; and

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(5) For a further discussion of adjusted net income, see page 17 "Non-IFRS Measures."

(6) For a further discussion of free cash flow, see page 17 "Non-IFRS Measures."

(7)

For a further discussion of net debt and net debt to adjusted EBITDA, see page 17 "Non-IFRS Measures."

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(ii) retail distribution. See Note 5 to the Condensed Consolidated Financial Report as of June 30, 2013 (unaudited) for additional disclosures about our operating segments. Through our manufacturing and wholesale distribution segment, we are engaged in the design, manufacture, wholesale distribution and marketing of proprietary and designer lines of mid- to premium-priced prescription frames and sunglasses. We operate our retail distribution segment principally through our retail brands, which include, among others, LensCrafters, Sunglass Hut, OPSM, Laubman & Pank, Bright Eyes, Oakley "O" Stores and Vaults, David Clulow, GMO and our Licensed Brands (Sears Optical and Target Optical).

As a result of our numerous acquisitions and the subsequent expansion of our business activities in the United States through these acquisitions, our results of operations, which are reported in Euro, are susceptible to currency rate fluctuations between the Euro and the U.S. dollar. The Euro/U.S. dollar exchange rate has fluctuated to an average exchange rate of Euro 1.00 = U.S. $1.3129 in the first six months of 2013 from Euro 1.00 = U.S. $1.2965 in the same period of 2012. With the acquisition of OPSM, our results of operations have also been rendered susceptible to currency fluctuations between the Euro and the Australian dollar. Additionally, we incur part of our manufacturing costs in Chinese Yuan; therefore, the fluctuation of the Chinese Yuan relative to other currencies in which we receive revenues could impact the demand of our products or our consolidated profitability. Although we engage in certain foreign currency hedging activities to mitigate the impact of these fluctuations, they have impacted our reported revenues and expenses during the periods discussed herein. This discussion should be read in conjunction with the risk factor discussion in Section 8 of the Management Report included with the 2012 Consolidated Financial Statements.

RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED JUNE 30, 2013 AND 2012 (UNAUDITED)

	Six months ended June 30,			
(Amounts in thousands of Euro)	**2013**	**% of net sales**	**2012***	**% of net sales**
Net sales	**3,881,728**	**100.0%**	**3,670,358**	**100.0%**
Cost of sales	1,293,395	33.5%	1,229,042	33.5%
Gross profit	**2,588,333**	**66.7%**	**2,441,316**	**66.5%**
Selling	1,145,917	29.5%	1,134,419	30.9%
Royalties	76,333	2.0%	68,104	1.9%
Advertising	245,318	6.3%	225,407	6.1%
General and administrative	484,275	12.5%	450,140	12.3%
Total operating expenses	**1,951,842**	**50.3%**	**1,878,069**	**51.2%**
Income from operations	**636,491**	**16.4%**	**563,247**	**15.3%**
Other income/(expense)				
Interest income	5.037	0.1%	11,895	0.3%
Interest expense	(52.839)	(1.4)%	(72,988)	(2.0)%
Other net	(4,107)	(0.1)%	(489)	(0.0)%
Income before provision for income taxes	**584,582**	**15.1%**	**501,665**	**13.7%**
Provision for income taxes	(210,499)	(5.4)%	175,805	(4.8)%
Net income	**374,082**	**9.6%**	**325,860**	**8.9%**
Attributable to				
Luxottica Group stockholders	**371,197**	**9.6%**	**322,692**	**8.8%**
non-controlling interests	2,885	0.0%	3,168	0.1%
NET INCOME	**374,082**	**9.6%**	**325,860**	**8.9%**

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Starting from January 1, 2013 the Group adopted IAS 19 revised "Employee benefits", which requires retrospective application. Accordingly, the 2012 comparative information has been restated based on the new standard. As a result income from operations and net income attributable to Luxottica Stockholders decreased by Euro 5.9 million and Euro 3.6 million, respectively.

In the first six months of 2013, the Group incurred non-recurring expenses of Euro 9 million (Euro 5.9 million net of the tax effect) related to the reorganization of the newly acquired Alain Mikli business. In the same period of 2012, the Group recognized non-recurring expenses of Euro 21.4 million (Euro 15.0 million net of the tax effect) related to the restructuring of the Australian retail business.

Adjusted Measures[(8)]	**2013**	**% of net sales**	**2012**	**% of net sales**	**% change**
Adjusted income from Operations	645,491	16.6%	584,680	15.9%	10.4%
Adjusted EBITDA	828,059	21.3%	755,327	20.6%	9.6%
Adjusted Net Income attributable to Luxottica Group Stockholders	377,101	9.7%	337,695	9.2%	11.7%

Net Sales. Net sales increased by Euro 211.3 million, or 5.8 percent, to Euro 3,881.7 million in the first six months of 2013 from Euro 3,670.4 million in the same period of 2012. Euro 146.0 million of such increase was attributable to the increased sales in the manufacturing and wholesale distribution segment in the first six months of 2013 as compared to the same period in 2012 and to increased sales in the retail distribution segment of Euro 65.3 million for the same period.

Net sales for the retail distribution segment increased by Euro 65.3 million, or 3.0 percent, to Euro 2,220.7 million in the first six months of 2013 from Euro 2,155.4 million in the same period in 2012. The increase in net sales for the period was partially attributable to a 4.0 percent improvement in comparable store sales[(9)]. In particular, we saw a 3.1 percent increase in comparable store sales for the North American retail operations, and an increase for the Australian/New Zealand retail operations of 8.3 percent. The effects from currency fluctuations between the Euro (which is our reporting currency) and other currencies in which we conduct business, in particular the weakening of the U.S. dollar and Australian dollar compared to the Euro, decreased net sales in the retail distribution segment by Euro 35.7 million during the period.

Net sales to third parties in the manufacturing and wholesale distribution segment increased by Euro 146.0 million, or 9.6 percent, to Euro 1,661.0 million in the first six months of 2013 from Euro 1,515.0 million in the same period in 2012. This growth was mainly attributable to increased sales of most of our proprietary brands, in particular Ray-Ban and Oakley and of some licensed brands such as Miu Miu and Tiffany. Almost all of the primary geographic markets in which the Group operates recorded an increase in net sales. These positive effects were partially offset by negative currency fluctuations, in particular the weakening of the U.S. Dollar and other currencies including but not limited to the Australian Dollar, Japanese Yen and the Brazilian Real, despite the strengthening of the Chinese Renminbi and the Mexican Peso, the net effect of which was to decrease net sales to third parties in the manufacturing and wholesale distribution segment by Euro 30.8 million.

In the first six months of 2013, net sales in the retail distribution segment accounted for approximately 57.2 percent of total net sales, as compared to approximately 58.7 percent of total net sales for the same period in 2012.

In the first six months of 2013, net sales in our retail distribution segment in the United States and Canada comprised 78.4 percent of our total net sales in this segment as compared to 79.3 percent of our

(8) For a further discussion of Adjusted Measures, see page 17 "Non-IFRS Measures."

(9) Comparable store sales reflects the change in sales from one period to another that, for comparison purposes, includes in the calculation only stores open in the more recent period that also were open during the comparable prior period in the same geographic area, and applies to both periods the average exchange rate for the prior period.

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total net sales in the same period of 2012. In U.S. dollars, retail net sales in the United States and Canada increased by 3.2 percent to USD 2,286.8 million in the first six months of 2013 from USD 2,214.9 million for the same period in 2012. During the first six months of 2013, net sales in the retail distribution segment in the rest of the world (excluding the United States and Canada) comprised 21.6 percent of our total net sales in the retail distribution segment and increased by 7.1 percent to Euro 478.9 million in the first six months of 2013 from Euro 446.9 million, or 20.7 percent of our total net sales in the retail distribution segment for the same period in 2012. This increase was primarily due to sales from new stores which were acquired by the Company in the third quarter of 2012 and in the first quarter of 2013.

In the first six months of 2013, net sales to third parties in our manufacturing and wholesale distribution segment in Europe increased by Euro 44.2 million to Euro 735.7 million, comprising 44.3 percent of our total net sales in this segment, compared to Euro 691.5 million, or 45.6 percent of total net sales in the segment, for the same period in 2012. Net sales to third parties in our manufacturing and wholesale distribution segment in the United States and Canada were USD 555.7 million and comprised 25.5 percent of our total net sales in this segment for the first six months of 2013, compared to USD 511.0 million, or 26.0 percent of total net sales in the segment, for the same period of 2012. The increase in net sales in the United States and Canada was primarily due to a general increase in consumer demand. In the first six months of 2013, net sales to third parties in our manufacturing and wholesale distribution segment in the rest of the world were Euro 502.1 million, comprising 30.2 percent of our total net sales in this segment, compared to Euro 429.4 million, or 28.3 percent of our net sales in this segment, in the same period of 2012. The increase of Euro 72.7 million, or 16.9 percent, in the first six months of 2013 as compared to the same period of 2012, was due to an increase in consumer demand.

Cost of Sales. Cost of sales increased by Euro 64.4 million, or 5.2 percent, to Euro 1,293.4 million in the first six months of 2013 from Euro 1,229.0 million in the same period of 2012, including the non-recurring expense of Euro 1.3 million related to the reorganization of the retail business in Australia. As a percentage of net sales, cost of sales decreased to 33.3 percent in the first six months of 2013 as compared to 33.5 percent in the same period of 2012. In the first six months of 2013, the average number of frames produced daily in our facilities increased to approximately 305,100 as compared to approximately 283,400 in the same period of 2012, which was attributable to increased production in all manufacturing facilities in response to an overall increase in demand.

Gross Profit. Our gross profit increased by Euro 147.0 million, or 6.0 percent, to Euro 2,588.3 million in the first six months of 2013 from Euro 2,441.3 million for the same period of 2012. As a percentage of net sales, gross profit increased to 66.7 percent in the first six months of 2013 as compared to 66.5 percent for the same period of 2012, due to the factors noted above.

Operating Expenses. Total operating expenses increased by Euro 73.8 million, or 3.9 percent, to Euro 1,951.8 million in the first six months of 2013 from Euro 1,878.1 million in the same period of 2012. As a percentage of net sales, operating expenses decreased to 50.3 percent in the first six months of 2013, from 51.2 percent in the same period of 2012.

Adjusted operating expenses[10] in the first six months of 2013, excluding non-recurring expenses related to the reorganization of the newly acquired Alain Mikli business amounting to approximately Euro 9.0 million, were Euro 1,942.8 million. As a percentage of net sales, adjusted operating expenses[10] equaled 50.1 percent.

Adjusted operating expenses[10] in the first six months of 2012, excluding non-recurring expenses related to the reorganization of the retail business in Australia amounting to approximately Euro 20.1 million, were Euro 1,858.0 million. As a percentage of net sales, adjusted operating expenses equaled 50.6 percent.

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(10) For a further discussion of adjusted operating expenses, see page 17 "Non-IFRS Measures."

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Please find the reconciliation between adjusted operating expenses and operating expenses in the following table:

(Amounts in millions of Euro)	2013	2012
Operating expenses	**1,951.8**	**1,878.1**
> Adjustment for Alain Mikli reorganization	(9.0)	
> Adjustment for OPSM reorganization		(20.1)
Adjusted operating expenses	**1,942.8**	**1,858.0**

Selling and advertising expenses (including royalty expenses) increased by Euro 39.6 million, or 2.8 percent, to Euro 1,467.6 million in the first six months of 2013 from Euro 1,427.9 million in the same period of 2012. Selling expenses increased by Euro 11.5 million, or 1.0 percent. Advertising expenses increased by Euro 19.9 million, or 8.8 percent. Royalties increased by Euro 8.2 million, or 12.1 percent. As a percentage of net sales, selling and advertising expenses were 37.8 percent in the first six months of 2013 and 38.9 percent in the first six months of 2012.

Adjusted selling expenses(11) in the first six months of 2012, excluding non-recurring expenses related to the reorganization of the Retail business in Australia amounting to approximately Euro 17.1 million, totaled Euro 1,117.3 million, or 30.4%, as a percentage of net sales.

Please find the reconciliation between adjusted selling expenses and selling expenses in the following table:

(Amounts in millions of Euro)	2013	2012
Selling expenses	**1,145.9**	**1,134.4**
> Adjustment for OPSM reorganization		(17.1)
Adjusted selling expenses	**1,145.9**	**1,117.3**

General and administrative expenses, including intangible asset amortization increased by Euro 34.1 million, or 7.6 percent, to Euro 484.3 million in the first six months of 2013 as compared to Euro 450.1 million in the same period of 2012.

Adjusted general and administrative expenses(12), including intangible asset amortization and excluding in the first six months of 2013 non-recurring expenses related to the reorganization of the newly acquired Alain Mikli business amounting to Euro 9.0 million, totaled Euro 475.3 million. As a percentage of net sales, adjusted general and administrative expenses(12) were 12.2 percent in the first six months of 2013.

Adjusted general and administrative expenses(12), including intangible asset amortization and excluding in the first six months of 2012 non-recurring expenses related to the reorganization of the retail business in Australia amounting to approximately Euro 3.0 million, totaled Euro 447.2 million. As a percentage of net sales, adjusted general and administrative expenses(12) were 12.2 percent in the first six months of 2012.

(11) For a further discussion of adjusted selling expenses, see page 17 "Non-IFRS Measures."

(12) For a further discussion of adjusted general and administrative expenses, see page 17 "Non-IFRS Measures."

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Please find the reconciliation between adjusted general and administrative expenses[11] and general and administrative expenses in the following table:

(Amounts in millions of Euro)	**2013**	**2012**
General and administrative expense	**484.3**	**450.1**
> Adjustment for Alain Mikli reorganization		