

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Colgate-Palmolive Company

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-1815595

(IRS Employer Identification Number)

**300 Park Avenue,
New York, New York**
(Address of principal executive offices)

10022
(Zip code)

Colgate-Palmolive Company 2019 Incentive Compensation Plan
(Full title of the plan)

Jennifer M. Daniels
Chief Legal Officer and Secretary
Colgate-Palmolive Company
300 Park Avenue
New York, New York 10022
(Name and address of agent for service)

(212) 310-2000
(Telephone number, including area code, of agent for service)

Copies to:

C. Alex Bahn
Hogan Lovells US LLP
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5600

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered⁽¹⁾	Maximum Proposed Offering Price Per Share⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee⁽²⁾
Common Stock, \$1.00 par value per share	54,800,000	\$ 70.565	\$ 3,866,962,000	\$ 468,675.80
Total	54,800,000		\$ 3,866,962,000	\$ 468,675.80

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of the Common Stock that may become issuable under the plan referenced above by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Registrant’s Common Stock as reported on the New York Stock Exchange on May 7, 2019.

PART I

INCORPORATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As permitted by the rules of the Securities and Exchange Commission (the “Commission”), this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plan as required by Rule 428(b) (1) under the Securities Act of 1933, as amended (the “Securities Act”). Such documents are not being filed with the Commission as part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents or designated portions thereof are incorporated herein by reference in this Registration Statement:

- (a) The Company’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2018](#) (including the portions of the Company’s definitive proxy statement for the Company’s 2019 annual meeting of stockholders incorporated by reference therein);
- (b) The Company’s [Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019](#);
- (c) The Company’s Current Reports on Form 8-K filed on [February 11, 2019](#), [February 21, 2019](#), [February 26, 2019](#) and [March 20, 2019](#) (except that any portions thereof which are furnished and not filed shall not be deemed incorporated); and
- (d) The Company’s description of Common Stock contained in the Company’s Current Report on Form 8-K dated October 17, 1991, as modified by the Company’s Current Report on [Form 8-K dated March 10, 2005](#).

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

Reference is made to Section 145 of the General Corporation Law of the State of Delaware (the “DGCL”), which provides for indemnification of directors, officers and other employees in certain circumstances, and to

Section 102(b)(7) of the DGCL, which provides for the elimination or limitation of the personal liability for monetary damages of directors under certain circumstances. Article Tenth of the Restated Certificate of Incorporation of the Company, as amended, eliminates the personal liability for monetary damages of directors under certain circumstances and provides indemnification to directors, officers and other employees of the Company to the fullest extent permitted by the DGCL. The Company has also executed indemnification agreements with the directors, officers and certain other employees of the Company. Such indemnification agreements contain provisions that, among other things, purport to provide indemnification, where not limited by applicable law, for amounts paid by such individuals in settlement of shareholder derivative actions. Additionally, the Company maintains customary directors' and officers' liability insurance.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	Colgate-Palmolive Company 2019 Incentive Compensation Plan (incorporated by reference to the identical document filed as Annex C to the registrant's Schedule 14A, File No. 001-00644, as filed with the Securities and Exchange Commission on March 27, 2019)
5.1	Opinion of Hogan Lovells US LLP
23.1	Consent of Hogan Lovells US LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP
24.1	Powers of Attorney

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or

furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby further undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual reporting pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 10th day of May, 2019.

Colgate-Palmolive Company

By: /s/ Noel R. Wallace

Name: Noel R. Wallace

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 10th day of May, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ Noel R. Wallace</u> Noel R. Wallace	President and Chief Executive Officer and Director <i>(principal executive officer)</i>
<u>/s/ Henning I. Jakobsen</u> Henning I. Jakobsen	Chief Financial Officer <i>(principal financial officer)</i>
<u>/s/ Philip G. Shotts</u> Philip G. Shotts	Vice President and Controller <i>(principal accounting officer)</i>
<u>/s/ Ian Cook</u> Ian Cook	Executive Chairman of the Board

All Other Directors:

Charles A. Bancroft*

John P. Bilbrey*

John T. Cahill*

Lisa M. Edwards*

Helene D. Gayle*

C. Martin Harris*

Lorrie M. Norrington*

Michael B. Polk*

Stephen I. Sadove*

*By: /s/ Jennifer M. Daniels

Jennifer M. Daniels

Attorney-in-Fact

May 10, 2019



Hogan Lovells US LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20004
T +1 202 637 5600
F +1 202 637 5910
www.hoganlovells.com

May 10, 2019

Colgate-Palmolive Company
300 Park Avenue
New York, New York, 10022

Ladies and Gentlemen:

We are acting as counsel to Colgate-Palmolive Company, a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”) relating to the proposed offering of up to 54,800,000 shares of common stock, par value \$1.00 per share (the “**Common Stock**”) of the Company (the “**Shares**”), all of which shares are issuable pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (the “**Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the Plan

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rio de Janeiro Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington DC Associated offices: Budapest Jakarta Shanghai FTZ Ulaanbaatar Zagreb. Business Service Centers: Johannesburg Louisville. For more information see www.hoganlovells.com

and the applicable resolutions of the Board of Directors or a committee of the Board of Directors authorizing the issuance thereof, the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Act.

Very truly yours,

/s/ Hogan Lovells US LLP

Hogan Lovells US LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Colgate-Palmolive Company of our report dated February 21, 2019 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Colgate-Palmolive Company's Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP
New York, New York
May 10, 2019

Colgate-Palmolive Company

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

I, Charles A. Bancroft, a director of Colgate-Palmolive Company, a Delaware corporation with offices at 300 Park Avenue, New York, NY 10022 (the "Company"), hereby constitute and appoint Noel R. Wallace, Henning I. Jakobsen and Jennifer M. Daniels, jointly and severally, each in his or her own capacity, my true and lawful attorneys-in-fact, with full power of substitution, for me and in my name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Common Stock of the Company for issuance pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (including any amendments thereto), any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 10th day of May, 2019.

/s/ Charles A. Bancroft
Name: Charles A. Bancroft

Colgate-Palmolive Company

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

I, John P. Bilbrey, a director of Colgate-Palmolive Company, a Delaware corporation with offices at 300 Park Avenue, New York, NY 10022 (the "Company"), hereby constitute and appoint Noel R. Wallace, Henning I. Jakobsen and Jennifer M. Daniels, jointly and severally, each in his or her own capacity, my true and lawful attorneys-in-fact, with full power of substitution, for me and in my name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Common Stock of the Company for issuance pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (including any amendments thereto), any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 10th day of May, 2019.

/s/ John P. Bilbrey
Name: John P. Bilbrey

Colgate-Palmolive Company

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

I, John T. Cahill, a director of Colgate-Palmolive Company, a Delaware corporation with offices at 300 Park Avenue, New York, NY 10022 (the "Company"), hereby constitute and appoint Noel R. Wallace, Henning I. Jakobsen and Jennifer M. Daniels, jointly and severally, each in his or her own capacity, my true and lawful attorneys-in-fact, with full power of substitution, for me and in my name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Common Stock of the Company for issuance pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (including any amendments thereto), any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 10th day of May, 2019.

/s/ John T. Cahill

Name: John T. Cahill

Colgate-Palmolive Company

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

I, Lisa M. Edwards, a director of Colgate-Palmolive Company, a Delaware corporation with offices at 300 Park Avenue, New York, NY 10022 (the "Company"), hereby constitute and appoint Noel R. Wallace, Henning I. Jakobsen and Jennifer M. Daniels, jointly and severally, each in his or her own capacity, my true and lawful attorneys-in-fact, with full power of substitution, for me and in my name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Common Stock of the Company for issuance pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (including any amendments thereto), any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 10th day of May, 2019.

/s/ Lisa M. Edwards
Name: Lisa M. Edwards

Colgate-Palmolive Company

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

I, Helene D. Gayle, a director of Colgate-Palmolive Company, a Delaware corporation with offices at 300 Park Avenue, New York, NY 10022 (the "Company"), hereby constitute and appoint Noel R. Wallace, Henning I. Jakobsen and Jennifer M. Daniels, jointly and severally, each in his or her own capacity, my true and lawful attorneys-in-fact, with full power of substitution, for me and in my name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Common Stock of the Company for issuance pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (including any amendments thereto), any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 10th day of May, 2019.

/s/ Helene D. Gayle
Name: Helene D. Gayle

Colgate-Palmolive Company

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

I, C. Martin Harris, a director of Colgate-Palmolive Company, a Delaware corporation with offices at 300 Park Avenue, New York, NY 10022 (the "Company"), hereby constitute and appoint Noel R. Wallace, Henning I. Jakobsen and Jennifer M. Daniels, jointly and severally, each in his or her own capacity, my true and lawful attorneys-in-fact, with full power of substitution, for me and in my name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Common Stock of the Company for issuance pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (including any amendments thereto), any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 10th day of May, 2019.

/s/ C. Martin Harris
Name: C. Martin Harris

Colgate-Palmolive Company

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

I, Lorrie M. Norrington, a director of Colgate-Palmolive Company, a Delaware corporation with offices at 300 Park Avenue, New York, NY 10022 (the "Company"), hereby constitute and appoint Noel R. Wallace, Henning I. Jakobsen and Jennifer M. Daniels, jointly and severally, each in his or her own capacity, my true and lawful attorneys-in-fact, with full power of substitution, for me and in my name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Common Stock of the Company for issuance pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (including any amendments thereto), any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 10th day of May, 2019.

/s/ Lorrie M. Norrington
Name: Lorrie M. Norrington

Colgate-Palmolive Company

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

I, Michael B. Polk, a director of Colgate-Palmolive Company, a Delaware corporation with offices at 300 Park Avenue, New York, NY 10022 (the "Company"), hereby constitute and appoint Noel R. Wallace, Henning I. Jakobsen and Jennifer M. Daniels, jointly and severally, each in his or her own capacity, my true and lawful attorneys-in-fact, with full power of substitution, for me and in my name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Common Stock of the Company for issuance pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (including any amendments thereto), any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 10th day of May, 2019.

/s/ Michael B. Polk
Name: Michael B. Polk

Colgate-Palmolive Company

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS:

I, Stephen I. Sadove, a director of Colgate-Palmolive Company, a Delaware corporation with offices at 300 Park Avenue, New York, NY 10022 (the "Company"), hereby constitute and appoint Noel R. Wallace, Henning I. Jakobsen and Jennifer M. Daniels, jointly and severally, each in his or her own capacity, my true and lawful attorneys-in-fact, with full power of substitution, for me and in my name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Common Stock of the Company for issuance pursuant to the Colgate-Palmolive Company 2019 Incentive Compensation Plan (including any amendments thereto), any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In witness whereof, I have executed this Power of Attorney this 10th day of May, 2019.

/s/ Stephen I. Sadove
Name: Stephen I. Sadove
