UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended March 31, 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from________ to________ .

Commission File Number: 1-644

COLGATE-PALMOLIVE COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**13-1815595**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
300 Park Avenue	
New York, New York	**10022**
(Address of principal executive offices)	**(Zip Code)**

(212) 310-2000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $1.00 par value	CL	New York Stock Exchange
0.000% Notes due 2021	CL21A	New York Stock Exchange
0.500% Notes due 2026	CL26	New York Stock Exchange
1.375% Notes due 2034	CL34	New York Stock Exchange
0.875% Notes due 2039	CL39	New York Stock Exchange

NO CHANGES
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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 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	☒	Accelerated filer	☐
Non-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 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Shares Outstanding	Date
Common stock, $1.00 par value	856,528,455	March 31, 2020

PART I. FINANCIAL INFORMATION

COLGATE-PALMOLIVE COMPANY

Condensed Consolidated Statements of Income

(Dollars in Millions Except Per Share Amounts)
(Unaudited)

	Three Months Ended March 31,	
	2020	2019
Net sales	**$ 4,097**	$ 3,884
Cost of sales	**1,632**	1,597
Gross profit	**2,465**	2,287
Selling, general and administrative expenses	**1,473**	1,365
Other (income) expense, net	**40**	43
Operating profit	**952**	879
Non-service related postretirement costs	**21**	25
Interest (income) expense, net	**36**	40
Income before income taxes	**895**	814
Provision for income taxes	**147**	214
Net income including noncontrolling interests	**748**	600
Less: Net income attributable to noncontrolling interests	**33**	40
Net income attributable to Colgate-Palmolive Company	**$ 715**	$ 560
Earnings per common share, basic	**$ 0.83**	$ 0.65
Earnings per common share, diluted	**$ 0.83**	$ 0.65

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

Condensed Consolidated Statements of Comprehensive Income

(Dollars in Millions)
(Unaudited)

	Three Months Ended March 31,	
	2020	2019
Net income including noncontrolling interests	**$ 748**	$ 600
Other comprehensive income (loss), net of tax:		
Cumulative translation adjustments	**(355)**	26
Retirement plans and other retiree benefit adjustments	**16**	12
Gains (losses) on cash flow hedges	**18**	(5)
Total Other comprehensive income (loss), net of tax	**(321)**	33
Total Comprehensive income including noncontrolling interests	**427**	633
Less: Net income attributable to noncontrolling interests	**33**	40
Less: Cumulative translation adjustments attributable to noncontrolling interests	**(16)**	5
Total Comprehensive income attributable to noncontrolling interests	**17**	45
Total Comprehensive income attributable to Colgate-Palmolive Company	**$ 410**	$ 588

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

Condensed Consolidated Balance Sheets

(Dollars in Millions)
(Unaudited)

	March 31, 2020	December 31, 2019
Assets		
Current Assets		
Cash and cash equivalents	$ 854	$ 883
Receivables (net of allowances of $84 and $76, respectively)	1,551	1,440
Inventories	1,301	1,400
Other current assets	542	456
Total current assets	4,248	4,179
Property, plant and equipment:		
Cost	8,167	8,580
Less: Accumulated depreciation	(4,680)	(4,830)
	3,487	3,750
Goodwill	3,559	3,508
Other intangible assets, net	2,822	2,667
Deferred income taxes	179	177
Other assets	775	753
Total assets	$ 15,070	$ 15,034
Liabilities and Shareholders' Equity		
Current Liabilities		
Notes and loans payable	$ 255	$ 260
Current portion of long-term debt	255	254
Accounts payable	1,216	1,237
Accrued income taxes	485	370
Other accruals	2,232	1,917
Total current liabilities	4,443	4,038
Long-term debt	7,336	7,333
Deferred income taxes	415	507
Other liabilities	2,535	2,598
Total liabilities	14,729	14,476
Shareholders' Equity		
Common stock	1,466	1,466
Additional paid-in capital	2,623	2,488
Retained earnings	22,481	22,501
Accumulated other comprehensive income (loss)	(4,578)	(4,273)
Unearned compensation	(1)	(2)
Treasury stock, at cost	(22,104)	(22,063)
Total Colgate-Palmolive Company shareholders' equity	(113)	117
Noncontrolling interests	454	441
Total equity	341	558
Total liabilities and equity	$ 15,070	$ 15,034

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

Condensed Consolidated Statements of Cash Flows

(Dollars in Millions)
(Unaudited)

	Three Months Ended March 31,	
	2020	2019
Operating Activities		
Net income including noncontrolling interests	**$ 748**	$ 600
Adjustments to reconcile net income including noncontrolling interests to net cash provided by operations:		
Depreciation and amortization	**133**	128
Restructuring and termination benefits, net of cash	**(30)**	5
Stock-based compensation expense	**16**	17
Deferred income taxes	**(99)**	53
Voluntary benefit plan contributions	**—**	(102)
Cash effects of changes in:		
Receivables	**(211)**	(145)
Inventories	**29**	(32)
Accounts payable and other accruals	**220**	44
Other non-current assets and liabilities	**(38)**	37
Net cash provided by operations	**768**	605
Investing Activities		
Capital expenditures	**(82)**	(71)
Purchases of marketable securities and investments	**(42)**	(27)
Proceeds from sale of marketable securities and investments	**16**	—
Payment for acquisitions, net of cash acquired	**(351)**	—
Net cash used in investing activities	**(459)**	(98)
Financing Activities		
Principal payments on debt	**(1,200)**	(1,774)
Proceeds from issuance of debt	**1,188**	2,076
Dividends paid	**(373)**	(366)
Purchases of treasury shares	**(220)**	(399)
Proceeds from exercise of stock options	**297**	71
Net cash provided by (used in) financing activities	**(308)**	(392)
Effect of exchange rate changes on Cash and cash equivalents	**(30)**	2
Net increase (decrease) in Cash and cash equivalents	**(29)**	117
Cash and cash equivalents at beginning of the period	**883**	726
Cash and cash equivalents at end of the period	**$ 854**	$ 843
Supplemental Cash Flow Information		
Income taxes paid	**$ 128**	$ 149

See Notes to Condensed Consolidated Financial Statements.

COLGATE-PALMOLIVE COMPANY

Condensed Consolidated Statements of Changes in Shareholders' Equity

(Dollars in Millions)
(Unaudited)

Three Months Ended March 31, 2020

	Colgate-Palmolive Company Shareholders' Equity						
	Common Stock	**Additional Paid-in Capital**	**Unearned Compensation**	**Treasury Stock**	**Retained Earnings**	**Accumulated Other Comprehensive Income (Loss)[(1)]**	**Noncontrolling Interests**
Balance, December 31, 2019	**$ 1,466**	**$ 2,488**	**$ (2)**	**$ (22,063)**	**$ 22,501**	**$ (4,273)**	**$ 441**
Net income					**715**		**33**
Other comprehensive income (loss), net of tax						**(305)**	**(16)**
Dividends ($0.87/per share)*					**(738)**		**(4)**
Stock-based compensation expense		**16**					
Shares issued for stock options		**133**		**164**			
Shares issued for restricted stock units		**(15)**		**15**			
Treasury stock acquired				**(220)**			
Other		**1**	**1**		**3**		
Balance, March 31, 2020	**$ 1,466**	**$ 2,623**	**$ (1)**	**$ (22,104)**	**$ 22,481**	**$ (4,578)**	**$ 454**

Three Months Ended March 31, 2019

	Colgate-Palmolive Company Shareholders' Equity						
	Common Stock	Additional Paid-in Capital	Unearned Compensation	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)[(1)]	Noncontrolling Interests
Balance, December 31, 2018	$ 1,466	$ 2,204	$ (3)	$ (21,196)	$ 21,615	$ (4,188)	$ 299
Net income					560		40
Other comprehensive income (loss), net of tax						28	5
Dividends ($0.85)/per share)*					(734)		(2)
Stock-based compensation expense		17					
Shares issued for stock options		33		49			
Shares issued for restricted stock units		(13)		13			
Treasury stock acquired				(399)			
Other				1	(5)		
Balance, March 31, 2019	$ 1,466	$ 2,241	$ (3)	$ (21,532)	$ 21,436	$ (4,160)	$ 342

[(1)] Accumulated other comprehensive income (loss) includes cumulative translation losses of $3,467 at March 31, 2020 ($3,134 at March 31, 2019) and $3,128 at December 31, 2019 ($3,155 at December 31, 2018), respectively, and unrecognized retirement plan and other retiree benefits costs of $1,122 at March 31, 2020 ($1,026 at March 31, 2019) and $1,138 at December 31, 2019 ($1,038 at December 31, 2018), respectively.

* Two dividends were declared in each of the first quarters of 2020 and 2019

See Notes to Condensed Consolidated Financial Statements.

1. Basis of Presentation

The Condensed Consolidated Financial Statements reflect all normal recurring adjustments which, in management's opinion, are necessary for a fair statement of the results for interim periods. Results of operations for interim periods may not be representative of results to be expected for a full year. Colgate-Palmolive Company (together with its subsidiaries, the "Company" or "Colgate") reclassifies certain prior year amounts, as applicable, to conform to the current year presentation.

For a complete set of financial statement notes, including the Company's significant accounting policies, refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Securities and Exchange Commission (the "SEC").

2. Use of Estimates

Provisions for certain expenses, including income taxes, advertising and consumer promotion, are based on full year assumptions and are included in the accompanying Condensed Consolidated Financial Statements in proportion with estimated annual tax rates, the passage of time or estimated annual sales, as applicable.

3. Recent Accounting Pronouncements

In March 2020, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2020-04, "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting." The ASU provides optional expedients and exceptions for applying generally accepted accounting principles (GAAP) to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. This new guidance is effective upon issuance of this ASU for contract modifications and hedging relationships on a prospective basis. While the Company is currently assessing the impact of the new guidance, it is not expected to have a material impact on the Company's Consolidated Financial Statements.

In March 2020, FASB issued ASU No. 2020-03, "Codification to Financial Instruments." This ASU improves and clarifies various financial instruments topics, including the current expected credit losses (CECL) standard issued in 2016. The ASU includes seven different issues that describe the areas of improvement and the related amendments to GAAP, intended to make the standards easier to understand and apply by eliminating inconsistencies and providing clarifications. The amendments related to Issue 1, Issue 2, Issue 4, and Issue 5 were effective upon issuance of this update. The amendments related to Issue 3, Issue 6 and Issue 7 were effective for the Company beginning on January 1, 2020. The new guidance did not have a material impact on the Company's Consolidated Financial Statements.

In January 2020, the FASB issued ASU No. 2020-01, "Investments-Equity Securities (Topic 321), Investments-Equity Method and Joint Ventures (Topic 323) and Derivatives and Hedging (Topic 815) - Clarifying the Interactions between Topic 321, Topic 323, and Topic 815." The guidance provides clarification of the interaction of rules for equity securities, the equity method of accounting and forward contracts and purchase options on certain types of securities. This new guidance is effective for the Company beginning on January 1, 2021, with early adoption permitted. This new guidance is not expected to have a material impact on the Company's Consolidated Financial Statements.

In December 2019, the FASB issued ASU No. 2019-12, "Income taxes (Topic 740): Simplifying the Accounting for Income Taxes." This ASU simplifies the accounting for income taxes by removing certain exceptions to the general principles in ASC 740 and also clarifies and amends existing guidance to improve consistent application. This new guidance is effective for the Company beginning on January 1, 2021, with early adoption permitted. This new guidance is not expected to have a material impact on the Company's Consolidated Financial Statements.

In April 2019, the FASB issued ASU No. 2019-04, "Codification Improvements to Financial Instruments-Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Financial Instruments (Topic 825)." This ASU clarifies three topics related to financial instruments accounting. This new guidance was effective for the Company beginning on January 1, 2020. The new guidance did not have a material impact on the Company's Consolidated Financial Statements.

In August 2018, the FASB issued ASU No. 2018-13, “Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement.” This new guidance removes certain disclosure requirements related to the fair value hierarchy, modifies existing disclosure requirements related to measurement uncertainty and adds new disclosure requirements. The new disclosure requirements include disclosing the changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period and the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. This new guidance was effective for the Company beginning on January 1, 2020 and did not have a material impact on the Company’s Consolidated Financial Statements.

In January 2017, the FASB issued ASU No. 2017-04, “Intangibles–Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment,” eliminating the requirement to calculate implied fair value, essentially eliminating step two from the goodwill impairment test. The new standard requires goodwill impairment to be based upon the results of step one of the impairment test, which is defined as the excess of the carrying value of a reporting unit over its fair value. The impairment charge will be limited to the amount of goodwill allocated to that reporting unit. The standard was effective for the Company on a prospective basis beginning on January 1, 2020 and did not have a material impact on the Company’s Consolidated Financial Statements.

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments-Credit Losses (Topic 326)” Codification Improvements to Financial Instruments-Credit Losses (Topic 326). Subsequent updates were released in November 2018 (ASU No. 2018-19), November 2019 (ASU No. 2019-10 and 2019-11) and February 2020 (ASU No. 2020-02) that provided additional guidance on this Topic. This ASU introduces the current expected credit loss (CECL) model, which will require an entity to measure credit losses for certain financial instruments and financial assets, including trade receivables. Under this update, on initial recognition and at each reporting period, an entity will be required to recognize an allowance that reflects the entity’s current estimate of credit losses expected to be incurred over the life of the financial instrument. The Company adopted the new standard, which primarily impacts the Company’s trade receivables and related methodology for assessing the collectability of its customer accounts, on January 1, 2020, on a “modified retrospective” basis. The adoption of this ASU did not have a material impact on the Company’s Consolidated Financial Statements.

(Dollars in Millions Except Share and Per Share Amounts)

4. Acquisitions

Hello Products LLC

On January 31, 2020, the Company acquired Hello Products LLC, an oral care business, for cash consideration of $351. The acquisition was financed with a combination of debt and cash. This acquisition is part of the Company's strategy to focus on high growth segments within its Oral Care, Personal Care and Pet Nutrition businesses.

The total purchase price consideration of $351 has been allocated to the net assets acquired based on their respective preliminary estimated fair values as follows:

Receivables	$	11
Inventories		13
Other assets and liabilities, net		(4)
Other intangible assets		200
Goodwill		131
Fair value of net assets acquired	$	351

Other intangible assets acquired include trademarks of $155, which are considered to have an indefinite useful life, and customer relationships of $45, which have a finite useful life. Goodwill of $131 was allocated to the North America segment.

The preliminary estimates of the fair value of identifiable assets acquired and liabilities assumed are subject to revisions, which may result in adjustments to the preliminary values discussed above. The Company expects to finalize the purchase price allocation no later than the first quarter of 2021.

Pro forma results of operations have not been presented as the impact on the Company's Condensed Consolidated Financial Statements is not material.

Laboratoires Filorga Cosmétiques ("Filorga")

On September 19, 2019 (the "Acquisition Date"), the Company acquired the Filorga skin health business for cash consideration of €1,516 (approximately $1,674), which included interest on the equity purchase price, plus additional consideration of €32 (approximately $38), the majority of which related to repayment of loans from former shareholders of Filorga. Filorga is a premium anti-aging skin health brand focused primarily on facial care. This acquisition is part of the Company's strategy to focus on high growth segments within its Oral Care, Personal Care and Pet Nutrition businesses, including by expanding its portfolio in premium skin health.

(Dollars in Millions Except Share and Per Share Amounts)

The total purchase price consideration of $1,712 has been allocated to the net assets acquired based on their respective preliminary estimated fair values as follows:

Cash	$ 30
Receivables	53
Inventories	70
Other current assets	18
Other intangible assets	1,051
Goodwill	923
Other current liabilities	(67)
Deferred income taxes	(276)
Noncontrolling interests	(90)
Fair value of net assets acquired	$ 1,712

Other intangible assets acquired include trademarks of $774, which are considered to have an indefinite useful life, and customer relationships of $277, which have an estimated life of 14 years. Goodwill of $923 was allocated to the Europe segment. The Company expects that goodwill will not be deductible for tax purposes.

The preliminary estimates of the fair value of identifiable assets acquired and liabilities assumed are subject to revisions, which may result in adjustments to the preliminary values discussed above. The Company continues to evaluate potential contingencies that may have existed as of the acquisition date and expects to finalize the purchase price allocation no later than the third quarter of 2020.

Pro forma results of operations have not been presented as the impact on the Company's Condensed Consolidated Financial Statements is not material.

Nigeria Joint Venture

On August 15, 2019, the Company acquired a 51% controlling interest in Colgate Tolaram Pte. Ltd., a joint venture which owns the Nigeria-based Hypo Homecare Products Limited, for $31.

Pro forma results of operations have not been presented as the impact on the Company's Condensed Consolidated Financial Statements is not material.

(Dollars in Millions Except Share and Per Share Amounts)

5. Restructuring and Related Implementation Charges

The Company’s restructuring program (the "Global Growth and Efficiency Program"), which commenced in the fourth quarter of 2012, concluded on December 31, 2019. Initiatives under the Global Growth and Efficiency Program fit within the program's three focus areas of expanding commercial hubs, extending shared business services and streamlining global functions, and optimizing the global supply chain and facilities. There were no restructuring and implementation-related charges incurred for the three months ended March 31, 2020.

For the three months ended March 31, 2019 restructuring and implementation-related charges are reflected in the income statement as follows:

	Three Months Ended March 31, 2019
Cost of sales	$ 11
Selling, general and administrative expenses	4
Other (income) expense, net	13
Non-service related postretirement costs	1
Total Global Growth and Efficiency Program charges, pretax	$ 29
Total Global Growth and Efficiency Program charges, aftertax	$ 22

Restructuring and implementation-related charges in the preceding table were recorded in the Corporate segment as these decisions were predominantly centrally directed and controlled and were not included in internal measures of segment operating performance.

The following table summarizes the activity for restructuring accrual:

	Three Months Ended March 31, 2020				
	Employee-Related Costs	Incremental Depreciation	Asset Impairments	Other	Total
Balance at December 31, 2019	$ 26	$ —	$ —	$ 74	$ 100
Charges	—	—	—	—	—
Cash payments	(15)	—	—	(15)	(30)
Charges against assets	—	—	—	—	—
Foreign exchange	(1)	—	—	—	(1)
Other	—	—	—	—	—
Balance at March 31, 2020	$ 10	$ —	$ —	$ 59	$ 69

(Dollars in Millions Except Share and Per Share Amounts)

6. Inventories

Inventories by major class are as follows:

	March 31, 2020	December 31, 2019
Raw materials and supplies	$ 329	$ 305
Work-in-process	46	49
Finished goods	976	1,056
Total Inventories, net	$ 1,351	$ 1,410
Non-current inventory, net	$ (50)	$ (10)
Current Inventories, net	$ 1,301	$ 1,400

7. Earnings Per Share

For the three months ended March 31, 2020 and 2019, earnings per share were as follows:

	Three Months Ended					
	March 31, 2020			March 31, 2019		
	Net income attributable to Colgate-Palmolive Company	Shares (millions)	Per Share	Net income attributable to Colgate-Palmolive Company	Shares (millions)	Per Share
Basic EPS	$ 715	856.9	$ 0.83	$ 560	862.0	$ 0.65
Stock options and restricted stock units		1.5			1.2	
Diluted EPS	$ 715	858.4	$ 0.83	$ 560	863.2	$ 0.65

For the three months ended March 31, 2020 and 2019, the average number of stock options and restricted stock units that were anti-dilutive and not included in diluted earnings per share calculations were 20,965,110 and 21,980,033, respectively.

(Dollars in Millions Except Share and Per Share Amounts)

8. Other Comprehensive Income (Loss)

Additions to and reclassifications out of Accumulated other comprehensive income (loss) attributable to the Company for the three months ended March 31, 2020 and 2019 were as follows:

	2020		2019	
	Pretax	Net of Tax	Pretax	Net of Tax
Cumulative translation adjustments	$ (320)	$ (339)	$ 27	$ 21
Retirement plans and other retiree benefits:				
Net actuarial gain (loss) and prior service costs arising during the period	2	1	(1)	(1)
Amortization of net actuarial loss, transition and prior service costs [1]	17	15	17	13
Retirement plans and other retiree benefits adjustments	19	16	16	12
Cash flow hedges:				
Unrealized gains (losses) on cash flow hedges	25	20	(2)	(2)
Reclassification of (gains) losses into net earnings on cash flow hedges [2]	(3)	(2)	(4)	(3)
Gains (losses) on cash flow hedges	22	18	(6)	(5)
Total Other comprehensive income (loss)	$ (279)	$ (305)	$ 37	$ 28

[1] These components of Other comprehensive income (loss) are included in the computation of total pension cost. See Note 9, Retirement Plans and Other Retiree Benefits for additional details.
[2] These (gains) losses are reclassified into Cost of sales. See Note 13, Fair Value Measurements and Financial Instruments for additional details.

There were no tax impacts on Other comprehensive income (loss) (“OCI”) attributable to Noncontrolling interests.

9. Retirement Plans and Other Retiree Benefits

Components of Net periodic benefit cost for the three months ended March 31, 2020 and 2019 were as follows:

	Three Months Ended March 31,					
	Pension Benefits				Other Retiree Benefits	
	United States		International			
	2020	2019	2020	2019	2020	2019
Service cost	$ —	$ —	$ 4	$ 4	$ 6	$ 4
Interest cost	19	23	5	5	11	11
Expected return on plan assets	(27)	(26)	(4)	(5)	—	(1)
Amortization of actuarial loss (gain)	11	13	1	2	5	2
Net periodic benefit cost	$ 3	$ 10	$ 6	$ 6	$ 22	$ 16

For the three months ended March 31, 2020 and 2019, the Company made voluntary contributions to its U.S. postretirement plans of $0 and $102, respectively.

10. Income Taxes

The provision for income taxes for the quarter ended March 31, 2020 includes $71 of income tax benefits recorded on a discrete period basis of which $45 relates to previously recorded foreign withholding taxes and $26 relates to a previously recorded valuation allowance against a deferred tax asset. As more fully described below, both items were previously recorded in connection with the charge recorded by the Company in 2017 and revised in 2018 related to the Tax Cuts and Jobs Acts (the "TCJA").

As part of the previously recorded charge for the TCJA, the Company had provided for foreign withholding taxes expected to be paid on the remittance of earnings from certain overseas subsidiaries no longer deemed indefinitely reinvested. As a result of a recent reorganization of the ownership structure of certain foreign subsidiaries, the Company has now determined that no withholding taxes will be due on the remittance by certain subsidiaries of earnings previously deemed reinvested and, accordingly, reversed $45 of previously recorded foreign withholding taxes.

Also as part of the previously recorded charge for the TCJA, the Company provided a valuation allowance against a deferred tax asset related to foreign tax credit carry-forwards that the Company did not expect to be able to use due to changes made by the TCJA. As a result of a new operating structure being implemented within one of the Company's divisions, the Company now believes the use of these foreign tax credit carry-forwards will not be limited in the future and, accordingly, reversed the previously recorded valuation allowance of $26.

11. Contingencies

As a global company serving consumers in more than 200 countries and territories, the Company is routinely subject to a wide variety of legal proceedings. These include disputes relating to intellectual property, contracts, product liability, marketing, advertising, foreign exchange controls, antitrust and trade regulation, as well as labor and employment, pension, data privacy and security, environmental and tax matters and consumer class actions. Management proactively reviews and monitors the Company’s exposure to, and the impact of, environmental matters. The Company is party to various environmental matters and, as such, may be responsible for all or a portion of the cleanup, restoration and post-closure monitoring of several sites.

The Company establishes accruals for loss contingencies when it has determined that a loss is probable and that the amount of loss, or range of loss, can be reasonably estimated. Any such accruals are adjusted thereafter as appropriate to reflect changes in circumstances.

The Company also determines estimates of reasonably possible losses or ranges of reasonably possible losses in excess of related accrued liabilities, if any, when it has determined that a loss is reasonably possible and it is able to determine such estimates. For those matters disclosed below for which the amount of any potential losses can be reasonably estimated, the Company currently estimates that the aggregate range of reasonably possible losses in excess of any accrued liabilities is $0 to approximately $175 (based on current exchange rates). The estimates included in this amount are based on the Company’s analysis of currently available information and, as new information is obtained, these estimates may change. Due to the inherent subjectivity of the assessments and the unpredictability of outcomes of legal proceedings, any amounts accrued or included in this aggregate amount may not represent the ultimate loss to the Company. Thus, the Company’s exposure and ultimate losses may be higher or lower, and possibly significantly so, than the amounts accrued or the range disclosed above.

Based on current knowledge, management does not believe that the ultimate resolution of loss contingencies arising from the matters discussed herein will have a material effect on the Company’s consolidated financial position or its ongoing results of operations or cash flows. However, in light of the inherent uncertainties noted above, an adverse outcome in one or more matters could be material to the Company’s results of operations or cash flows for any particular quarter or year.

Brazilian Matters

There are certain tax and civil proceedings outstanding, as described below, related to the Company's 1995 acquisition of the Kolynos oral care business from Wyeth (the "Seller").

The Brazilian internal revenue authority has disallowed interest deductions and foreign exchange losses taken by the Company's Brazilian subsidiary for certain years in connection with the financing of the Kolynos acquisition. The tax assessments with interest, penalties and any court-mandated fees, at the current exchange rate, are approximately $118. This amount includes additional assessments received from the Brazilian internal revenue authority in April 2016 relating to net operating loss carryforwards used by the Company's Brazilian subsidiary to offset taxable income that had also been deducted from the authority's original assessments. The Company has been disputing the disallowances by appealing the assessments since October 2001. There is one case currently on appeal at the administrative level. In the event the Company is ultimately unsuccessful in this administrative appeal, further appeals are available within the Brazilian federal courts.

In September 2015, the Company lost one of its appeals at the administrative level and filed a lawsuit in Brazilian federal court. In February 2017, the Company lost an additional administrative appeal and filed a lawsuit in Brazilian federal court. In April 2019, the Company lost another administrative appeal and filed a lawsuit in Brazilian federal court. Although there can be no assurances, management believes, based on the opinion of its Brazilian legal counsel, that the disallowances are without merit and that the Company should ultimately prevail. The Company is challenging these disallowances vigorously.

In July 2002, the Brazilian Federal Public Attorney filed a civil action against the federal government of Brazil, Laboratorios Wyeth-Whitehall Ltda. (the Brazilian subsidiary of the Seller) and the Company, as represented by its Brazilian subsidiary, in the 6th. Lower Federal Court in the City of São Paulo, seeking to annul an April 2000 decision by the Brazilian Board of Tax Appeals that found in favor of the Seller's Brazilian subsidiary on the issue of whether it had incurred taxable capital gains as a result of the divestiture of Kolynos. The action seeks to make the Company's Brazilian subsidiary jointly and severally liable for any tax due from the Seller's Brazilian subsidiary. The case has been pending since 2002, and the Lower Federal Court has not issued a decision. Although there can be no assurances, management believes, based on the opinion of its Brazilian legal counsel, that the Company should ultimately prevail in this action. The Company is challenging this action vigorously.

In December 2005, the Brazilian internal revenue authority issued to the Company's Brazilian subsidiary a tax assessment with interest, penalties and any court-mandated fees of approximately $49, at the current exchange rate, based on a claim that certain purchases of U.S. Treasury bills by the subsidiary and their subsequent disposition during the period 2000 to 2001 were subject to a tax on foreign exchange transactions. The Company had been disputing the assessment within the internal revenue authority's administrative appeals process. However, in November 2015, the Superior Chamber of Administrative Tax Appeals denied the Company's final administrative appeal, and the Company has filed a lawsuit in the Brazilian federal court. In the event the Company is unsuccessful in this lawsuit, further appeals are available within the Brazilian federal courts. Although there can be no assurances, management believes, based on the opinion of its Brazilian legal counsel, that the tax assessment is without merit and that the Company should ultimately prevail. The Company is challenging this assessment vigorously.

Competition Matter

Certain of the Company’s subsidiaries have historically been subject to investigations, and, in some cases, fines, by governmental authorities in a number of countries related to alleged competition law violations. Substantially all of these matters also involved other consumer goods companies and/or retail customers. The Company’s policy is to comply with antitrust and competition laws and, if a violation of any such laws is found, to take appropriate remedial action and to cooperate fully with any related governmental inquiry. The status as of March 31, 2020 of such competition law matters pending against the Company during the three months ended March 31, 2020 is set forth below.

- In July 2014, the Greek competition law authority issued a statement of objections alleging a restriction of parallel imports into Greece. The Company responded to this statement of objections. In July 2017, the Company received the decision from the Greek competition law authority in which the Company was fined $11. The Company appealed the decision to the Greek courts. In April 2019, the Greek courts affirmed the judgment against the Company’s Greek subsidiary, but reduced the fine to $10.5 and dismissed the case against Colgate-Palmolive Company. The Company’s Greek subsidiary and the Greek competition authority have appealed the decision to the Greek Supreme Court.

Talcum Powder Matters

The Company has been named as a defendant in civil actions alleging that certain talcum powder products that were sold prior to 1996 were contaminated with asbestos. Most of these actions involve a number of co-defendants from a variety of different industries, including suppliers of asbestos and manufacturers of products that, unlike the Company’s products, were designed to contain asbestos. As of March 31, 2020 and December 31, 2019, there were 121 individual cases pending against the Company in state and federal courts throughout the United States. During the three months ended March 31, 2020, five new cases were filed and five cases were resolved by voluntary dismissal or settlement. The value of the settlements in the quarter presented was not material, either individually or in the aggregate, to the period’s results of operations.

The Company believes that a significant portion of its costs incurred in defending and resolving these claims will be covered by insurance policies issued by several primary, excess and umbrella insurance carriers, subject to deductibles, exclusions, retentions and policy limits.

While the Company and its legal counsel believe that these cases are without merit and intend to challenge them vigorously, there can be no assurances regarding the ultimate resolution of these matters. With the exception of one case where the Company received an adverse jury verdict in the second quarter of 2019 that the Company has appealed, the range of reasonably possible losses in excess of accrued liabilities disclosed above does not include any amount relating to these cases because the amount of any possible losses from such cases currently cannot be reasonably estimated.

ERISA Matter

In June 2016, a putative class action claiming that residual annuity payments made to certain participants in the Colgate-Palmolive Company Employees’ Retirement Income Plan (the “Plan”) did not comply with the Employee Retirement Income Security Act was filed against the Plan, the Company and certain individuals in the United States District Court for the Southern District of New York. This action has been certified as a class action. The relief sought includes recalculation of benefits, pre- and post-judgment interest and attorneys’ fees. The Company is contesting this action vigorously. Since the amount of any potential loss from this case currently cannot be reasonably estimated, the range of reasonably possible losses in excess of accrued liabilities disclosed above does not include any amount relating to the case.

(Dollars in Millions Except Share and Per Share Amounts)

12. Segment Information

The Company operates in two product segments: Oral, Personal and Home Care; and Pet Nutrition.

The operations of the Oral, Personal and Home Care product segment are managed geographically in five reportable operating segments: North America, Latin America, Europe, Asia Pacific and Africa/Eurasia.

The Company evaluates segment performance based on several factors, including Operating profit. The Company uses Operating profit as a measure of operating segment performance because it excludes the impact of Corporate-driven decisions related to interest expense and income taxes.

The accounting policies of the operating segments are generally the same as those described in Note 2, Summary of Significant Accounting Policies to the Company's Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2019. Intercompany sales have been eliminated. Corporate operations include costs related to stock options and restricted stock units, research and development costs, Corporate overhead costs and gains and losses on sales of non-core product lines and assets. The Company reports these items within Corporate operations as they relate to Corporate-based responsibilities and decisions and are not included in the internal measures of segment operating performance used by the Company to measure the underlying performance of the operating segments.

Net sales by segment were as follows:

	Three Months Ended March 31,	
	2020	**2019**
Net sales		
Oral, Personal and Home Care		
North America	$ 929	$ 853
Latin America	889	889
Europe	675	602
Asia Pacific	633	700
Africa/Eurasia	252	240
Total Oral, Personal and Home Care	3,378	3,284
Pet Nutrition	719	600
Total Net sales	$ 4,097	$ 3,884

Approximately 70% of the Company's Net sales are generated from markets outside the U.S., with approximately 45% of the Company's Net sales coming from emerging markets (which consist of Latin America, Asia (excluding Japan), Africa/Eurasia and Central Europe).

(Dollars in Millions Except Share and Per Share Amounts)

The Company's Net sales of Oral, Personal and Home Care and Pet Nutrition products accounted for the following percentages of the Company's Net sales:

	Three Months Ended March 31,	
	2020	2019
Net sales		
Oral Care	44%	48%
Personal Care	20%	19%
Home Care	18%	18%
Pet Nutrition	18%	15%
Total Net sales	100%	100%

Operating profit by segment was as follows:

	Three Months Ended March 31,	
	2020	2019
Operating profit		
Oral, Personal and Home Care		
North America	$ 258	$ 249
Latin America	248	232
Europe	154	151
Asia Pacific	161	189
Africa/Eurasia	56	46
Total Oral, Personal and Home Care	877	867
Pet Nutrition	203	164
Corporate	(128)	(152)
Total Operating profit	$ 952	$ 879

Corporate Operating profit (loss) for the three months ended March 31, 2020 included a charge for acquisition-related costs of $6. Corporate Operating profit (loss) for the three months ended March 31, 2019, included charges of $28 resulting from the Global Growth and Efficiency Program, which ended on December 31, 2019.

(Dollars in Millions Except Share and Per Share Amounts)

13. Fair Value Measurements and Financial Instruments

The Company uses available market information and other valuation methodologies in assessing the fair value of financial instruments. Judgment is required in interpreting market data to develop the estimates of fair value and, accordingly, changes in assumptions or the estimation methodologies may affect the fair value estimates. The Company is exposed to the risk of credit loss in the event of nonperformance by counterparties to financial instrument contracts; however, nonperformance is considered unlikely and any nonperformance is unlikely to be material, as it is the Company's policy to contract only with diverse, credit-worthy counterparties based upon both strong credit ratings and other credit considerations.

The Company is exposed to market risk from foreign currency exchange rates, interest rates and commodity price fluctuations. Volatility relating to these exposures is managed on a global basis by utilizing a number of techniques, including working capital management, sourcing strategies, selling price increases, selective borrowings in local currencies and entering into selective derivative instrument transactions, issued with standard features, in accordance with the Company's treasury and risk management policies, which prohibit the use of derivatives for speculative purposes and leveraged derivatives for any purpose. It is the Company's policy to enter into derivative instrument contracts with terms that match the underlying exposure being hedged.

The Company's derivative instruments include interest rate swap contracts, foreign currency contracts and commodity contracts. The Company utilizes interest rate swap contracts to manage its targeted mix of fixed and floating rate debt, and these swaps are valued using observable benchmark rates (Level 2 valuation). The Company utilizes foreign currency contracts, including forward and swap contracts, option contracts, local currency deposits and local currency borrowings to hedge portions of its foreign currency purchases, assets and liabilities arising in the normal course of business and the net investment in certain foreign subsidiaries. These contracts are valued using observable market rates (Level 2 valuation). Commodity futures contracts are utilized to hedge the purchases of raw materials used in production. These contracts are measured using quoted commodity exchange prices (Level 1 valuation). The duration of foreign currency and commodity contracts generally does not exceed 12 months.

The following table summarizes the fair value of the Company's derivative instruments and other financial instruments which are carried at fair value in the Company's Consolidated Balance Sheets at March 31, 2020 and December 31, 2019:

	Assets			Liabilities		
	Account	Fair Value		Account	Fair Value	
Designated derivative instruments		**March 31, 2020**	**December 31, 2019**		**March 31, 2020**	**December 31, 2019**
Interest rate swap contracts	Other current assets	$ —	$ —	Other accruals	$ —	$ —
Interest rate swap contracts	Other assets	16	4	Other liabilities	—	—
Foreign currency contracts	Other current assets	58	6	Other accruals	8	15
Foreign currency contracts	Other assets	—	—	Other liabilities	9	14
Commodity contracts	Other current assets	—	—	Other accruals	1	—
Total designated		$ 74	$ 10		$ 18	$ 29
Other financial instruments						
Marketable securities	Other current assets	$ 43	$ 23			
Total other financial instruments		$ 43	$ 23			

(Dollars in Millions Except Share and Per Share Amounts)

The carrying amount of cash, cash equivalents, marketable securities, accounts receivable and short-term debt approximated fair value as of March 31, 2020 and December 31, 2019. The estimated fair value of the Company’s long-term debt, including the current portion, as of March 31, 2020 and December 31, 2019, was $7,909 and $8,056, respectively, and the related carrying value was $7,591 and $7,587, respectively. The estimated fair value of long-term debt was derived principally from quoted prices on the Company’s outstanding fixed-term notes (Level 2 valuation).

The following amounts were recorded on the Condensed Consolidated Balance Sheet related to cumulative basis adjustment for fair value hedges as of:

	March 31, 2020	December 31, 2019
Long-term debt:		
Carrying amount of hedged item	$ 415	$ 403
Cumulative hedging adjustment included in the carrying amount	16	4

The following tables present the notional values as of:

	March 31, 2020				
	Foreign Currency Contracts	Foreign Currency Debt	Interest Rate Swaps	Commodity Contracts	Total
Fair Value Hedges	$ 535	$ —	$ 400	$ —	$ 935
Cash Flow Hedges	718	—	—	21	739
Net Investment Hedges	473	3,752	—	—	4,225

	December 31, 2019				
	Foreign Currency Contracts	Foreign Currency Debt	Interest Rate Swaps	Commodity Contracts	Total
Fair Value Hedges	$ 388	$ —	$ 400	$ —	$ 788
Cash Flow Hedges	761	—	—	20	781
Net Investment Hedges	478	3,856	—	—	4,334

(Dollars in Millions Except Share and Per Share Amounts)

The following table presents the location and amount of gains (losses) recognized on the Company's Condensed Consolidated Statements of Income:

	Three Months Ended March 31,					
	2020			2019		
	Cost of sales	Selling, general and administrative expenses	Interest (income) expense, net	Cost of sales	Selling, general and administrative expenses	Interest (income) expense, net
Gain (loss) on hedges recognized in income:						
Interest rate swaps designated as fair value hedges:						
Derivative instrument	$ —	$ —	$ (12)	$ —	$ —	$ (3)
Hedged items	—	—	12	—	—	3
Foreign currency contracts designated as fair value hedges:						
Derivative instrument	—	24	—	—	(1)	—
Hedged items	—	(24)	—	—	1	—
Foreign currency contracts designated as cash flow hedges:						
Amount reclassified from OCI	2	—	—	3	—	—
Commodity contracts designated as cash flow hedges:						
Amount reclassified from OCI	1	—	—	1	—	—
Total gain (loss) on hedges recognized in income	$ 3	$ —	$ —	$ 4	$ —	$ —

The following table presents the location and amount of unrealized gains (losses) included in OCI:

	Three Months Ended March 31,	
	2020	2019
Foreign currency contracts designated as cash flow hedges:		
Gain (loss) recognized in OCI	$ 25	$ (3)
Commodity contracts designated as cash flow hedges:		
Gain (loss) recognized in OCI	—	1
Foreign currency contracts designated as net investment hedges:		
Gain (loss) on instruments	25	6
Gain (loss) on hedged items	(25)	(6)
Foreign currency debt designated as net investment hedges:		
Gain (loss) on instruments	65	29
Gain (loss) on hedged items	(65)	(29)
Total unrealized gain (loss) on hedges recognized in OCI	$ 25	$ (2)

Executive Overview

Business Organization

Colgate-Palmolive Company (together with its subsidiaries, "we," the "Company" or "Colgate") seeks to deliver strong, consistent business results and superior shareholder returns by providing consumers globally with products that make their lives healthier and more enjoyable.

To this end, we are tightly focused on two product segments: Oral, Personal and Home Care; and Pet Nutrition. Within these segments, we follow a closely defined business strategy to grow our key product categories and increase our overall market share. Within the categories in which we compete, we prioritize our efforts based on their capacity to maximize the use of the organization's core competencies and strong global equities and to deliver sustainable long-term growth.

Operationally, we are organized along geographic lines with management teams having responsibility for the business and financial results in each region. We compete in more than 200 countries and territories worldwide with established businesses in all regions contributing to our sales and profitability. Approximately 70% of our Net sales are generated from markets outside the U.S., with approximately 45% of our Net sales coming from emerging markets (which consist of Latin America, Asia (excluding Japan), Africa/Eurasia and Central Europe). This geographic diversity and balance help to reduce our exposure to business and other risks in any one country or part of the world.

The Oral, Personal and Home Care product segment is managed geographically in five reportable operating segments: North America, Latin America, Europe, Asia Pacific and Africa/Eurasia, all of which sell primarily to a variety of traditional and eCommerce retailers, wholesalers and distributors. Through Hill's Pet Nutrition, we also compete on a worldwide basis in the pet nutrition market, selling products principally through authorized pet supply retailers, veterinarians and eCommerce retailers. We are engaged in manufacturing and sourcing of products and materials on a global scale and have major manufacturing, warehousing facilities and distribution centers in every region around the world.

On an ongoing basis, management focuses on a variety of key indicators to monitor business health and performance. These indicators include net sales (including volume, pricing and foreign exchange components), organic sales growth (net sales growth excluding the impact of foreign exchange, acquisitions and divestments), a non-GAAP financial measure, and gross profit margin, operating profit, net income and earnings per share, in each case, on a GAAP and non-GAAP basis, as well as measures used to optimize the management of working capital, capital expenditures, cash flow and return on capital. In addition, we review market share data to assess how our brands are performing within their categories on a global and regional basis. The monitoring of these indicators and our Code of Conduct and corporate governance practices help to maintain business health and strong internal controls. For additional information regarding non-GAAP financial measures and the Company's use of market share data and the limitations of such data, see "Non-GAAP Financial Measures" and "Market Share Information" below.

COVID-19

The novel coronavirus ("COVID-19") has had a profound impact on the way people live, work, interact and shop and has severely restricted economic activity around the world. We have a well-established Crisis Management Team ("CMT") process, and the CMT, together with our senior management team and Colgate people around the world, are working to respond to the challenges presented by COVID-19.

During the quarter ended March 31, 2020, many of the communities in which we manufacture, market and sell our products have experienced unprecedented "stay at home" orders, travel or movement restrictions and other government actions. Because the vast majority of our products (such as oral care products, soaps and other personal hygiene products, home cleaners and pet food) have been deemed essential for the health and well-being of people and their pets, we have, in most instances, been able to continue operating our business. In so doing, the health and safety of Colgate employees has been our first priority and, wherever possible, we have asked our employees globally to work from home, including most employees in our New York City headquarters, Piscataway, New Jersey technology campus, hubs and subsidiaries worldwide and shared business service centers. In those instances where our employees cannot work from home, such as in our factories and in certain of our laboratories, we have implemented additional safety measures and social distancing protocols, consistent with government recommendations and/or requirements, to help to ensure their safety. Even with such measures in place, we have experienced some limited factory closures, particularly in India, and in some instances we have seen increased instances of absenteeism. In addition, some of our suppliers, customers, distributors and service providers have experienced disruptions to their businesses.

We saw a significant increase in demand across most of our categories in the quarter ended March 31, 2020. While some of this increase has been caused by consumers' pantry-loading activity, we believe that some of the increased demand for our health and hygiene products (for example, liquid hand soap) is the result of increased consumption and may be sustainable. At the same time, we experienced declines in Greater China, India and in certain channels, including professional sales and travel retail, due to the economic slowdown and restricted consumer movement. We have also seen changes in the purchasing patterns of our consumers, including the frequency of visits by consumers to retailers and a shift in many markets to purchasing our products online. During the quarter ended March 31, 2020, in some instances, we were not able to keep up with the increased consumer demand for our products and our products were at times out of stock on retailers' shelves. We expect that this may continue for a period of time as we continue to ramp up production of in-demand products.

Government actions in response to COVID-19 could, in the future, impact our consumers' ability to purchase and our ability to manufacture and distribute our products. Nonetheless, we believe that, in the long-term, consumer demand for products in our categories will be strong. However, uncertainty continues surrounding the timing and extent of recovery, when travel and movement restrictions will abate, the timing and impact of consumer pantry-loading activity in certain markets, product demand trends and the impact of COVID-19 on the global economy. Our retail customers are also being impacted by the global pandemic; their success in addressing COVID-19 and maintaining their operations could impact consumer access to and sales of our products.

While we currently expect to be able to continue operating our business as described above and we intend to continue to work with government authorities and to follow the necessary protocols to maintain the health and safety of our employees and contract providers, uncertainty resulting from COVID-19 could result in an unforeseen additional disruption to our business, including our global supply chain and retailer network.

For more information about the anticipated COVID-19 impact, see "Outlook" below.

Business Strategy

To achieve our business and financial objectives, we are focused on innovating our core businesses; improving our brand building activities with an elevated brand purpose model and the use of equity advertising; innovating to gain market share in high growth segments and adjacencies; expanding into new channels and markets; maximizing growth online; and investing to drive consumption in growing populations. We continue to develop initiatives to build strong relationships with consumers, dental, veterinary and skin health professionals and traditional and eCommerce retailers. In addition, we continue to invest behind our brands, not just in terms of advertising, but also to build key growth capabilities in areas such as innovation and data and analytics. We also continue to broaden our eCommerce offerings, including direct-to-consumer and subscription services. We continue to believe that growth opportunities are greater in those areas of the world in which economic development and rising consumer incomes expand the size and number of markets for the Company's products. We are also working to integrate our sustainability strategy across our organization.

We are also changing the way we work to drive growth and how we approach innovation to respond to the dynamic retail landscape and the evolving preferences of our customers and consumers. The retail landscape, the ease of new entrants into the market in many of our categories and the evolving preferences of our customers and consumers demand that we work differently and faster in an agile, authentic and culturally relevant manner to drive innovation.

The investments needed to support growth are developed through continuous, Company-wide initiatives to lower costs and increase effective asset utilization. Through these initiatives, which are referred to as our funding-the-growth initiatives, we seek to become even more effective and efficient throughout our businesses. These initiatives are designed to reduce costs associated with direct materials, indirect expenses, distribution and logistics, and advertising and promotional materials, among other things, and encompass a wide range of projects, examples of which include raw material substitution, reduction of packaging materials, consolidating suppliers to leverage volumes and increasing manufacturing efficiency through SKU reductions and formulation simplification. We also continue to prioritize our investments in high growth segments within our Oral Care, Personal Care and Pet Nutrition businesses, including by expanding our portfolio in premium skin health.

Significant Items Impacting Comparability

On January 31, 2020, the Company acquired Hello Products LLC, an oral care business, for cash consideration of $351. The acquisition was financed with a combination of debt and cash. This acquisition is part of the Company's strategy to focus on high growth segments within its Oral Care, Personal Care and Pet Nutrition businesses. See Note 4, Acquisitions to the Condensed Consolidated Financial Statements for additional information.

The provision for income taxes for the quarter ended March 31, 2020 includes $71 of income tax benefits recorded on a discrete period basis of which $45 relates to previously recorded foreign withholding taxes and $26 relates to a previously recorded valuation allowance against a deferred tax asset. As more fully described in “Results of Operations-Income Taxes,” and in Note 10, Income Taxes to the Condensed Consolidated Financial Statements, both items were previously recorded in connection with the charge recorded in 2017 and revised in 2018 related to the Tax Cuts and Jobs Act (the “TCJA”).

On September 19, 2019, the Company acquired Laboratoires Filorga Cosmétiques S.A. (“Filorga”), a skin health business, for cash consideration of €1,548 (approximately $1,712). Filorga is a premium anti-aging skin health brand focused primarily on facial care. The acquisition was financed with a combination of debt and cash. This acquisition is part of our strategy to focus on high growth segments within our Oral Care, Personal Care and Pet Nutrition businesses, including by expanding our portfolio in premium skin health. See Note 4, Acquisitions to the Condensed Consolidated Financial Statements for additional information.

Our restructuring program, known as the "Global Growth and Efficiency Program," concluded on December 31, 2019. The program's initiatives were designed to help us ensure sustained solid worldwide growth in unit volume, organic sales, operating profit and earnings per share and to enhance our global leadership positions in our core businesses. See Note 5, Restructuring and Related Implementation Charges to the Condensed Consolidated Financial Statements for additional information.

Outlook

Looking forward, we expect global macroeconomic, political and market conditions to remain challenging, especially due to the COVID-19 crisis. Although we have seen short-term improvement in category growth rates due to consumer pantry-loading activity, we have seen increased volatility in consumption rates in our categories and expect category growth rates to slow going forward as pantry inventory diminishes and to remain below historical levels. While the global marketplace in which we operate has always been highly competitive, we continue to experience heightened competitive activity in certain markets from strong local competitors, from other large multinational companies, some of which have greater resources than we do, and from new entrants into the market in many of our categories. Such activities have included more aggressive product claims and marketing challenges, as well as increased promotional spending and geographic expansion. We expect promotional activities to increase as retailers try aggressively to get consumers back into the stores after prolonged "stay at home" and other government restrictions ease over the coming months. We have been negatively affected by changes in the policies or practices of our retail trade customers in key markets, such as inventory de-stocking, limitations on access to shelf space or delisting of our products. In addition, the retail landscape in many of our markets continues to be impacted by the rapid growth of eCommerce retailers, changing consumer preferences (as consumers increasingly shop online) and the emergence of alternative retail channels, such as subscription services and direct-to-consumer businesses. These trends have been magnified due to the COVID-19 crisis in many of our geographies and we plan to continue to invest behind our eCommerce capabilities. This rapid growth in eCommerce and the emergence of alternative retail channels have created and may continue to create pricing pressures and/or adversely affect our relationships with our key retailers. In addition, given that approximately 70% of our Net sales originate in markets outside the U.S., we have experienced and will likely continue to experience increasingly volatile foreign currency fluctuations and higher raw and packaging material costs. While we have taken, and will continue to take, measures to mitigate the effect of these conditions, in the current environment, it may become increasingly difficult to implement certain of these mitigation strategies. Should these conditions persist, they could adversely affect our future results.

As discussed above, we continue to closely monitor the impact of COVID-19 on our business. While we have taken, and will continue to take, measures to mitigate the effects of COVID-19, we cannot estimate with certainty the full extent of COVID-19's impact on our business, results of operations, cash flows and/or financial condition. For more information about factors that could impact our business, including due to COVID-19, see "Risk Factors" in Part II, Item IA of this Quarterly Report and Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2019.

In summary, we believe we are well prepared to meet the challenges ahead due to our strong financial condition, experience operating in challenging environments, resilient global supply chain and continued focus on our key priorities: growing sales through engaging with consumers, developing world-class innovation and working with retail partners; driving efficiency on every line of the income statement to increase margins; generating strong cash flow performance and utilizing that cash effectively to enhance total shareholder return; and leading to win by staying true to the Company's culture and focusing on its stakeholders. Our key focus is to sustain the underlying momentum of our business, to adapt our financial plans to deliver on 2020, while leaving us well positioned for a return to stronger growth in 2021. Our commitment to these priorities, together with the strength of our global brands, our broad international presence in both developed and emerging markets and cost-saving initiatives, such as our funding-the-growth initiatives, should position us well to manage through the COVID-19 crisis and to increase shareholder value over the long term.

Results of Operations

Three Months

Worldwide Net sales were $4,097 in the first quarter of 2020, up 5.5% from the first quarter of 2019, as volume growth of 7.0% and net selling price increases of 2.0% were partially offset by negative foreign exchange of 3.5%. Acquisitions contributed 1.5% to volume. Organic sales (Net sales excluding the impact of foreign exchange, acquisitions and divestments), a non-GAAP financial measure, increased 7.5% in the first quarter of 2020. A reconciliation of net sales growth to organic sales growth is provided under "Non-GAAP Financial Measures" below.

Net sales in the Oral, Personal and Home Care product segment were $3,378 in the first quarter of 2020, up 3.0% from the first quarter of 2019, as volume growth of 5.5% and net selling price increases of 1.5% were partially offset by negative foreign exchange of 4.0%. Acquisitions contributed 2.0% to volume. Organic sales in the Oral, Personal and Home Care product segment increased 5.0% in the first quarter of 2020.

The Company's share of the global toothpaste market was 40.5% on a year-to-date basis, down 0.9 share points from the year ago period, and its share of the global manual toothbrush market was 32.1% on a year-to-date basis, up 0.5 share points from the year ago period. Year-to-date market shares in toothpaste were up in Latin America and Europe and down in North America, Asia Pacific and Africa/Eurasia versus the comparable 2019 period. In the manual toothbrush category, year-to-date market shares were up in Latin America, Europe and Asia Pacific, flat in Africa/Eurasia and down in North America versus the comparable 2019 period. For additional information regarding market shares, see "Market Share Information" below.

Net sales in the Hill's Pet Nutrition segment were $719 in the first quarter of 2020, up 20.0% from the first quarter of 2019, as volume growth of 17.0% and net selling price increases of 4.0% were partially offset by negative foreign exchange of 1.0%. Organic sales in the Hill's Pet Nutrition segment increased 21.0% in the first quarter of 2020.

(Dollars in Millions Except Per Share Amounts)

Gross Profit/Margin

Worldwide Gross profit increased to $2,465 in the first quarter of 2020 from $2,287 in the first quarter of 2019. Gross profit in the first quarter of 2020 included acquisition-related costs. Gross profit in the first quarter of 2019 included charges resulting from the Global Growth and Efficiency Program. Excluding acquisition-related costs in the first quarter of 2020 and charges resulting from the Global Growth and Efficiency Program in the first quarter of 2019, Gross profit increased to $2,469 in the first quarter of 2020 from $2,298 in the first quarter of 2019, reflecting an increase of $126 resulting from higher Net sales and an increase of $45 resulting from higher Gross profit margin.

Worldwide Gross profit margin increased to 60.2% in the first quarter of 2020 from 58.9% in the first quarter of 2019. Excluding the items described above in both periods as applicable, Gross profit margin increased by 110 basis points (bps) to 60.3% in the first quarter of 2020 from 59.2% in the first quarter of 2019. This increase in Gross profit margin was due to cost savings from the Company's funding-the-growth initiatives (150 bps), higher pricing (70 bps) and favorable mix (20 bps), partially offset by higher raw and packaging material costs (130 bps), which included foreign exchange transaction costs.

	Three Months Ended March 31,	
	2020	2019
Gross profit, GAAP	$ 2,465	$ 2,287
Acquisition-related costs	4	—
Global Growth and Efficiency Program	—	11
Gross profit, non-GAAP	$ 2,469	$ 2,298

	Three Months Ended March 31,		
	2020	2019	Basis Point Change
Gross profit margin, GAAP	60.2%	58.9%	130
Acquisition-related costs	0.1	—	
Global Growth and Efficiency Program	—	0.3	
Gross profit margin, non-GAAP	60.3%	59.2%	110

(Dollars in Millions Except Per Share Amounts)

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 8% to $1,473 in the first quarter of 2020 from $1,365 in the first quarter of 2019. Selling, general and administrative expenses in the first quarter of 2019 included charges resulting from the Global Growth and Efficiency Program. Excluding charges resulting from the Global Growth and Efficiency Program in the first quarter of 2019, Selling, general and administrative expenses increased to $1,473 in the first quarter of 2020 from $1,361 in the first quarter of 2019, reflecting higher overhead expenses of $57 and increased advertising investment of $55.

Selling, general and administrative expenses as a percentage of Net sales increased to 36.0% in the first quarter of 2020 from 35.1% in the first quarter of 2019. Excluding charges resulting from the Global Growth and Efficiency Program in the first quarter of 2019, Selling, general and administrative expenses as a percentage of Net sales increased by 100 bps to 36.0% in the first quarter of 2020 as compared to 35.0% in the first quarter of 2019. This increase was due to increased advertising investment (80 bps) and higher overhead expenses (20 bps) primarily due to higher logistics costs, both as a percentage of Net sales. In the first quarter of 2020, advertising investment increased as a percentage of Net sales to 11.8% from 11.0% in the first quarter of 2019 or 13% in absolute terms to $484, as compared with $429 in the first quarter of 2019.

	Three Months Ended March 31,	
	2020	2019
Selling, general and administrative expenses, GAAP	$ 1,473	$ 1,365
Global Growth and Efficiency Program	—	(4)
Selling, general and administrative expenses, non-GAAP	$ 1,473	$ 1,361

	Three Months Ended March 31,		
	2020	2019	Basis Point Change
Selling, general and administrative expenses as a percentage of Net sales, GAAP	36.0%	35.1 %	90
Global Growth and Efficiency Program	—	(0.1)	
Selling, general and administrative expenses as a percentage of Net sales, non-GAAP	36.0%	35.0 %	100

(Dollars in Millions Except Per Share Amounts)

Operating Profit

Operating profit increased 8% to $952 in the first quarter of 2020 from $879 in the first quarter of 2019. Operating profit in the first quarter of 2020 included acquisition-related costs. Operating profit in the first quarter of 2019 included charges resulting from the Global Growth and Efficiency Program. Excluding acquisition-related costs in the first quarter of 2020 and charges resulting from the Global Growth and Efficiency Program in the first quarter of 2019, Operating profit increased to $958 in the first quarter of 2020 from $907 in the first quarter of 2019, as an increase in Gross profit was partially offset by an increase in Selling, general and administrative expenses.

Operating profit margin was 23.2% in the first quarter of 2020, an increase of 60 bps compared to 22.6% in the first quarter of 2019. Excluding the items described above in both periods as applicable, Operating profit margin was 23.4% in the first quarter of 2020, even with the first quarter of 2019, as higher Gross profit (110 bps) was largely offset by increases in Selling, general and administrative expenses (100 bps), both as a percentage of Net sales.

	Three Months Ended March 31,		
	2020	2019	% Change
Operating profit, GAAP	$ 952	$ 879	8%
Global Growth and Efficiency Program	—	28	
Acquisition-related costs	6	—	
Operating profit, non-GAAP	$ 958	$ 907	6%

	Three Months Ended March 31,		
	2020	2019	Basis Point Change
Operating profit margin, GAAP	23.2%	22.6%	60
Global Growth and Efficiency Program	—	0.8	
Acquisition-related costs	0.2	—	
Operating profit margin, non-GAAP	23.4%	23.4%	—

Non-Service Related Postretirement Costs

Non-service related postretirement costs were $21 in the first quarter of 2020, as compared to $25 in the first quarter of 2019. Non-service related postretirement costs in the first quarter of 2019 included charges resulting from the Global Growth and Efficiency Program. Excluding charges resulting from the Global Growth and Efficiency Program in the first quarter of 2019, Non-service related postretirement costs were $21 in the first quarter of 2020, as compared to $24 in the first quarter of 2019.

	Three Months Ended March 31,	
	2020	2019
Non-service related postretirement costs, GAAP	$ 21	$ 25
Global Growth and Efficiency Program	—	(1)
Non-service related postretirement costs, non-GAAP	$ 21	$ 24

Interest (Income) Expense, Net

Interest (income) expense, net was $36 in the first quarter of 2020 as compared to $40 in the first quarter of 2019, primarily due to lower average interest rates on debt.

(Dollars in Millions Except Per Share Amounts)

Income Taxes

The effective income tax rate was 16.4% for the first quarter of 2020 as compared to 26.3% for the first quarter of 2019. As reflected in the table below, the non-GAAP effective income tax rate was 24.4% for the quarter ended March 31, 2020, as compared to 26.2% in the comparable period of 2019.

The quarterly provision for income taxes is determined based on the Company's estimated full year effective income tax rate adjusted by the amount of tax attributable to infrequent or unusual items that are separately recognized on a discrete basis in the income tax provision in the quarter in which they occur. The Company's current estimate of its full year effective income tax rate before discrete period items is 24.7%, compared to 26.1% in the first quarter of 2019. See Note 10, Income Taxes to the Condensed Consolidated Financial Statements for additional details.

	Three Months Ended March 31,					
	2020			2019		
	Income Before Income Taxes	Provision For Income Taxes[1]	Effective Income Tax Rate[2]	Income Before Income Taxes	Provision For Income Taxes[1]	Effective Income Tax Rate[2]
As Reported GAAP	$ 895	$ 147	16.4%	$ 814	$ 214	26.3 %
Global Growth and Efficiency Program	—	—	—	29	7	(0.1)
Subsidiary and operating structure initiatives	—	71	7.9%	—	—	—
Acquisition-related costs	6	2	0.1%	—	—	—
Non-GAAP	$ 901	$ 220	24.4%	$ 843	$ 221	26.2 %

(1) The income tax effect on non-GAAP items is calculated based upon the tax laws and statutory income tax rates applicable in the tax jurisdiction(s) of the underlying non-GAAP adjustment.

(2) The impact of non-GAAP items on the Company's effective tax rate represents the difference in the effective tax rate calculated with and without the non-GAAP adjustment on Income before income taxes and Provision for income taxes.

The provision for income taxes for the quarter ended March 31, 2020 includes $71 of income tax benefits recorded on a discrete period basis of which $45 relates to previously recorded foreign withholding taxes and $26 relates to a previously recorded valuation allowance against a deferred tax asset. As more fully described below, both items were previously recorded in connection with the charge recorded by the Company in 2017 and revised in 2018 related to the TCJA.

As part of the previously recorded charge for the TCJA, the Company had provided for foreign withholding taxes expected to be paid on the remittance of earnings from certain overseas subsidiaries no longer deemed indefinitely reinvested. As a result of a recent reorganization of the ownership structure of certain foreign subsidiaries, the Company has now determined that no withholding taxes will be due on the remittance by certain subsidiaries of earnings previously deemed reinvested and, accordingly, reversed $45 of previously recorded foreign withholding taxes.

Also as part of the previously recorded charge for the TCJA, the Company provided a valuation allowance against a deferred tax asset related to foreign tax credit carry-forwards that the Company did not expect to be able to use due to changes made by the TCJA. As a result of a new operating structure being implemented within one of the Company's divisions, the Company now believes the use of these foreign tax credit carry-forwards will not be limited in the future and, accordingly, reversed the previously recorded valuation allowance of $26.

(Dollars in Millions Except Per Share Amounts)

Net Income Attributable to Colgate-Palmolive Company and Earnings Per Share

Net income attributable to Colgate-Palmolive Company for the first quarter of 2020 increased to $715 from $560 in the first quarter of 2019, and Earnings per common share on a diluted basis increased to $0.83 per share in the first quarter of 2020 from $0.65 in the first quarter of 2019. Net income attributable to Colgate-Palmolive Company in the first quarter of 2020 included acquisition-related costs and a benefit related to subsidiary and operating structure initiatives and Net income attributable to Colgate-Palmolive Company in the first quarter of 2019 included charges resulting from the Global Growth and Efficiency Program. See Note 10, Income Taxes for additional information.

Excluding the items described above in both periods as applicable, Net income attributable to Colgate-Palmolive Company in the first quarter of 2020 increased 11% to $648 from $582 in the first quarter of 2019, and Earnings per common share on a diluted basis increased 12% to $0.75 in the first quarter of 2020 from $0.67 in the first quarter of 2019.

	Three Months Ended March 31, 2020				
	Income Before Income Taxes	Provision For Income Taxes[1]	Net Income Including Noncontrolling Interests	Net Income Attributable To Colgate-Palmolive Company	Diluted Earnings Per Share[2]
As Reported GAAP	$ 895	$ 147	$ 748	$ 715	$ 0.83
Subsidiary and operating structure initiatives	—	71	(71)	(71)	(0.08)
Acquisition-related costs	6	2	4	4	—
Non-GAAP	$ 901	$ 220	$ 681	$ 648	$ 0.75

	Three Months Ended March 31, 2019				
	Income Before Income Taxes	Provision For Income Taxes[1]	Net Income Including Noncontrolling Interests	Net Income Attributable To Colgate-Palmolive Company	Diluted Earnings Per Share[2]
As Reported GAAP	$ 814	$ 214	$ 600	$ 560	$ 0.65
Global Growth and Efficiency Program	29	7	22	22	0.02
Non-GAAP	$ 843	$ 221	$ 622	$ 582	$ 0.67

(1) The income tax effect on non-GAAP items is calculated based upon the tax laws and statutory income tax rates applicable in the tax jurisdiction(s) of the underlying non-GAAP adjustment.

(2) The impact of non-GAAP adjustments on diluted earnings per share may not necessarily equal the difference between "GAAP" and "non-GAAP" as a result of rounding.

(Dollars in Millions Except Per Share Amounts)

Net Sales and Operating Profit by Segment

Oral, Personal and Home Care

North America

	Three Months Ended March 31,		
	2020	2019	Change
Net sales	$ 929	$ 853	9.0 %
Operating profit	$ 258	$ 249	4 %
% of Net sales	27.8%	29.2%	(140) bps

Net sales in North America increased 9.0% in the first quarter of 2020 to $929, as volume growth of 9.5% was partially offset by negative foreign exchange of 0.5%, while net selling prices were flat. The Company's acquisition of Hello Products LLC contributed 1.5% to volume in North America. Organic sales in North America increased 8.0% in the first quarter of 2020. Organic sales growth was led by the United States.

The increase in organic sales in North America in the first quarter of 2020 versus the first quarter of 2019 was due to increases in Oral Care, Personal Care and Home Care organic sales. The increase in Oral Care was primarily due to organic sales growth in the toothpaste, manual toothbrush and prescription dental categories, partially offset by a decline in organic sales in the mouthwash category. The increase in Personal Care was primarily due to organic sales growth in the skin health, liquid hand soap and bar soap categories. The increase in Home Care was primarily due to organic sales growth in the hand dish, liquid cleaner and fabric softener categories.

Operating profit in North America increased 4% in the first quarter of 2020 to $258, while as a percentage of Net sales it decreased 140 bps to 27.8%. This decrease in Operating profit as a percentage of Net sales was due to increases in Selling, general and administrative expenses (100 bps) and Other (income) expense, net (50 bps), partially offset by an increase in Gross profit (10 bps), all as a percentage of Net sales. This increase in Gross profit was primarily due to cost savings from the Company's funding-the-growth initiatives (120 bps), partially offset by higher raw and packaging material costs (60 bps) and unfavorable mix (30 bps). This increase in Selling, general and administrative expenses was primarily due to increased advertising investment (80 bps) and higher overhead expenses (20 bps), primarily driven by higher logistics costs.

Latin America

	Three Months Ended March 31,		
	2020	2019	Change
Net sales	$ 889	$ 889	— %
Operating profit	$ 248	$ 232	7 %
% of Net sales	27.9%	26.1%	180 bps

Net sales in Latin America in the first quarter of 2020 were $889, even with the first quarter of 2019, as volume growth of 4.0% and net selling price increases of 6.5% were offset by negative foreign exchange of 10.5%. Organic sales in Latin America increased 10.5% in the first quarter of 2020. Organic sales growth was led by Argentina, Brazil and Mexico.

The increase in organic sales in Latin America in the first quarter of 2020 versus the first quarter of 2019 was due to increases in Oral Care, Personal Care and Home Care organic sales. The increase in Oral Care was primarily due to organic sales growth in the toothpaste, manual toothbrush and mouthwash categories. The increase in Personal Care was primarily due to organic sales growth in the bar soap and underarm protection categories. The increase in Home Care was primarily due to organic sales growth in the liquid cleaner and hand dish categories.

(Dollars in Millions Except Per Share Amounts)

Operating profit in Latin America increased 7% in the first quarter of 2020 to $248, or 180 bps to 27.9% of Net sales. This increase in Operating profit as a percentage of Net sales was primarily due to an increase in Gross profit (140 bps) as a percentage of Net sales. This increase in Gross profit was primarily due to higher pricing and cost savings from the Company's funding-the-growth initiatives (200 bps), partially offset by higher raw and packaging material costs (240 bps), which included foreign exchange transaction costs.

Europe

	Three Months Ended March 31,		
	2020	2019	Change
Net sales	$ 675	$ 602	12 %
Operating profit	$ 154	$ 151	2 %
% of Net sales	22.8%	25.1%	(230) bps

Net sales in Europe increased 12.0% in the first quarter of 2020 to $675, as volume growth of 16.5% was partially offset by net selling price decreases of 1.5% and negative foreign exchange of 3.0%. The Company's acquisition of the Filorga skin health business contributed 8.5% to volume in Europe. Organic sales in Europe increased 6.5% in the first quarter of 2020. Organic sales growth was led by the United Kingdom and Germany.

The increase in organic sales in Europe in the first quarter of 2020 was due to increases in Oral Care, Personal Care and Home Care organic sales. The increase in Oral Care was primarily due to organic sales growth in the toothpaste category, partially offset by declines in organic sales in the prescription dental and battery-powered toothbrush categories. The increase in Personal Care was primarily due to an increase in organic sales in the liquid hand soap, body wash and bar soap categories. The increase in Home Care was primarily due to organic sales growth in the spray and liquid cleaners, household bleach and hand dish categories.

Operating profit in Europe increased 2% in the first quarter of 2020 to $154, while as a percentage of Net sales it decreased 230 bps to 22.8%. This decrease in Operating profit as a percentage of Net Sales was due to increases in Selling, general and administrative expenses (230 bps) and Other (income) expense, net (130 bps), partially offset by an increase in Gross profit (130 bps), all as a percentage of Net sales. This increase in Gross profit was primarily due to favorable mix (140 bps) and cost savings from the Company's funding-the-growth initiatives (110 bps), partially offset by higher raw and packaging material costs (60 bps), which included foreign exchange transaction costs, and lower pricing. This increase in Selling, general and administrative expenses was due to higher overhead expenses (170 bps) and increased advertising investment (60 bps). This increase in Other (income) expense, net was due to the incremental amortization expense related to the Filorga acquisition (130 bps).

Asia Pacific

	Three Months Ended March 31,		
	2020	2019	Change
Net sales	$ 633	$ 700	(9.5) %
Operating profit	$ 161	$ 189	(15) %
% of Net sales	25.4%	27.0%	(160) bps

Net sales in Asia Pacific decreased 9.5% in the first quarter of 2020 to $633, as volume declines of 8.5% and negative foreign exchange of 2.0% were partially offset by net selling price increases of 1.0%. Organic sales in Asia Pacific decreased 7.5% in the first quarter of 2020. Organic sales declines in the Greater China region and India were partially offset by organic sales growth in Australia.

The decrease in organic sales in Asia Pacific in the first quarter of 2020 was primarily due to a decrease in Oral Care organic sales. The decrease in Oral Care was primarily due to declines in organic sales in the toothpaste and manual toothbrush categories.

(Dollars in Millions Except Per Share Amounts)

Operating profit in Asia Pacific decreased 15% in the first quarter of 2020 to $161, or 160 bps to 25.4% of Net Sales. This decrease in Operating profit as a percentage of Net sales was primarily due to an increase in Selling, general and administrative expenses (180 bps), partially offset by an increase in Gross profit (10 bps), both as a percentage of Net sales. This increase in Gross profit was primarily due to cost savings from the Company's funding-the-growth initiatives (180 bps), partially offset by higher raw and packaging material costs (150 bps), which included foreign exchange transaction costs. This increase in Selling, general and administrative expenses was due to higher overhead expenses (140 bps), primarily driven by higher logistics costs, and increased advertising investment (40 bps).

Africa/Eurasia

	Three Months Ended March 31,		
	2020	2019	Change
Net sales	$ 252	$ 240	5.0 %
Operating profit	$ 56	$ 46	22 %
% of Net sales	22.2%	19.2%	300 bps

Net sales in Africa/Eurasia increased 5.0% in the first quarter of 2020 to $252, as volume growth of 10.0% was partially offset by net selling price decreases of 0.5% and negative foreign exchange of 4.5%. The Company's acquisition of a 51% controlling interest in Colgate Tolaram Pte. Ltd., a joint venture which owns the Nigeria-based Hypo Homecare Products Limited (the "Nigeria Joint Venture"), contributed 1.5% to volume in Africa/Eurasia. Organic sales in Africa/Eurasia increased 8.0% in the first quarter of 2020. Organic sales growth was led by Turkey and Russia.

The increase in organic sales in Africa/Eurasia in the first quarter of 2020 versus the first quarter of 2019 was primarily due to increases in Oral Care and Personal Care organic sales. The increase in Oral Care was primarily due to organic sales growth in the toothpaste and manual toothbrush categories. The increase in Personal Care was primarily due to organic sales growth in the bar soap and body wash categories.

Operating profit in Africa/Eurasia increased 22% in the first quarter of 2020 to $56, or 300 bps to 22.2% of Net sales. This increase in Operating profit as a percentage of Net sales was primarily due to an increase in Gross profit (270 bps) and a decrease in Selling, general and administrative expenses (40 bps), both as a percentage of Net sales. This increase in Gross profit was primarily due to cost savings from the Company's funding-the-growth initiatives (230 bps) and lower raw and packaging material costs (40 bps). This decrease in Selling, general and administrative expenses was due to lower overhead expenses (230 bps), partially offset by increased advertising investment (190 bps).

Hill's Pet Nutrition

	Three Months Ended March 31,		
	2020	2019	Change
Net sales	$ 719	$ 600	20.0 %
Operating profit	$ 203	$ 164	24 %
% of Net sales	28.2%	27.3%	90 bps

Net sales for Hill's Pet Nutrition increased 20.0% in the first quarter of 2020 to $719, as volume growth of 17.0% and net selling price increases of 4.0% were partially offset by negative foreign exchange of 1.0%. Organic sales in Hill's Pet Nutrition increased 21.0% in the first quarter of 2020. Organic sales growth was led by the United States and Europe.

The increase in organic sales in the first quarter of 2020 versus the first quarter of 2019 was primarily due to increases in organic sales in the Prescription Diet and Science Diet categories.

(Dollars in Millions Except Per Share Amounts)

Operating profit in Hill's Pet Nutrition increased 24% in the first quarter of 2020 to $203, or 90 bps to 28.2% of Net sales. This increase in Operating profit as a percentage of Net sales was primarily due to an increase in Gross profit (120 bps), partially offset by an increase in Selling, general and administrative expenses (50 bps), both as a percentage of Net sales. This increase in Gross profit was primarily due to cost savings from the Company's funding-the-growth initiatives (130 bps) and higher pricing, partially offset by higher raw and packaging material costs (170 bps). This increase in Selling, general and administrative expenses was due to increased advertising investment (210 bps), partially offset by lower overhead expenses (160 bps).

During the quarter ended March 31, 2019, Hill's announced a voluntary recall, which was subsequently expanded, of select canned dog food products due to potentially elevated levels of Vitamin D resulting from a supplier error. In the United States, the voluntary recall was conducted in cooperation with the U.S. Food and Drug Administration. Following the announcement of the voluntary recall, and as of March 31, 2020, Hill's and/or the Company have been named as defendants in 37 putative class action lawsuits, one putative class action filed on behalf of a European Union class and one individual action, all related to the voluntary recall and filed in various jurisdictions in the United States. In addition, two putative class actions related to the voluntary recall have been filed in Canada. Eight of the putative class actions lawsuits in the United States and one of the putative class action lawsuits in Canada have been voluntarily dismissed. Hill's is entitled to indemnification from the supplier related to the voluntary recall. Sales of products voluntarily recalled represent less than 2% of Hill's annual Net sales. The sales loss and other costs associated with the voluntary recall and subsequent expansion did not have a material impact on the Company's Net sales or Operating profit are not expected to have a material impact in future periods.

Corporate

	Three Months Ended March 31,		
	2020	2019	Change
Operating profit (loss)	$ (128)	$ (152)	(16) %

Operating profit (loss) related to Corporate was ($128) in the first quarter of 2020 as compared to ($152) in the first quarter of 2019. In the first quarter of 2020, Corporate Operating profit (loss) included acquisition-related costs of $6. In the first quarter of 2019, Corporate Operating profit (loss) included charges of $28 resulting from the Global Growth and Efficiency Program, which concluded on December 31, 2019.

(Dollars in Millions Except Per Share Amounts)

Non-GAAP Financial Measures

This Quarterly Report on Form 10-Q discusses certain financial measures on both a GAAP and a non-GAAP basis. The Company uses the non-GAAP financial measures described below internally in its budgeting process, to evaluate segment and overall operating performance and as a factor in determining compensation. The Company believes that these non-GAAP financial measures are useful in evaluating the Company's underlying business performance and trends; however, this information should be considered as supplemental in nature and is not meant to be considered in isolation or as a substitute for the related financial information prepared in accordance with GAAP. In addition, these non-GAAP financial measures may not be the same as similar measures presented by other companies.

Net sales growth (GAAP) and organic sales growth (Net sales growth excluding the impact of foreign exchange, acquisitions and divestments) (non-GAAP) are discussed in this Quarterly Report on Form 10-Q. Management believes the organic sales growth measure provides investors and analysts with useful supplemental information regarding the Company's underlying sales trends by presenting sales growth excluding the external factor of foreign exchange, as well as the impact of acquisitions and divestments, as applicable. A reconciliation of organic sales growth to Net sales growth for the three months ended March 31, 2020 is provided below.

Worldwide Gross profit, Gross profit margin, Selling, general and administrative expenses, Selling, general and administrative expenses as a percentage of Net sales, Other (income) expense, net, Operating profit, Operating profit margin, Non-service related postretirement costs, effective income tax rate, Net income attributable to Colgate-Palmolive Company and Earnings per share on a diluted basis are discussed in this Quarterly Report on Form 10-Q both on a GAAP basis and excluding, as applicable, the charges resulting from the Global Growth and Efficiency Program, acquisition-related costs and a benefit related to a recent reorganization of the ownership structure of certain foreign subsidiaries and a new operating structure being implemented within one of the Company's divisions. These non-GAAP financial measures exclude items that, either by their nature or amount, management would not expect to occur as part of the Company's normal business on a regular basis, such as restructuring charges, charges for certain litigation and tax matters, gains and losses from certain acquisition, divestitures and certain unusual, non-recurring items. Investors and analysts use these financial measures in assessing the Company's business performance and management believes that presenting these financial measures on a non-GAAP basis provides them with useful supplemental information to enhance their understanding of the Company's underlying business performance and trends. These non-GAAP financial measures also enhance the ability to compare period-to-period financial results. A reconciliation of each of these non-GAAP financial measures to the most directly comparable GAAP financial measures for the three months ended March 31, 2020 and 2019 is presented within the applicable section of Results of Operations.

The following table provides a quantitative reconciliation of Net sales growth to organic sales growth for the three months ended March 31, 2020:

Three Months Ended March 31, 2020	**Net Sales Growth (GAAP)**	**Foreign Exchange Impact**	**Acquisitions and Divestments Impact**	**Organic Sales Growth (Non-GAAP)**
Oral, Personal and Home Care				
North America	9.0%	(0.5)%	1.5%	8.0%
Latin America	—%	(10.5)%	—%	10.5%
Europe	12.0%	(3.0)%	8.5%	6.5%
Asia Pacific	(9.5)%	(2.0)%	—%	(7.5)%
Africa/Eurasia	5.0%	(4.5)%	1.5%	8.0%
Total Oral, Personal and Home Care	3.0%	(4.0)%	2.0%	5.0%
Pet Nutrition	20.0%	(1.0)%	—%	21.0%
Total Company	5.5%	(3.5)%	1.5%	7.5%

Liquidity and Capital Resources

The Company expects cash flow from operations and debt issuances will be sufficient to meet foreseeable business operating and recurring cash needs (including for debt service, dividends, capital expenditures and stock repurchases). The Company believes its strong cash generation and financial position should continue to allow it broad access to global credit and capital markets.

Net cash provided by operations increased 27% to $768 in the first three months of 2020, compared with $605 in the comparable period of 2019, primarily due to higher net income, lower voluntary contributions to the Company's pension plans and lower income tax payments. The Company continues to be tightly focused on working capital. The Company's working capital was (3.6%) as a percentage of Net sales in the first three months of 2020 as compared to (3.9%) in the first three months of 2019. The Company defines working capital as the difference between current assets (excluding Cash and cash equivalents and marketable securities, the latter of which is reported in Other current assets) and current liabilities (excluding short-term debt).

Investing activities used $459 of cash in the first three months of 2020, compared with $98 in the comparable period of 2019. As more fully described below, investing activities in the first three months of 2020 include the Company's acquisition of Hello Products LLC.

On September 19, 2019, the Company acquired Filorga for cash consideration of €1,516 (approximately $1,674) plus additional consideration of €32 (approximately $38), the majority of which related to repayment of loans from former shareholders of Filorga. On August 15, 2019, the Company acquired a 51% controlling interest in the Nigeria Joint Venture for $31. On January 31, 2020, the Company acquired Hello Products LLC for cash consideration of $351.

These acquisitions were financed with a combination of debt and cash. As a result of the incremental debt related to these acquisitions, the Company moderated its share repurchases in the first quarter of 2020 and will continue to do so into 2021 in order to reduce debt levels.

Capital spending was $82 in the first three months of 2020 compared to $71 in the comparable period of 2019. Capital expenditures for 2020 are expected to be approximately 2.5% to 3.0% of Net sales. The Company continues to focus its capital spending on projects that are expected to yield high aftertax returns.

Financing activities used $308 of cash during the first three months of 2020, compared with $392 used in the comparable period of 2019, primarily reflecting higher proceeds from the exercise of stock options in the first three months of 2020 compared with the comparable period of 2019.

Long-term debt, including the current portion, increased to $7,591 as of March 31, 2020 as compared to $7,587 as of December 31, 2019 and total debt was $7,846 as of March 31, 2020 as compared to $7,847 as of December 31, 2019. During the first quarter of 2019, the Company issued €500 of seven-year notes at a fixed coupon rate of 0.500% and €500 of fifteen-year notes at a fixed coupon rate of 1.375%. The debt issuances were under the Company's shelf registration statement. The debt issuances support the Company's capital structure objectives of funding its business and growth initiatives while minimizing its risk-adjusted cost of capital. Proceeds from the debt issuances were used for general corporate purposes, which included the retirement of commercial paper and the repayment of the Company's $500 1.75% fixed rate notes, which became due in March 2019, and €500 floating rate notes, which became due May 2019.

Domestic and foreign commercial paper outstanding was $858 and $216 as of March 31, 2020 and 2019, respectively. The average daily balances outstanding for commercial paper in the first three months of 2020 and 2019 were $1,694 and $1,548, respectively. The Company classifies commercial paper and certain current maturities of notes payable as long-term debt when it has the intent and ability to refinance such obligations on a long-term basis, including, if necessary, by utilizing its unused lines of credit of approximately $4,500 (including under the facilities discussed below) or by issuing medium-term notes pursuant to an effective shelf registration statement. In November 2018, the Company entered into an amended and restated $2,650 revolving credit facility with a syndicate of banks that was scheduled to expire in November 2023. In August 2019, the term of the facility was extended by one year and it now expires in November 2024. In August 2019, the Company entered into a $1,500 364-day credit facility with a syndicate of banks that is scheduled to expire in August 2020. Commitment fees related to the credit facilities are not material.

Certain of the agreements with respect to the Company's bank borrowings contain financial and other covenants as well as cross-default provisions. Noncompliance with these requirements could ultimately result in the acceleration of amounts owed. The Company is in full compliance with all such requirements and believes the likelihood of noncompliance is remote. Refer to Note 6, Long term Debt and Credit Facilities, on the Company's Annual Report on Form 10-K for the year ended December 31, 2019 for further information about the Company's long-term debt and credit facilities.

In the first quarter of 2020, the Company increased the quarterly common stock dividend to $0.44 per share from $0.43 per share previously, effective in the second quarter of 2020.

Cash and cash equivalents decreased $29 during the first three months of 2020 to $854 at March 31, 2020, compared to $883 at December 31, 2019, most of which ($794 and $798, respectively) were held by the Company's foreign subsidiaries.

During the quarter ended March 31, 2020, COVID-19 did not have a significant impact on the Company's access to global credit and capital markets needed to maintain sufficient liquidity for its continued operating and cash needs. For more information regarding the anticipated impact of COVID-19, see "Executive Overview" and "Risk Factors" in Part II, Item 1A of this Quarterly Report and in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

For additional information regarding liquidity and capital resources, please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

Goodwill and Indefinite-Lived Intangible Assets

As a result of the COVID-19 pandemic, the Company assessed whether a "triggering event" had occurred indicating a possible impairment of its goodwill and indefinite life intangible assets. As a result of this assessment, the Company determined that a "triggering event" had occurred relative to its recently acquired Filorga skin health business and, as required, performed a quantitative analysis, with the assistance of a third-party valuation firm, of the value of the Filorga reporting unit and its indefinite-life intangible assets. Based on the analysis, the Company determined that the fair value of the Filorga reporting unit and the related indefinite life intangible assets continue to exceed their carrying values and were not impaired as of March 31, 2020.

Determining the fair value of the Filorga reporting unit and indefinite-lived intangible assets requires significant judgment and estimates by management regarding several key inputs, including future cash flows consistent with management's strategic plans, sales growth rates and the selection of royalty rates and a discount rate, amongst others. Estimating sales growth rates requires significant judgment by management in areas such as future economic conditions, category and industry growth rates, product pricing, consumer tastes and preferences and future expansion expectations. Given the inherent uncertainties in estimating the future impacts of the COVID-19 pandemic on global macroeconomic conditions and interest rates in general and on the Filorga business in particular, actual results may differ from management's current estimates and could have an adverse impact on one or more of the assumptions used in our quantitative models related to the Filorga reporting unit, resulting in potential impairment charges in subsequent periods. As of March 31, 2020, the fair value of the Filorga reporting unit exceeded its carrying value by 10%. A reduction in the long-term growth rate of 50 basis points or an increase in the discount rate of 25 basis points would result in a reduction of the fair value of the Filorga reporting unit of approximating 5%. Given the recent acquisition of Filorga, where there is inherently a lower surplus of fair value over carrying value, management will continue to assess triggering events that may necessitate additional qualitative or quantitative analyses of our reporting units and indefinite-lived intangible assets in future periods.

Market Share Information

Management uses market share information as a key indicator to monitor business health and performance. References to market share in this Quarterly Report on Form 10-Q are based on a combination of consumption and market share data provided by third-party vendors, primarily Nielsen, and internal estimates. All market share references represent the percentage of the dollar value of sales of our products, relative to all product sales in the category in the countries in which the Company competes and purchases data (excluding Venezuela from all periods).

Market share data is subject to limitations on the availability of up-to-date information. In particular, market share data is currently not generally available for certain retail channels, such as eCommerce or certain discounters. The Company measures year-to-date market shares from January 1 of the relevant year through the most recent period for which market share data is available, which typically reflects a lag time of one or two months. The Company believes that the third-party vendors it uses to provide data are reliable, but it has not verified the accuracy or completeness of the data or any assumptions underlying the data. In addition, market share information reported by the Company may be different from market share information reported by other companies due to differences in category definitions, the use of data from different countries, internal estimates and other factors.

Cautionary Statement on Forward-Looking Statements

This Quarterly Report on Form 10-Q may contain forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995 or by the SEC in its rules, regulations and releases that set forth anticipated results based on management's current plans and assumptions. Such statements may relate, for example, to sales or volume growth, net selling price increases, organic sales growth, profit or profit margin growth, earnings per share growth, financial goals, the impact of foreign exchange, the impact of COVID-19, cost-reduction plans, tax rates, new product introductions, commercial investment levels, acquisitions, divestitures, share repurchases, or legal or tax proceedings, among other matters. These statements are made on the basis of the Company's views and assumptions as of this time and the Company undertakes no obligation to update these statements whether as a result of new information, future events or otherwise, except as required by law or by the rules and regulations of the SEC. Moreover, the Company does not nor does any other person assume responsibility for the accuracy and completeness of those statements. The Company cautions investors that any such forward-looking statements are not guarantees of future performance and that actual events or results may differ materially from those statements. Actual events or results may differ materially because of factors that affect international businesses and global economic conditions, as well as matters specific to the Company and the markets it serves, including the uncertain economic and political environment in different countries and its effect on consumer spending habits, foreign currency rate fluctuations, exchange controls, tariffs, price or profit controls, labor relations, changes in foreign or domestic laws, or regulations or their interpretation, political and fiscal developments, including changes in trade, tax and immigration policies, increased competition and evolving competitive practices (including from the growth of eCommerce and the entry of new competitors and business models), the ability to operate and respond effectively during a pandemic, epidemic or widespread public health concern, including COVID-19, disruptions in global supply chain, the availability and cost of raw and packaging materials, the ability to maintain or increase selling prices as needed, changes in the policies of retail trade customers, the emergence of new sales channels, the growth of eCommerce and the changing retail landscape (as consumers increasingly shop online), the ability to develop innovative new products, the ability to continue lowering costs and operate in an agile manner, the ability to maintain the security of our information technology systems from a cyber-security incident or data breach, the ability to achieve our sustainability goals, the ability to complete acquisitions and divestitures as planned, the ability to successfully integrate acquired businesses, the ability to attract and retain key employees, and the uncertainty of the outcome of legal proceedings, whether or not the Company believes they have merit. For information about these and other factors that could impact the Company's business and cause actual results to differ materially from forward-looking statements, refer to the Company's filings with the SEC (including, but not limited to, the information set forth under the captions "Risk Factors" and "Cautionary Statement on Forward-Looking Statements" in the Company's Annual Report on Form 10-K for the year ended December 31, 2019, this Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 and subsequent Quarterly Reports on Form 10-Q).

Quantitative and Qualitative Disclosures about Market Risk

There is no material change in the information reported under Part II, Item 7, "Managing Foreign Currency, Interest Rate, Commodity Price and Credit Risk Exposure" contained in our Annual Report on Form 10-K for the year ended December 31, 2019.

Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company’s management, under the supervision and with the participation of the Company’s Chairman of the Board, President and Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Company’s disclosure controls and procedures as of March 31, 2020 (the “Evaluation”). Based upon the Evaluation, the Company’s Chairman of the Board, President and Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934) are effective.

Changes in Internal Control Over Financial Reporting

The Company is in the process of upgrading its enterprise IT system to SAP S/4 HANA. This change is not expected to have a material impact on the Company’s internal controls over financial reporting.

Except as noted above, there were no changes in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For information regarding legal matters, please refer to Note 11, Contingencies to the Condensed Consolidated Financial Statements contained in Part I of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

Item 1A. Risk Factors

With the exception of the change in risk factors discussed below, there have been no material changes from the risk factors disclosed in Part 1, Item 1A. Risk Factors of the Company’s Annual Report on Form 10-K for the year ended December 31, 2019.

We face various risks related to pandemics, epidemics or similar widespread public health concerns, which may have a material adverse effect on our business, results of operations, cash flows and financial condition.

We face various risks related to pandemics, epidemics or similar widespread public health concerns, including the novel coronavirus pandemic (“COVID-19”). A pandemic, epidemic or similar widespread health concern could have, and COVID-19 has had and may continue to have, a variety of impacts on our business, results of operations, cash flows and financial condition, including:

- Our ability to continue to maintain and support the health and safety of our employees, including key employees;
- Volatility in the demand for and availability of our products, which may be caused by the temporary inability of our consumers to purchase our products due to illness, financial hardship, quarantine, government actions mandating the closure of our distributors or retailers or imposing travel or movement restrictions, shifts in demand away from more discretionary or higher priced products to lower priced products, or pantry-loading activity;
- Changes in purchasing patterns of our consumers, including the frequency of visits by consumers to retail locations and a shift to purchasing our products online from eCommerce retailers;
- Inability to meet our customers' needs and achieve our cost targets due to temporary or long-term disruptions in the manufacture, sourcing and distribution of our products or materials despite our business continuity and contingency plans in place for key manufacturing sites and the supply of raw and packaging materials;
- Failure of third parties on which we rely, including our suppliers, contract manufacturers, customers, commercial banks, joint venture partners and external business partners, to meet their obligations to us, or significant disruptions in their ability to do so, which may be caused by their own financial or operational difficulties;
- Significant changes in the economic and political conditions of the markets in which we operate, which could restrict and have restricted our employees’ ability to work and travel, could mandate and have mandated or caused the closure of certain distributors or retailers, our offices, shared business service centers and/or operating and manufacturing facilities or otherwise could prevent and have prevented us as well as our third-party partners, suppliers or customers from sufficiently staffing operations, including operations necessary for the manufacture, distribution, sale and support of our products; and/or
- Disruptions and volatility in the global capital markets, which may increase the cost of capital and adversely impact our access to capital, and currency and commodity prices.

Despite our efforts to manage these impacts, their ultimate impact also depends on factors beyond our knowledge or control, including the duration, severity and geographic scope of an outbreak, including COVID-19, and the actions taken to contain its spread and mitigate its public health and economic effects.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On June 18, 2018, the Board authorized the repurchase of shares of the Company’s common stock having an aggregate purchase price of up to $5 billion under a new share repurchase program (the “2018 Program”), which replaced a previously authorized share repurchase program. The Board also has authorized share repurchases on an ongoing basis to fulfill certain requirements of the Company’s compensation and benefit programs. The shares are repurchased from time to time in open market or privately negotiated transactions at the Company’s discretion, subject to market conditions, customary blackout periods and other factors.

The following table shows the stock repurchase activity for the three months in the quarter ended March 31, 2020:

Month	Total Number of Shares Purchased[1]	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[2]	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs[3] (in millions)
January 1 through 31, 2020	797,787	$ 69.81	762,303	$ 3,229
February 1 through 29, 2020	1,294,084	$ 74.52	1,183,595	$ 3,141
March 1 through 31, 2020	1,031,036	$ 67.36	993,383	$ 3,074
Total	3,122,907	$ 70.95	2,939,281	

(1) Includes share repurchases under the 2018 Program and those associated with certain employee elections under the Company’s compensation and benefit programs.

(2) The difference between the total number of shares purchased and the total number of shares purchased as part of publicly announced plans or programs is 183,626 shares, which represents shares deemed surrendered to the Company to satisfy certain employee elections under the Company’s compensation and benefit programs.

(3) Includes approximate dollar value of shares that were available to be purchased under the publicly announced plans or programs that were in effect as of March 31, 2020.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
10-A	Form of Performance Stock Unit Award Agreement for the 2020-2022 Performance Cycle.* **
31-A	Certificate of the Chairman of the Board, President and Chief Executive Officer of Colgate-Palmolive Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. **
31-B	Certificate of the Chief Financial Officer of Colgate-Palmolive Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.**
32	Certificate of the Chairman of the Board, President and Chief Executive Officer and the Chief Financial Officer of Colgate-Palmolive Company pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. § 1350.***
101	The following materials from Colgate-Palmolive Company's Quarterly Report on Form 10-Q for the period ended March 31, 2020, formatted in Inline eXtensible Business Reporting Language (Inline XBRL): (i) the Condensed Consolidated Statements of Income; (ii) the Condensed Consolidated Statements of Comprehensive Income; (iii) the Condensed Consolidated Balance Sheets; (iv) the Condensed Consolidated Statements of Cash Flows; (v) Condensed Consolidated Statements of Changes in Shareholders' Equity and (vi) Notes to Condensed Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).**

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* Indicates a management contract or compensatory plan or arrangement.

** Filed herewith.

*** Furnished herewith.

COLGATE-PALMOLIVE COMPANY
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.

	COLGATE-PALMOLIVE COMPANY (Registrant)
	Principal Executive Officer:
May 1, 2020	/s/ Noel R. Wallace
	Noel R. Wallace Chairman of the Board, President and Chief Executive Officer
	Principal Financial Officer:
May 1, 2020	/s/ Henning I. Jakobsen
	Henning I. Jakobsen Chief Financial Officer
	Principal Accounting Officer:
May 1, 2020	/s/ Philip G. Shotts
	Philip G. Shotts Vice President and Controller

EXHIBIT 10-A

COLGATE-PALMOLIVE COMPANY

2020 PERFORMANCE STOCK UNIT AWARD
NOTICE OF GRANT

<<Title>> <<First Name>> <<Last Name>>
Colgate-Palmolive
<<Location>>

You have been granted the following performance-based Restricted Stock Units ("PBRSUs") in accordance with the attached 2020 Performance Stock Unit Award Agreement (the "Agreement"):

Date of Grant:	/$GrantDate$/
Target Number of PBRSUs:	/$AwardsGranted$/
Fair Market Value of Common Stock on Grant Date:	/FMV/
Performance Period:	January 1, 2020 through December 31, 2022
Vesting Date:	The date the Committee certifies performance of the performance criteria set forth in Exhibit A to the Agreement (the "Certification Date")
Settlement Date:	As soon as administratively practicable following the Certification Date, but no later than the earlier of (i) 60 days after the Certification Date and (ii) March 15, 2023.

This award is made under the Colgate-Palmolive Company 2019 Incentive Compensation Plan (the "Plan"), and is subject to the terms, conditions, limitations and restrictions contained in or established pursuant to the Plan, the Agreement and, if applicable, the Company's Clawback Policy and all requirements of applicable law, including the provisions relating to the forfeiture of PBRSUs upon termination of your employment. Capitalized terms used in this Notice of Grant that are not defined in this Notice of Grant have the meanings as used or defined in the Agreement.

ATTACHMENT: 2020 Performance Stock Unit Award Agreement

COLGATE-PALMOLIVE COMPANY
2020 PERFORMANCE STOCK UNIT AWARD AGREEMENT

THIS AWARD AGREEMENT (this "Agreement"), effective as of the date indicated on the Notice of Grant delivered herewith (the "Notice of Grant"), is made and entered into by and between Colgate- Palmolive Company, a Delaware corporation (the "Company"), and the individual named on the Notice of Grant ("you").

WITNESSETH:

WHEREAS, the Colgate-Palmolive Company 2019 Incentive Compensation Plan (the "Plan") provides for the grant of performance-based Restricted Stock Units, which are referred to in this Agreement as "PBRSUs;" and

WHEREAS, the Committee has awarded to you the PBRSUs described in the Notice of Grant, subject to the terms and conditions of this Agreement and the Plan.

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements herein contained, and as an inducement to you to continue as an employee of the Company (or its Affiliates), you and the Company hereby agree as follows:

Capitalized terms used and not otherwise defined in this Agreement shall have the meanings set forth in the Plan.

A. Terms and Conditions Applicable to PBRSUs

1. Grant of Award. The Award consists of that number of PBRSUs that has been approved for the Award to you by the Committee as the target number of PBRSUs, as set forth in the Notice of Grant ("Target PBRSUs"). Each PBRSU is equivalent to one Share. Your rights to the PBRSUs are subject to this Agreement and the Plan (which is incorporated herein by reference with the same effect as if set forth herein in full) in addition to such other terms and conditions, if any, as may be imposed by law.

2. Vesting of Award.

(a) Vesting Upon Performance and Continued Service. The number of PBRSUs earned and vested with respect to the Performance Period (as defined in Exhibit A) shall be determined based on the extent to which the performance criteria set forth in Exhibit A hereto (the "Performance Criteria") are attained. Except as otherwise provided in Section A.2(b) and Section A.2(c) below, if (i) the Committee certifies in writing the extent to which the applicable Performance Criteria in the Performance Period are attained and (ii) you remain continuously employed by the Company or an Affiliate through the date on which the Committee certifies such performance (the "Certification Date"), you will become vested in the number of PBRSUs earned pursuant to Exhibit A as of the Certification Date.

(b) Termination of Employment due to Death, Disability or Retirement. Unless otherwise determined by the Committee, if (i) you are employed with the Company or an Affiliate for at least six months of the Performance Period and (ii) (A) you begin to receive benefits under the Company's long-term disability plan, (B) you terminate your employment with the Company or an Affiliate due to Retirement or (C) your employment with the Company or an Affiliate terminates due to your death, in each case on or before the Certification Date, the remaining portion of the Performance Period shall continue through its last day, and you shall become vested as of the Certification Date in a pro-rata portion of the PBRSUs equal to the product obtained by multiplying (x) the total number of PBRSUs earned with respect to the Performance Period based on actual performance during the Performance Period as determined in accordance with Exhibit A by (y) a fraction, the numerator of which is the total number of days in the Performance Period during which you are employed by the Company or an Affiliate (or, in the case of (A) above, the number of days during the Performance Period before you began receiving benefits under the Company's long-term disability plan) and the denominator of which is the total number of days during the Performance Period.

(c) Vesting Upon a Change in Control. The treatment of your PBRSUs in the event of a Change in Control shall be governed by Section 11 of the Plan.

(d) Forfeiture of Unvested PBRSUs. Except as provided in Section A.2(b) or Section A.2(c) above, or as otherwise determined by the Committee, if your employment with the Company or an Affiliate terminates for any reason during the Performance Period or the period after the Performance Period and before the Certification Date, any PBRSUs will be forfeited and canceled as of the date of such termination of employment.

3. Distribution of Shares.

(a) Distribution Upon Vesting. The Company will distribute to you (or to your estate in the event of your death) the Shares represented by the PBRSUs that are earned and vested in accordance with Section A.2 above and Exhibit A as soon as administratively practicable, but no later than the earlier of (i) 60 days after the Certification Date, and (ii) March 15, 2022.

(b) Forfeiture of Shares; Termination for Cause. Notwithstanding any provision of this Agreement or the Plan to the contrary, if (i) your employment with the Company or an Affiliate is terminated for Cause, or (ii) your employment with the Company or an Affiliate is terminated for any reason, voluntarily or involuntarily, and before the Certification Date it is discovered that you engaged in conduct that would have justified termination for Cause, your rights in your unvested PBRSUs will be immediately forfeited and canceled as of such termination date.

B. Prohibited Conduct. In consideration of the grant by the Company of the PBRSUs and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, you and the Company, intending to be legally bound, agree to the provisions regarding "Prohibited Conduct" set forth on Annex A to this Agreement. Annex A to this Agreement is part of this Agreement.

C. Additional Terms and Conditions

1. Compliance With Law. The Plan, the granting and vesting of the PBRSUs, and any obligations of the Company under the Plan, shall be subject to all applicable federal, state and foreign country laws, rules and regulations, and to such approvals by any regulatory or governmental agency as may be required, and to any rules or regulations of any exchange on which the Shares are listed. The International

Appendix hereto describes additional terms and conditions applicable to the PBRSUs in certain foreign countries. The Company, in its discretion, may postpone the vesting of the PBRSUs, the issuance or delivery of Shares under this Award or any other action permitted under the Plan to permit the Company, with reasonable diligence, to complete such stock exchange listing or registration or qualification of such Shares or other required action under any federal, state or foreign country law, rule or regulation and may require you to make such representations and furnish such information as it may consider appropriate in connection with the issuance or delivery of Shares in compliance with applicable laws, rules and regulations. The Company shall not be obligated by virtue of any provision of the Plan to recognize the vesting of the PBRSUs or to otherwise sell or issue Shares in violation of any such laws, rules or regulations. Neither the Company nor its directors or officers shall have any obligation or liability to you caused by any postponement of the vesting or settlement of the PBRSUs (or Shares issuable thereunder).

2. No Stockholder Rights. Except as set forth in the Plan, neither you nor any person claiming under or through you shall be, or have any of the rights or privileges of, a stockholder of the Company (*e.g.*, you have no right to vote or receive dividends) in respect of the Shares issuable pursuant to this Award unless and until your Shares shall have been issued.

3. Tax Withholding. No later than the date as of which an amount first becomes includible in your gross income for federal, state, local or foreign tax purposes with respect to this Award, you shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, any federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such amount. Unless otherwise determined by the Company, withholding obligations may be settled with Common Stock, including Common Stock that is part of this Award that gives rise to the withholding requirement, having a Fair Market Value on the date of withholding equal to the amount required to be withheld for tax purposes, all in accordance with any such procedures as the Committee may establish. The obligations of the Company under this Agreement shall be conditional on such payment or arrangements, and the Company and its Affiliates shall, to the extent permitted by law, have the right to deduct any such taxes from any payment otherwise due to you. The Committee may establish such procedures as it deems appropriate, including making irrevocable elections, for the settlement of withholding obligations with Common Stock.

4. PBRSUs Not Transferable. The PBRSUs granted herein are not transferable except in accordance with the provisions of the Plan.

5. Plan Incorporated. You accept the PBRSUs hereby granted subject to all the provisions of the Plan, which are incorporated into this Agreement, including the provisions that authorize the Committee to administer and interpret the Plan and which provide that the Committee's decisions, determinations and interpretations with respect to the Plan are final and conclusive on all persons affected thereby. In the event of a conflict between this Agreement and the Plan, the Plan shall prevail.

6. No Guaranteed Employment. Nothing contained in this Agreement shall affect the right of the Company or an Affiliate to terminate your employment at any time, with or without Cause, or shall be deemed to create any rights to employment on your part. The rights and obligations arising under this

Agreement are not intended to and do not affect the employment relationship that otherwise exists between the Company or an Affiliate and you, whether such employment relationship is at will or defined by an employment contract. Moreover, this Agreement is not intended to and does not amend any existing employment contract between the Company and you. To the extent there is a conflict between this Agreement and such an employment contract as it relates to the PBRSUs awarded hereunder, the terms of this Agreement shall govern and take priority.

7. Notices. Any notice to be given to the Company under the terms of this Agreement shall be addressed to the Secretary at the Company's principal executive offices, and any notice to be given to you shall be addressed to you at the address on file with the Company and/or the Company's plan administrator, Merrill, Lynch, Pierce, Fenner & Smith Incorporated ("Merrill"). Either the Company or you may designate a different address by written notice to the other. Written notice to said addresses shall be effective to bind the Company, you and your representatives and beneficiaries.

8. Binding Agreement. Subject to the limitations in this Agreement on the transferability by you of the Award granted herein, this Agreement shall be binding upon and inure to the benefit of the representatives, executors, successors or beneficiaries of the parties hereto.

9. Governing Law; Jurisdiction. The interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of Delaware and the United States, as applicable, without reference to the conflict of laws provisions thereof. Any disputes involving this Agreement or the related Restricted Stock Unit Award will be heard and determined before the Delaware Court of Chancery or if not maintainable therein, then before an appropriate federal or state court located in Delaware, and you and the Company each agree to submit yourself and your respective property to the non-exclusive jurisdiction of the foregoing courts with respect to such disputes, in each case, as permitted.

10. Severability. If any provision of this Agreement is declared or found to be illegal, unenforceable or void, in whole or in part, then the parties shall be relieved of all obligations arising under such provision, but only to the extent that it is illegal, unenforceable or void, it being the intent and agreement of the parties that this Agreement shall be deemed amended by modifying such provision to the extent necessary to make it legal and enforceable while preserving its intent or, if that is not possible, by substituting therefor another provision that is legal and enforceable and achieves the same objectives.

11. Interpretation. All section titles and captions in this Agreement are for convenience only, shall not be deemed part of this Agreement, and in no way shall define, limit, extend or describe the scope or intent of any provisions of this Agreement.

12. Entire Agreement. This Agreement constitutes the entire agreement among the parties hereto pertaining to the subject matter hereof and supersedes all prior agreements and understandings pertaining thereto.

13. <u>No Waiver</u>. No failure by any party to insist upon the strict performance of any covenant, duty, agreement or condition of this Agreement or to exercise any right or remedy consequent upon a breach thereof shall constitute waiver of any such breach or any other covenant, duty, agreement or condition.

14. <u>Section 409A of the Code</u>. This Agreement is intended to comply with the requirements of Section 409A of the Code or an exemption or exclusion therefrom and, with respect to amounts that are subject to Section 409A of the Code, it is intended that this Agreement be administered in all respects in accordance with Section 409A of the Code. In no event may you, directly or indirectly, designate the calendar year of any payment to be made under this Agreement that constitutes non-qualified deferred compensation subject to Section 409A of the Code.

15. <u>Data Privacy</u>. You understand that the Company and the Company subsidiary for which you work may hold certain personal information about you, including, but not limited to, your name, home address and telephone number, date of birth, social insurance number or other identification number, any Shares or directorships held in the Company, details of all PBRSUs. By accepting the PBRSUs, you explicitly and unambiguously consent to the collection, use, transfer, holding, storage and disclosure in electronic or other form, of your personal data as described in this Agreement and any other Award grant materials ("<u>Data</u>") by and among, as applicable, the Company, its subsidiaries and Affiliates (collectively referred to in this Data Privacy section as the "<u>Company</u>") and certain third party service providers including, but not limited to, Plan brokers, financial advisers and legal counsel, engaged by the Company (collectively, the "<u>Providers</u>") for the purpose of implementing, administering and managing the Plan and complying with applicable laws, regulations and legislation. You understand that the Data which may be collected, used, transferred, held, stored or disclosed by the Company and the Providers consists of certain Data about you, including, but not limited to, your name, home address, telephone number, date of birth, social insurance number or other government identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all PBRSUs or any other entitlement to Shares awarded, canceled, exercised, vested, unvested or outstanding in your favor. The Data may also include information relating to your health (for example, where your employment terminates due to death or Disability). You further understand that such collection, use, transfer, holding, storage or disclosure of the Data may be necessary for the purpose of implementing, administering and managing the Plan and complying with applicable laws, regulations and legislation. You understand that the Company or the Providers may be located in the United States or elsewhere, and that the laws of the country in which the Company and the Providers collect, use, transfer, hold, store or disclose the Data may have different legal protections for the Data than your country. However, regardless of the location of the Data, the Company protects the Data through reasonable physical, technical and administrative safeguards and requires that the Providers also have such safeguards in place. You understand that you may, at any time, request a copy of your Data, request additional information about the storage and processing of Data, require any necessary amendments to Data or refuse or withdraw the consents herein, in any case without cost, by contacting your local human resources representative in writing. You understand that refusing or withdrawing your consent may affect your ability to participate in the Plan as more fully described below. You understand that you are providing the consent herein on a purely voluntary basis. If you do not consent, or if you later seek to revoke your consent, your employment status or service

and career with your employer will not be adversely affected; the only adverse consequence of refusing or withdrawing your consent is that the Company would not be able to grant PBRSUs or other equity awards or administer or maintain such awards. Therefore, you understand that refusing or withdrawing your consent may affect your ability to participate in the Plan. For more information on the consequences of your refusal to consent or withdrawal of consent, you understand that you may contact your local human resources representative.

16. Counterparts. This Agreement may be executed in counterparts, all of which together shall constitute one agreement binding on all the parties hereto, notwithstanding that all such parties are not signatories to the original or the same counterpart.

COLGATE-PALMOLIVE COMPANY

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Authorized Signature

Using the Merrill BenefitsOnline system or other available means, you must accept the above PBRSUs in accordance with and subject to the terms and conditions of this Agreement and the Plan, acknowledge that you have read this Agreement and the Plan, and agree to be bound by this Agreement, the Plan and the actions of the Committee. If you do not do so prior to the Certification Date, then the Company may declare the Award null and void at any time.

Exhibit A

Performance Criteria for 2020-2022 PBRSU Award under
Colgate Palmolive Company 2019 Incentive Compensation Plan

1. The number of PBRSUs earned will be determined based on (a) Relative Net Income Growth; (b) Relative Organic Sales Growth and (c) Free Cash Flow Productivity, subject to adjustment by the TSR modifier, all as set forth below.

2. For purposes of the basic calculation (pre-TSR modifier), (a) the Relative Net Income Growth measure is weighted 30%, (b) the Relative Organic Sales Growth measure is weighted 50%, and (c) the Free Cash Flow Productivity measure is weighted 20%.

3. The Relative Net Income Growth component is calculated as follows:

Company Relative Net Income Growth	**Payout as a % of Target Award**
High	200%
75th percentile	150%
50th percentile	100%
25th percentile	50%
Below 25th percentile	0%

To the extent the Company’s Relative Net Income Growth percentile falls between two applicable values, the applicable payout percentage shall be interpolated on a linear basis.

4. The Relative Organic Sales Growth component is calculated as follows:

Company Relative Organic Sales Growth	**Payout as a % of Target Award**
High	200%
75th percentile	150%
50th percentile	100%
25th percentile	50%
Below 25th percentile	0%

To the extent the Company’s Relative Organic Sales Growth percentile falls between two applicable values, the applicable payout percentage shall be interpolated on a linear basis.

5. The Free Cash Flow Productivity component is calculated as follows:

Company’s Free Cash Flow Productivity	**Payout as a % of Target Award**
105% or above	200%
97.5%	150%
90%	100%
75%	50%
Below 75%	0%

To the extent the Company’s Free Cash Flow Productivity percentage falls between two applicable values, the applicable payout percentage shall be interpolated on a linear basis.

Exhibit A-1

6. The number of PBRSUs determined based on the immediately preceding paragraphs 3 through 5 will increase or decrease by up to 25% based on the Company's TSR relative to the Compensation Peer Group, as follows:

Company's TSR Relative to Compensation Peer Group	**Award Modifier**
≥75th percentile	+25%
60th percentile	+15%
50th percentile	0
40th percentile	-15%
≤25th percentile	-25%

To the extent the Company's TSR relative to the Compensation Peer Group is between the values set forth in the table above, the TSR award modifier shall be interpolated on a linear basis.

7. The maximum number of Shares that may be earned shall equal 250% of the Target PBRSUs.

8. Notwithstanding anything to the contrary contained herein, in the event the Company's TSR is negative, the maximum number of Shares that may be earned shall equal the number of Target PBRSUs.

9. Sample Calculation (for illustrative purposes only)

If the Company achieves Relative Net Income performance at the 50th percentile, Relative Organic Sales Growth performance at the 75th percentile, Free Cash Flow Productivity at 75% and TSR at the 60th percentile:

	Performance Achieved	**Award Payout**	**Weight**	**% of Target Award Earned**	**Pre-TSR Modifier Payout**	**Total Payout (with TSR Modifier)**
Relative Net Income Growth	50th Percentile	100% of Target Award	30%	100% * 30% = 30%	(30% + 75% +10%) = 115% of Target Award	115%*115%= 132.25% of Target Award
Relative Organic Sales Growth	75th Percentile	150% of Target Award	50%	150% * 50% = 75%		
Free Cash Flow Productivity	75%	50% of Target Award	20%	50% * 20% = 10%		

10. For purposes of this Agreement, the following terms are defined as set forth below:

(a) "Compensation Peer Group" means Campbell Soup Company, The Clorox Company, The Coca-Cola Company, Conagra Brands, Inc., The Estee Lauder Companies Inc., General Mills, Inc., Johnson & Johnson, Kellogg Company, Kimberly-Clark Corporation, The Kraft Heinz Company, Mondelez International, Inc., PepsiCo, Inc., The Procter and Gamble Company, Reckitt Benckiser Group plc and Unilever N.V. If any company contained in the Compensation Peer Group ceases to be a company whose shares are publicly traded during the Performance Period or in the event of any other extraordinary circumstance as determined by the Committee, that Company will be excluded from the Compensation Peer Group for purposes of all determinations regarding this Award.

(b) “Free Cash Flow Productivity” means, with respect to the Performance Period, the sum of the actual reported Free cash flow before dividends as a percentage of actual reported GAAP Net income including non-controlling interests for each year of the Performance Period divided by three.

(c) “Net Income Growth” means, with respect to the Performance Period, the sum of the actual, reported non-GAAP net income growth of the applicable company for each year of the Performance Period divided by three.

(d) “Organic Sales Growth” means, with respect to the Performance Period, the sum of the actual reported organic sales growth of the applicable company for each year of the Performance Period divided by three.

(e) “Performance Period” means the period from January 1, 2020 through December 31, 2021.

(f) “Relative Net Income Growth” means, with respect to the Performance Period, a percentage indicating the Company’s Net Income Growth relative to the Net Income Growth of all of the other companies in the Compensation Peer Group.

(g) “Relative Organic Sales Growth” means, with respect to the Performance Period, a percentage indicating the Company’s Organic Sales Growth relative to the Organic Sales Growth of all of the other companies in the Compensation Peer Group.

(h) “TSR” means, with respect to the Performance Period, the increase in stock price (taking into account any stock split, recapitalization or similar event) from the beginning of the Performance Period to the end of the Performance Period, plus dividends paid during the Performance Period and assuming such dividends have been reinvested. For purposes of measuring TSR, the stock price at the beginning of the Performance Period shall equal the closing price of a share on December 31, 2019 and the stock price at the conclusion of the Performance Period shall equal the closing price of a share on the last trading day of calendar year 2022.

Note: For purposes of determining the Organic Sales Growth and Net Income Growth for each of the companies in the Compensation Peer Group for the last year of the Performance Period, unless otherwise determined by the Committee, the Organic Sales Growth and Net Income Growth publicly reported for the four most recent quarters that have been disclosed as of the day before the date of the Committee’s regularly scheduled meeting in February 2023 shall be used.

11. Notwithstanding anything to the contrary contained herein, the Committee shall have the discretion to adjust the number of PBRSUs earned (and the number of Shares delivered) upward (but not in excess of 250% of the Target PBRSUs) or downward, including to reflect the occurrence of extraordinary events (as determined by the Committee).

Prohibited Conduct

1. Defined Terms.

a. "Covered Products" means any product, composition, formulation, process, machine or service of any person or organization (other than the Company or an Affiliate) in existence, being researched or under development that competes with, or is intended to compete with, a product, composition, formulation, process, machine or service being researched or under development, produced, distributed, marketed, sold or licensed by the Company or an Affiliate (i) related to any aspect of any one of the Company's or an Affiliate's lines of business on which you have worked during the Relevant Period, or (ii) for which you have confidential information of the Company or an Affiliate.

b. "Prohibited Geography" means any country, geography, territory, region or division with respect to which you have worked, provided services or advised the Company or an Affiliate in any capacity.

c. "Relevant Period" means the 12-month period immediately prior to the termination of your employment with the Company or an Affiliate.

d. "Restricted Time" means the period during which you are employed by the Company or an Affiliate plus the 12-month period immediately following the termination of your employment with the Company or an Affiliate for any reason.

2. Restrictive Covenants. Each of the covenants contained in Paragraphs 2(a)-(c) of this Annex A are collectively referred to as the "Restrictive Covenants."

a. Non-Compete. During the Restricted Time, you will not, without the prior written consent of the Company's Chief Human Resources Officer or Chief Legal Officer, either directly or indirectly, for yourself or on behalf of or in conjunction with any other person, partnership, corporation or other entity, serve as a director, officer, employee, consultant, contractor or advisor, provide services or advice in any capacity, or acquire any ownership interest in an entity that manufactures, markets, sells, develops, distributes or produces Covered Products in the Prohibited Geography. Notwithstanding the foregoing, you will not be considered to be in violation of this covenant solely by reason of owning, directly or indirectly, up to 5% in the aggregate of any class of securities of any publicly traded corporation engaged in the prohibited activities described above.

b. Non-Interference. With respect to Covered Products, during the Restricted Time, you will not solicit or sell to (or attempt to solicit or sell to) any customer or prospective customer, or any supplier, licensee or other business relation of the Company or an Affiliate (each, a "Restricted Third Party") (i) for which you had, directly or indirectly, responsibility on behalf of the Company or an Affiliate during the Relevant Period, or (ii) for which you have confidential information of the Restricted Third Party, , nor will you induce (or attempt to induce) any Restricted Third Party to cease or diminish doing business with the Company or an Affiliate or in any way interfere with the relationship between any Restricted Third Party and the Company or an Affiliate. A "prospective customer" of the Company or an Affiliate is a person or entity with whom the Company or an Affiliate was engaged in communications or negotiations to provide services or sell Covered Products during the Relevant Period.

c. Employee Non-Solicitation. During the Restricted Time, you will not in any way, including through someone else acting on your recommendation, suggestion, identification or advice, (i) solicit, employ or retain any person who is employed by the Company or an Affiliate, or (ii) otherwise induce or attempt to induce (A) any such person to terminate his or her employment with the Company or an Affiliate or to accept any position with any other entity, or (B) any prospective employee not to establish an employment relationship with the Company or an Affiliate. A "prospective employee" is a person who was in communications or negotiations to become an employee of the Company or an Affiliate during the Relevant Period.

3. Reasonableness of Provisions. You agree that: (a) the terms and provisions of this Agreement (including Annex A) are reasonable; (b) the consideration provided by the Company under this Agreement is not illusory; (c) the Restrictive Covenants are necessary and reasonable for the protection of the legitimate business interests and goodwill of the Company; and (d) the consideration given by the Company under this Agreement gives rise to the Company's interest in the Restrictive Covenants set forth in this Annex A.

4. Repayment and Forfeiture. You specifically recognize and affirm that each of the Restrictive Covenants is a material and important term of this Agreement which has induced the Company to provide for the award of the PBRSUs granted hereunder. You further agree that in the event that the Company determines that you have breached any of the Restrictive Covenants, in addition to any other remedies at law or in equity the Company may have available to it, the Company may in its sole discretion: (a) cancel any unvested PBRSUs granted hereunder; and (b) require you to pay to the Company the Net Proceeds (as defined below) of any PBRSUs that vested during the Look-Back Period (as defined below). You will pay to the Company the Net Proceeds in cash upon demand, and the Company will be entitled to set off against any amount due to you from the Company or an Affiliate the amount of any such Net Proceeds, to the extent that such set-off is not inconsistent with Code Section 409A or other applicable law. For purposes of this Paragraph 4, the term "Net Proceeds" means the aggregate value of the Shares covered by the PBRSUs that have vested, net of applicable tax withholdings, determined based on the Fair Market Value of such Shares on the applicable vesting date. The "Look-Back Period" means the longer of the following two periods: (i) the 12-month period immediately preceding the date on which the Company becomes aware of a breach of any of the Restrictive Covenants; or (ii) the six-month period immediately prior to the date of the termination of your employment with the Company or an Affiliate.

5. Equitable Relief. In the event the Company determines that you have breached or attempted or threatened to breach any of the Restrictive Covenants, in addition to any other remedies at law or in equity the Company may have available to it, it is agreed that the Company will be entitled, upon application to any court, tribunal or arbitrator of competent jurisdiction, to a temporary restraining order or preliminary injunction (without the necessity of (a) proving irreparable harm, (b) establishing that monetary damages are inadequate or (c) posting any bond with respect thereto) against you prohibiting such breach or attempted or threatened breach by proving only the existence of such breach or attempted or threatened breach.

6. Extension of Restrictive Period. You agree that the Restricted Time will be extended by any time during which you are in violation of any of the Restrictive Covenants.

7. Acknowledgments. You and the Company agree that it is our mutual intent to enter into a valid and enforceable agreement. You and the Company acknowledge the reasonableness of the Restrictive Covenants, including the reasonableness of the geographic area, duration as to time and scope of activity restrained. You further acknowledge that your skills are such that you can be gainfully employed in noncompetitive employment and that the agreement not to compete will not prevent you from earning a living. You acknowledge that the remedies set forth in this Agreement are not the exclusive remedies and the Company may avail itself of other remedies at law or in equity in the event you breach any of the Restrictive Covenants.

8. Provisions Independent. The Restrictive Covenants will be construed as an agreement independent of any other agreement, including any employee benefit agreement, and independent of any other provision of this Agreement, and the existence of any claim or cause of action you bring against the Company or an

Affiliate, whether predicated upon this Agreement or otherwise, will not constitute a defense to the enforcement by the Company of such covenants.

9. Notification of Subsequent Employer. You agree that the Company may notify any person or entity employing you or evidencing an intention of employing you of the existence and provisions of this Agreement.

10. Transfers to a Related Entity. In the event you transfer to an Affiliate as a result of actions by the Company, any reference to "Company" in this Annex A will be deemed to refer to such Affiliate in addition to the Company.

EXHIBIT 31-A

I, Noel R. Wallace, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Colgate-Palmolive Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2020

/s/ Noel R. Wallace

Noel R. Wallace

Chairman of the Board, President and
Chief Executive Officer

EXHIBIT 31-B

I, Henning I. Jakobsen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Colgate-Palmolive Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2020

/s/ Henning I. Jakobsen

Henning I. Jakobsen
Chief Financial Officer

EXHIBIT 32

The undersigned Chairman of the Board, President and Chief Executive Officer and Chief Financial Officer of Colgate-Palmolive Company each certify, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. § 1350, that:

(1) the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020 (the "Periodic Report") which this statement accompanies fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

(2) information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of Colgate-Palmolive Company.

Date: May 1, 2020

/s/ Noel R. Wallace

Noel R. Wallace
Chairman of the Board, President and
Chief Executive Officer

/s/ Henning I. Jakobsen

Henning I. Jakobsen
Chief Financial Officer