

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK
PURCHASE, SAVINGS AND SIMILAR PLANS
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-07151

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**The Clorox Company
Employee Retirement Investment Plan for Puerto Rico**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**The Clorox Company
1221 Broadway
Oakland, CA 94612-1888**

FINANCIAL STATEMENTS AND
SUPPLEMENTAL INFORMATION

The Clorox Company Employee Retirement Investment
Plan for Puerto Rico
As of December 31, 2016 and 2015
and the Plan Year ended December 31, 2016
with Report of Independent Registered Public Accounting Firm

The Clorox Company
Employee Retirement Investment Plan for Puerto Rico
Financial Statements and Supplemental Information
As of December 31, 2016 and 2015
and for the Plan Year ended December 31, 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and
Plan Administrator of
The Clorox Company Employee
Retirement Investment Plan for Puerto Rico

We have audited the financial statements of The Clorox Company Employee Retirement Investment Plan for Puerto Rico (the Plan) as of December 31, 2016 and 2015, and for the year ended December 31, 2016, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the year ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America.

The supplemental information included in Schedule H, line 4(i) – Schedule of Assets (Held at End of Year) has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. In our opinion, the supplemental information included in Schedule H, line 4(i) – Schedule of Assets (Held at End of Year) is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Moss Adams LLP
San Francisco, California
June 27, 2017

The Clorox Company
Employee Retirement Investment Plan for Puerto Rico
Statements of Net Assets Available for Benefits
As of December 31, 2016 and 2015

	December 31,	
	2016	2015
Assets		
Investments, at fair value	\$ 12,406,823	\$ 11,037,059
Receivables:		
Notes receivable from participants	685,295	878,368
Employer's contributions	414,929	411,223
Participant's contributions	-	6,030
Total receivables	1,100,224	1,295,621
Net assets available for benefits	\$ 13,507,047	\$ 12,332,680

See accompanying notes to the financial statements

The Clorox Company
Employee Retirement Investment Plan for Puerto Rico
Statement of Changes in Net Assets Available for Benefits
For the Plan Year ended December 31, 2016

Additions to (deductions from) net assets attributed to:

Investment and other income:	
Interest income and dividends	\$ 164,832
Net appreciation in fair value of investments	593,078
Total investment and other income	<u>757,910</u>
Contributions:	
Participants	539,690
Employer	660,117
Rollovers	1,558
Total contributions	<u>1,201,365</u>
Benefit payments to participants	(761,000)
Plan expenses	(23,908)
Net increase	<u>1,174,367</u>
Net assets available for benefits:	
Beginning of year	12,332,680
End of year	<u>\$ 13,507,047</u>

See accompanying notes to the financial statements

The Clorox Company
Employee Retirement Investment Plan for Puerto Rico

Notes to Financial Statements

December 31, 2016

1. Description of the Plan

The following description of The Clorox Company Employee Retirement Investment Plan for Puerto Rico (“the Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan covering most salaried and hourly production employees of Clorox Manufacturing Company of Puerto Rico, Inc. (the “Company”) (previously, The Clorox Company of Puerto Rico) and those affiliates of the Company that adopt the Plan for the benefit of their Puerto Rico resident employees (the “Companies”), except for (i) leased employees and (ii) non-resident aliens with no Puerto Rico source of income, unless such coverage is specified in the written agreement. Participants are eligible to participate on the first day of employment following completion of one hour of service with the Companies. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The Employee Benefits Committee (the “Committee”) administers the Plan. Banco Popular de Puerto Rico serves as the Plan’s trustee. Mercer Trust Company (“Mercer”) serves as the Plan’s recordkeeper and custodian.

The Companies maintain a non-leveraged employee stock ownership plan (the “ESOP”). The ESOP is maintained as part of the Plan and is designed to invest primarily in the Company’s common stock. If elected, the participants can choose to (i) reinvest the dividends or (ii) receive the dividends in cash. No participant shall be permitted to direct more than 5% of the contributions to be made to the Plan on his or her behalf in the ESOP fund; and no participant shall be permitted to effect a transfer or exchange from another investment fund into the ESOP fund if the portion of the participant’s account invested in the ESOP fund would exceed 5% of his or her account balance immediately after such transfer or exchange. From January 1, 2007 up to December 31, 2012 the limit was 10%. Prior to January 1, 2007 no limit was implemented; as such, there are certain participants whose investment in the ESOP fund exceeds 10% of their total account balance.

Contributions

Participants may contribute up to 20% of their covered compensation, up to 10% on a pre-tax and after-tax basis, respectively, as defined in the Plan. Generally, covered/eligible compensation consists of regular pay plus most bonuses, overtime and vacation pay.

Pre-tax contributions are subject to a \$15,000 limit specified under the Puerto Rico Internal Revenue Code of 2011, as amended, (the “Code”).

Newly eligible participants who do not make a salary deferral contribution election, or fail to elect to decline a deferral contribution, are automatically enrolled in the Plan at a 6% contribution rate. All participants with a contribution rate of less than 10% have an automatic annual percentage increase of 2% until the contribution rate reaches 10% unless another annual percentage is elected or the automatic election is declined.

Employees can receive a dollar for dollar employer matching contribution up to a maximum of 4% of eligible compensation. Participants need to have completed one year of service to receive the match. Matching contributions are funded each pay period.

Eligible participants can also be eligible for a non-elective employer contribution. Participants must have completed one year of service and be an active employee at the end of the Plan year to be able to receive the non-elective employer contribution. The non-elective employer contribution is equal to 6% of eligible compensation during the plan year. The non-elective employer contribution is funded during the quarter subsequent to the Plan year end. See “Vesting” section for more information.

Participants may also rollover amounts representing distributions from other qualified defined benefit or defined contribution plans.

Investment Options

Participants direct investment of their contributions and the Companies’ contributions into the various investment options offered by the Plan. The Plan offers investments in The Clorox Company’s common stock, mutual funds, common collective trust funds and a money market fund.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and an allocation of: (a) Company contributions and (b) Plan earnings. Allocations are based on participant’s eligible compensation for the employer match and employer non-elective contributions and investment balance for investment earnings. At the discretion of the Committee, forfeited balances of terminated participants’ non-vested accounts may be used to pay Plan expenses, to reduce the Companies’ contributions to the Plan, or to restore forfeited accounts of previously terminated participants who subsequently resumed employment with the Companies. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting

Participants are always fully vested in their individual contributions, the Companies' matching contributions, and actual earnings thereon.

The non-elective employer contributions account will vest in accordance with the following schedule:

Years of Service	Percentage
1	0%
2	20%
3	40%
4	66%
5	100%

Participants become immediately vested in the non-elective employer contribution upon reaching age 60 while employed by the Companies, at death, or upon termination of employment due to permanent disability.

Payment of Benefits

The Plan provides for lump-sum distributions of the vested value of a participant's account upon death, permanent disability, or termination of employment. The Plan also provides for installment distributions in limited instances. Hardship withdrawals are permitted if certain criterion are met.

Notes Receivable from Participants

Participants may obtain up to two loans for a minimum of \$1,000 each and a maximum amount equal to the lesser of \$50,000 reduced by the highest outstanding loan balance in the previous 12 months, or 50% of the participant's vested account balance. Loan terms range from 1 to 5 years, or up to 15 years if the proceeds are used for the purchase of a primary residence. The loans are secured by the balance of the participant's account and bear interest at a fixed rate (prime plus 1%) determined at the time of the loan. Principal and accrued interest is repaid ratably through payroll deductions.

Plan Termination

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a Plan termination, participants will become 100% vested in their accounts.

Administrative Expenses

The Companies pay substantially all administrative expenses except for loan origination and maintenance fees which are deducted from the participant's account.

Forfeitures

Amounts forfeited for each Plan year are used to reduce the Companies' contributions. The unallocated forfeitures related to non-vested accounts at December 31, 2016 and 2015 are \$8,082 and \$7,876, respectively. The Companies used \$7,000 and \$28,646 of forfeitures to reduce the Companies' non-elective employer contributions for the Plan years ended December 31, 2016 and 2015, respectively. Non-elective employer contributions are made subsequent to the Plan year end.

2. Summary of Significant Accounting Policies**Basis of Accounting**

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with Accounting Principles Generally Accepted in the United States of America (U.S. GAAP").

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for further discussion of fair value measurements.

Purchases and sales of securities are recognized on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The net appreciation in fair value of investments consists of both the realized gains and losses and unrealized appreciation and depreciation of those investments.

Benefit Payments to Participants

Benefit payments to participants are recorded upon distribution. As of December 31, 2016 and 2015, no significant amounts were due to participants who had requested distributions prior to the Plan's year ends.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates that affect the amounts reported in the financial statements and accompanying footnotes. Actual results could differ from those estimates.

Risk and Uncertainties

The Plan provides for various investment options in common stock, mutual funds, common collective trust funds and a money market fund. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities could occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits, the statement of changes in net assets available for benefits and participant account balances.

Subsequent Events

In connection with the preparation of the financial statements, the Plan and its management have assessed and reported on subsequent events through the date of issuance of these financial statements. Effective January 1, 2017, the trustees of the Plan approved the change of custodian to Vanguard Fiduciary Trust Company and the recordkeeper to The Vanguard Group, Inc. (“Vanguard”). The conversion from custodian and recordkeeper, Mercer, was completed in January 2017. Upon conversion, the participant investment account balances were transferred from Mercer to Vanguard and invested into fund options offered through Vanguard. No changes were made to the provisions of the Plan.

3. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). Fair value is determined based on a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. An asset or liability’s classification is based on the lowest level of input that is significant to the fair value measurement.

Assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1 – Quoted market prices in active markets for identical assets or liabilities.

Level 2 – Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3 – Unobservable inputs reflecting management’s own assumptions

The following is a description of the valuation methodologies used for assets and liabilities measured at fair value:

Mutual funds and money market fund: Valued at quoted market prices of shares held by the Plan at year-end.

Company’s common stock: Valued at the last reported quoted market sales price at year-end.

Common collective trust funds: Valued using the market approach at a unit price (“NAV” as a practical expedient) determined by the portfolio’s sponsor based on the fair value of underlying investments held by the common collective trust fund on the last business day of the Plan year. These are not classified in the fair value hierarchy table. The fair values are included in the table to allow reconciliation of the fair value hierarchy to the fair value of investments per the statement of net assets available for benefits.

The common collective trust funds measured at net asset value may impose, in its sole discretion, a prior notice period of up to 12 months for Plan initiated withdrawal of assets. They may also require that within 90 days from withdrawal from the fund, money from the fund cannot be invested directly into a competing fund, such as a money market fund.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

	Assets at Fair Value as of December 31, 2016		
	Level I	Level II	Total
Mutual funds	\$ 5,693,084	\$ -	\$ -
Company's common stock	1,054,301	-	1,054,301
Total assets in the fair value hierarchy	6,747,385	-	6,747,385
Common collective trust funds measured at NAV			5,659,438
Investments at fair value			\$ 12,406,823

	Assets at Fair Value as of December 31, 2015		
	Level I	Level II	Total
Mutual funds	\$ 5,168,338	\$ -	\$ -
Company's common stock	1,189,330	-	1,189,330
Total assets in the fair value hierarchy	6,357,668	-	6,357,668
Common collective trust funds measured at NAV			4,679,391
Investments at fair value			\$ 11,037,059

4. Party-in-Interest Transactions

The Plan's investment transactions were managed by Banco Popular de Puerto Rico as of December 31, 2016 and 2015. During the Plan year ended December 31, 2016, the Plan purchased or received approximately \$30,138 and sold or distributed approximately \$134,174 of the Company's common stock.

In addition, a portion of the Plan's assets are participant directed investments in The Clorox Company common stock. As the Companies are subsidiaries of The Clorox Company, the Plan transactions involving The Clorox Company common stock qualify as party-in-interest transactions. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

5. Income Tax Status

The Plan has received a determination letter from the Puerto Rico Treasury Department dated May 3, 2013, stating that the Plan meets the requirements of section 1081.01 (d) of the Code and that the trust established thereunder will be entitled to exemption from local income taxes. Subsequent to this determination by the Puerto Rico Treasury Department, the Plan was amended. The Plan administrator believes the Plan is being operated in compliance with applicable requirements of the Code and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax-exempt.

U.S. GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the Puerto Rico Treasury Department. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2016, there are no uncertain positions taken or expected to be taken. The Plan recognized no interest or penalties related to uncertain tax positions. The Plan may be subjected to routine audits by the taxing jurisdictions; however, there are currently no audits in progress for any tax periods.

Supplemental Information

The Clorox Company
Employee Retirement Investment Plan for Puerto Rico

EIN: 31-0595760 – Plan Number: 007
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

December 31, 2016

(a) Borrower, Lessor, or Similar Party	(b) Identity of issue,	(c) Description of Investment	(e) Current value
Mutual funds and money market fund:			
Wells Fargo Stable Value Fund E		Interest-bearing cash	1,083,315
Eaton Vance-Atlanta Capital SMID-Cap R6 Fund		Mutual fund	621,615
Vanguard Institutional Index Fund		Mutual fund	1,157,203
Vanguard Instl TTL Bond Market Index Fund		Mutual fund	771,964
T. Rowe Price-Growth Stock Fund		Mutual fund	454,107
MFS Institutional International Equity Fund		Mutual fund	818,201
Vanguard Mid-Cap Index Fund Institutional		Mutual fund	705,006
Boston Partners Large Cap Equity Trust B		Mutual fund	30,087
Metropolitan West Total Return Bond Fund		Mutual fund	3,474
Vanguard Small Cap Fund Institutional		Mutual fund	48,111
			5,693,084
Vanguard Target Retirement Income Trust II		Common collective trust fund	73,041
Vanguard Target Retirement 2015 Trust II		Common collective trust fund	13,015
Vanguard Target Retirement 2020 Trust II		Common collective trust fund	84,445
Vanguard Target Retirement 2025 Trust II		Common collective trust fund	1,014,080
Vanguard Target Retirement 2030 Trust II		Common collective trust fund	291,834
Vanguard Target Retirement 2035 Trust II		Common collective trust fund	1,851,230
Vanguard Target Retirement 2045 Trust II		Common collective trust fund	1,863,349
Vanguard Target Retirement 2050 Trust II		Common collective trust fund	104,095
Vanguard Target Retirement 2040 Trust II		Common collective trust fund	310,310
Vanguard Target Retirement 2055 Trust II		Common collective trust fund	54,040
			5,659,438
* The Clorox Company Common Stock		Common stock	1,054,301
* Participant Loans		Interest rates ranging from 4.25 to 7%	685,295
Total investments			\$ 13,092,118

* Represents a party-in-interest to the Plan

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE CLOROX COMPANY
EMPLOYEE RETIREMENT
INVESTMENT PLAN
FOR PUERTO RICO

Date: June 27, 2017

/s/ Laura Stein

Laura Stein

Executive Vice President - General Counsel
and Corporate Affairs

Index to Exhibits

Exhibit No. Description

23.1 Consent of Moss Adams LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 (Nos. 333- 16969 and 33-41131 - Post Effective Amendments No. 1 and 2) of The Clorox Company of our report dated June 27, 2017, with respect to the statements of net assets available for benefits of The Clorox Company Employee Retirement Investment Plan for Puerto Rico as of December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related supplemental information as of December 31, 2016, which report appears in the December 31, 2016 annual report on Form 11-K of The Clorox Company Employee Retirement Investment Plan for Puerto Rico.

/s/ Moss Adams LLP
San Francisco, California
June 27, 2017