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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

Commission file number: 1-5794

Masco Corporation
(Exact name of Registrant as Specified in its Charter)

Delaware	**38-1794485**
(State of Incorporation)	(I.R.S. Employer Identification No.)
17450 College Parkway, Livonia, Michigan	**48152**
(Address of Principal Executive Offices)	(Zip Code)

(313) 274-7400
(Registrant's telephone number, including area code)

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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐
(Do not check if a 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 at September 30, 2018
Common stock, par value $1.00 per share	305,498,347

MASCO CORPORATION

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MASCO CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

September 30, 2018 and December 31, 2017
(In Millions, Except Share Data)

	September 30, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash and cash investments	$ 569	$ 1,194
Short-term bank deposits	—	108
Receivables	1,298	1,066
Prepaid expenses and other	118	111
Inventories:		
Finished goods	578	402
Raw material	318	277
Work in process	109	105
	1,005	784
Total current assets	2,990	3,263
Property and equipment, net	1,211	1,129
Goodwill	896	841
Other intangible assets, net	412	187
Other assets	101	114
Total assets	$ 5,610	$ 5,534
LIABILITIES		
Current Liabilities:		
Accounts payable	$ 1,040	$ 824
Notes payable	2	116
Accrued liabilities	711	727
Total current liabilities	1,753	1,667
Long-term debt	2,971	2,969
Other liabilities	679	715
Total liabilities	5,403	5,351
Commitments and contingencies (Note P)		
EQUITY		
Masco Corporation's shareholders' equity:		
Common shares, par value $1 per share Authorized shares: 1,400,000,000; Issued and outstanding: 2018 – 303,100,000; 2017 – 310,400,000	303	310
Preferred shares authorized: 1,000,000; Issued and outstanding: 2018 and 2017 – None	—	—
Paid-in capital	—	—
Retained deficit	(154)	(298)
Accumulated other comprehensive loss	(113)	(65)
Total Masco Corporation's shareholders' equity (deficit)	36	(53)
Noncontrolling interest	171	236
Total equity	207	183
Total liabilities and equity	$ 5,610	$ 5,534

See notes to condensed consolidated financial statements.

MASCO CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

For the Three and Nine Months Ended September 30, 2018 and 2017
(In Millions, Except Per Common Share Data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net sales	$ 2,101	$ 1,945	$ 6,318	$ 5,789
Cost of sales	1,434	1,288	4,282	3,781
Gross profit	667	657	2,036	2,008
Selling, general and administrative expenses	367	348	1,134	1,070
Operating profit	300	309	902	938
Other income (expense), net:				
Interest expense	(38)	(43)	(117)	(239)
Other, net	—	(2)	(11)	37
	(38)	(45)	(128)	(202)
Income before income taxes	262	264	774	736
Income tax expense	71	100	198	248
Net income	191	164	576	488
Less: Net income attributable to noncontrolling interest	11	12	36	35
Net income attributable to Masco Corporation	$ 180	$ 152	$ 540	$ 453
Income per common share attributable to Masco Corporation:				
Basic:				
Net income	$ .59	$ .48	$ 1.74	$ 1.42
Diluted:				
Net income	$ .58	$ .48	$ 1.73	$ 1.41

See notes to condensed consolidated financial statements.

MASCO CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)

For the Three and Nine Months Ended September 30, 2018 and 2017
(In Millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	$ 191	$ 164	$ 576	$ 488
Less: Net income attributable to noncontrolling interest	11	12	36	35
Net income attributable to Masco Corporation	$ 180	$ 152	$ 540	$ 453
Other comprehensive income (loss), net of tax (Note L):				
Cumulative translation adjustment	$ 1	$ 33	$ (14)	$ 119
Interest rate swaps	—	—	1	2
Pension and other post-retirement benefits	4	4	12	11
Other comprehensive income (loss), net of tax	5	37	(1)	132
Less: Other comprehensive income (loss) attributable to noncontrolling interest	—	6	(12)	24
Other comprehensive income attributable to Masco Corporation	$ 5	$ 31	$ 11	$ 108
Total comprehensive income	$ 196	$ 201	$ 575	$ 620
Less: Total comprehensive income attributable to noncontrolling interest	11	18	24	59
Total comprehensive income attributable to Masco Corporation	$ 185	$ 183	$ 551	$ 561

See notes to condensed consolidated financial statements.

MASCO CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

For the Nine Months Ended September 30, 2018 and 2017
(In Millions)

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
CASH FLOWS FROM (FOR) OPERATING ACTIVITIES:		
Cash provided by operations	$ 729	$ 749
Increase in receivables	(182)	(232)
Increase in inventories	(62)	(136)
Increase in accounts payable and accrued liabilities, net	169	86
Net cash from operating activities	654	467
CASH FLOWS FROM (FOR) FINANCING ACTIVITIES:		
Retirement of notes	(114)	(535)
Purchase of Company common stock	(354)	(312)
Cash dividends paid	(98)	(96)
Dividends paid to noncontrolling interest	(89)	(35)
Issuance of notes, net of issuance costs	—	593
Decrease in debt, net	(1)	—
Debt extinguishment costs	—	(104)
Proceeds from the exercise of stock options	8	—
Employee withholding taxes paid on stock-based compensation	(38)	(29)
Net cash for financing activities	(686)	(518)
CASH FLOWS FROM (FOR) INVESTING ACTIVITIES:		
Capital expenditures	(160)	(113)
Acquisition of business, net of cash acquired	(549)	—
Proceeds from disposition of:		
Business, net of cash disposed	—	128
Short-term bank deposits	108	206
Other financial investments	4	6
Property and equipment	3	6
Purchases of short-term bank deposits	—	(65)
Other, net	(7)	(11)
Net cash (for) from investing activities	(601)	157
Effect of exchange rate changes on cash and cash investments	8	45
CASH AND CASH INVESTMENTS:		
(Decrease) increase for the period	(625)	151
At January 1	1,194	990
At September 30	$ 569	$ 1,141

See notes to condensed consolidated financial statements.

MASCO CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited)

For the Nine Months Ended September 30, 2018 and 2017
(In Millions, Except Per Common Share Data)

	Total	Common Shares ($1 par value)	Paid-In Capital	Retained (Deficit) Earnings	Accumulated Other Comprehensive (Loss) Income	Noncontrolling Interest
Balance, January 1, 2017	**$ (103)**	**$ 318**	**$ —**	**$ (381)**	**$ (235)**	**$ 195**
Cumulative effect of adoption of new revenue recognition accounting standard	6			6		
Adjusted balance, January 1, 2017	**(97)**	**318**	**—**	**(375)**	**(235)**	**195**
Total comprehensive income	620			453	108	59
Shares issued	(14)	2	(16)			
Shares retired:						
Repurchased	(312)	(8)	(6)	(298)		
Surrendered (non-cash)	(15)	(1)		(14)		
Cash dividends declared	(96)			(96)		
Dividends paid to noncontrolling interest	(35)					(35)
Stock-based compensation	22		22			
Balance, September 30, 2017	$ 73	$ 311	$ —	$ (330)	$ (127)	$ 219
Balance, January 1, 2018	**$ 183**	**$ 310**	**$ —**	**$ (298)**	**$ (65)**	**$ 236**
Reclassification of disproportionate tax effects (Refer to Note A)	—			59	(59)	
Total comprehensive income	575			540	11	24
Shares issued	(11)	2	(5)	(8)		
Shares retired:						
Repurchased	(354)	(9)	(18)	(327)		
Surrendered (non-cash)	(19)			(19)		
Cash dividends declared	(101)			(101)		
Dividends paid to noncontrolling interest	(89)					(89)
Stock-based compensation	23		23			
Balance, September 30, 2018	$ 207	$ 303	$ —	$ (154)	$ (113)	$ 171

See notes to condensed consolidated financial statements.

A. ACCOUNTING POLICIES

In our opinion, the accompanying unaudited condensed consolidated financial statements contain all adjustments, of a normal recurring nature, necessary to fairly state our financial position at September 30, 2018 , our results of operations and comprehensive income (loss) for the three-month and nine-month periods ended September 30, 2018 and 2017 , and cash flows and changes in shareholders' equity for the nine-month periods ended September 30, 2018 and 2017 . The condensed consolidated balance sheet at December 31, 2017 was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

Reclassification. Certain prior year amounts have been reclassified to conform to the 2018 presentation in the condensed consolidated financial statements.

Income Tax Effects within Accumulated Other Comprehensive Income (Loss). The accounting guidance for income taxes requires us to allocate our provision for income taxes between continuing operations and other categories of earnings, such as other comprehensive income (loss). Subsequent adjustments to deferred taxes originally recorded to other comprehensive income (loss) may reverse in a different category of earnings, such as continuing operations, resulting in a disproportionate tax effect within accumulated other comprehensive income (loss). Generally, a disproportionate tax effect will be eliminated and recognized in income tax expense (benefit) when the circumstances upon which it is premised cease to exist.

The disproportionate tax effect related to various defined-benefit pension plans will be eliminated from accumulated other comprehensive income (loss) at the termination of the related pension plans. The disproportionate tax effect relating to our interest rate swap hedge, which was terminated in 2012, will be eliminated from accumulated other comprehensive income (loss) upon the maturity of the related debt in March 2022.

Recently Adopted Accounting Pronouncements. In May 2014, the Financial Accounting Standards Board ("FASB") issued a new standard for revenue recognition, Accounting Standards Codification ("ASC") 606. The purpose of ASC 606 is to provide a single, comprehensive revenue recognition model for all contracts with customers to improve comparability across industries. We adopted ASC 606 on January 1, 2018, under the full retrospective method of adoption. As a result of this adoption, net sales increased by $9 million and $19 million for the three-month and nine-month periods ended September 30, 2017, respectively, and operating profit (and income before income taxes) increased by $7 million and $11 million for the three-month and nine-month periods ended September 30, 2017, respectively, from what was previously reported. For full year 2017 and 2016, net sales decreased by $2 million and increased by $4 million , respectively, and operating profit (and income before income taxes) decreased by $1 million and increased by $2 million , respectively, from what was previously reported. We additionally have recasted our previously reported segment operating results at the end of this section.

In January 2016, the FASB issued ASU 2016-01, "Financial Instruments-Overall: Recognition and Measurement of Financial Assets and Financial Liabilities," which primarily affects the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. We adopted ASU 2016-01 on January 1, 2018. The adoption of this standard did not have a material impact on our financial position or results of operations.

In October 2016, the FASB issued ASU 2016-16, "Income Taxes (Topic 740): Intra-Entity Asset Transfers of Assets Other than Inventory," which no longer allows the tax effects of intra-entity asset transfers (intercompany sales) of assets other than inventory to be deferred until the transferred asset is sold to a third party or otherwise recovered through use. The new standard requires the tax expense from the sale of the asset in the seller's tax jurisdiction and the corresponding basis differences in the buyer's jurisdiction to be recognized when the transfer occurs even though the pre-tax effects of the transaction are eliminated in consolidation. We adopted ASU 2016-16 on January 1, 2018. The adoption of this standard did not have a material impact on our financial position or results of operations.

A. ACCOUNTING POLICIES (Continued)

In March 2017, the FASB issued ASU 2017-07, "Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost," which modifies the presentation of net periodic pension and post-retirement benefit cost ("net benefit cost") in the income statement and the components eligible for capitalization as assets. ASU 2017-07 requires retrospective application for certain aspects of the standard. We adopted ASU 2017-07 on January 1, 2018. As a result of the adoption, we reclassified $7 million and $22 million of net benefit cost from operating profit to other income (expense), net, within our results of operations for the three-month and nine-month periods ended September 30, 2017, respectively. For full year 2017 and 2016, we reclassified $26 million and $32 million , respectively, of net benefit cost from operating profit to other income (expense), net, within our results of operations. We additionally have recasted our previously reported segment operating results at the end of this section. The adoption of the standard did not impact income before income taxes.

In May 2017, the FASB issued ASU 2017-09, "Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting," which clarifies when to account for a change to the terms or conditions of a share-based payment award as a modification. We adopted ASU 2017-09 on January 1, 2018. The adoption of this standard did not impact our financial position or results of operations; however, modification accounting is now required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions.

In February 2018, the FASB issued ASU 2018-02, "Income Statement-Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income," which permits a company to reclassify from accumulated other comprehensive income (loss) to retained earnings the disproportionate tax effects resulting from the Tax Cuts and Jobs Act of 2017 (“2017 Act”). We early adopted ASU 2018-02 on March 31, 2018. As a result of the adoption, in the first quarter of 2018 we decreased accumulated other comprehensive income (loss) and increased retained earnings (deficit) by the $59 million disproportionate tax effect caused by the 2017 Act.

Impact of Adoption of ASC 606 and ASU 2017-07. The recasted impact of the adoptions of ASC 606 and ASU 2017-07 to our previously reported operating results and basic and diluted income per share was as follows, in millions (except per common share data):

	Year Ended December 31, 2016			
	Net Sales		Operating Profit (Loss)	
	As Reported	As Recasted	As Reported	As Recasted
Operations by segment:				
Plumbing Products	$ 3,526	$ 3,529	$ 642	$ 654
Decorative Architectural Products	2,092	2,092	430	433
Cabinetry Products	970	970	93	97
Windows and Other Specialty Products	769	770	(3)	(3)
Total	$ 7,357	$ 7,361	1,162	1,181
General corporate expense, net			(109)	(94)
Operating profit			$ 1,053	$ 1,087

	Year Ended December 31, 2016	
	As Reported	As Recasted
Net income attributable to Masco Corporation	$ 491	$ 493
Income per common share attributable to Masco Corporation:		
Basic:	$ 1.49	$ 1.49
Diluted:	$ 1.47	$ 1.48

A. ACCOUNTING POLICIES (Continued)

	Three Months Ended March 31, 2017			
	Net Sales		Operating Profit (Loss)	
	As Reported	As Recasted	As Reported	As Recasted
Operations by segment:				
Plumbing Products	$ 863	$ 872	$ 156	$ 162
Decorative Architectural Products	505	496	101	94
Cabinetry Products	231	231	16	16
Windows and Other Specialty Products	178	179	6	8
Total	$ 1,777	$ 1,778	279	280
General corporate expense, net			(26)	(23)
Operating profit			$ 253	$ 257

	Three Months Ended March 31, 2017	
	As Reported	As Recasted
Net income attributable to Masco Corporation	$ 140	$ 138
Income per common share attributable to Masco Corporation:		
Basic:	$ 0.44	$ 0.43
Diluted:	$ 0.43	$ 0.43

	Three Months Ended June 30, 2017				Six Months Ended June 30, 2017			
	Net Sales		Operating Profit (Loss)		Net Sales		Operating Profit (Loss)	
	As Reported	As Recasted	As Reported	As Recasted	As Reported	As Recasted	As Reported	As Recasted
Operations by segment:								
Plumbing Products	$ 949	$ 949	$ 198	$ 200	$ 1,812	$ 1,821	$ 354	$ 362
Decorative Architectural Products	653	661	141	149	1,158	1,157	242	243
Cabinetry Products	251	251	30	31	482	482	46	47
Windows and Other Specialty Products	204	205	18	18	382	384	24	26
Total	$ 2,057	$ 2,066	387	398	$ 3,834	$ 3,844	666	678
General corporate expense, net			(30)	(26)			(56)	(49)
Operating profit			$ 357	$ 372			$ 610	$ 629

	Three Months Ended June 30, 2017		Six Months Ended June 30, 2017	
	As Reported	As Recasted	As Reported	As Recasted
Net income attributable to Masco Corporation	$ 158	$ 163	$ 298	$ 301
Income per common share attributable to Masco Corporation:				
Basic:	$ 0.50	$ 0.51	$ 0.93	$ 0.94
Diluted:	$ 0.49	$ 0.51	$ 0.92	$ 0.93

A. ACCOUNTING POLICIES (Continued)

	Three Months Ended September 30, 2017				Nine Months Ended September 30, 2017			
	Net Sales		Operating Profit (Loss)		Net Sales		Operating Profit (Loss)	
	As Reported	As Recasted	As Reported	As Recasted	As Reported	As Recasted	As Reported	As Recasted
Operations by segment:								
Plumbing Products	$ 951	$ 950	$ 175	$ 175	$ 2,763	$ 2,771	$ 529	$ 537
Decorative Architectural Products	553	562	104	112	1,711	1,719	346	355
Cabinetry Products	229	229	19	20	711	711	65	67
Windows and Other Specialty Products	203	204	23	24	585	588	47	50
Total	$ 1,936	$ 1,945	321	331	$ 5,770	$ 5,789	987	1,009
General corporate expense, net			(26)	(22)			(82)	(71)
Operating profit			$ 295	$ 309			$ 905	$ 938

	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2017	
	As Reported	As Recasted	As Reported	As Recasted
Net income attributable to Masco Corporation	$ 148	$ 152	$ 446	$ 453
Income per common share attributable to Masco Corporation:				
Basic:	$ 0.47	$ 0.48	$ 1.40	$ 1.42
Diluted:	$ 0.46	$ 0.48	$ 1.38	$ 1.41

	Three Months Ended December 31, 2017				Year Ended December 31, 2017			
	Net Sales		Operating Profit (Loss)		Net Sales		Operating Profit (Loss)	
	As Reported	As Recasted	As Reported	As Recasted	As Reported	As Recasted	As Reported	As Recasted
Operations by segment:								
Plumbing Products	$ 972	$ 961	$ 169	$ 165	$ 3,735	$ 3,732	$ 698	$ 702
Decorative Architectural Products	494	487	88	83	2,205	2,206	434	438
Cabinetry Products	223	223	25	25	934	934	90	92
Windows and Other Specialty Products	185	182	5	4	770	770	52	54
Total	$ 1,874	$ 1,853	287	277	$ 7,644	$ 7,642	1,274	1,286
General corporate expense, net			(23)	(21)			(105)	(92)
Operating profit			$ 264	$ 256			$ 1,169	$ 1,194

	Three Months Ended December 31, 2017		Year Ended December 31, 2017	
	As Reported	As Recasted	As Reported	As Recasted
Net income attributable to Masco Corporation	$ 87	$ 80	$ 533	$ 533
Income per common share attributable to Masco Corporation:				
Basic:	$ 0.28	$ 0.25	$ 1.68	$ 1.68
Diluted:	$ 0.27	$ 0.25	$ 1.66	$ 1.66

A. ACCOUNTING POLICIES (Concluded)

Recently Issued Accounting Pronouncements. In February 2016, the FASB issued a new standard for leases, ASC 842, which changes the accounting model for identifying and accounting for leases. ASC 842 is effective for us for annual periods beginning January 1, 2019. We currently anticipate adopting the new standard using the optional transition method which allows for initial application of the new standard beginning at the adoption date. We expect this standard to increase our total assets and total liabilities; however, we are currently evaluating the magnitude of the impact. We do not expect the standard to have a material impact on our results of operations. In preparation for the adoption of the standard, we have procured a third-party software to track and manage our leases, substantially loaded lease data into the software, and trained our business units on the new standard and the use of the software.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," which modifies the methodology for recognizing loss impairments on certain types of financial instruments, including receivables. The new methodology requires an entity to estimate the credit losses expected over the life of an exposure. Additionally, ASU 2016-13 amends the current available-for-sale security other-than-temporary impairment model for debt securities. ASU 2016-13 is effective for us for annual periods beginning January 1, 2020. We are currently evaluating the impact the adoption of this new standard will have on our financial position and results of operations.

In August 2017, the FASB issued ASU 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities," which improves and simplifies accounting rules around hedge accounting and better portrays the economic results of an entity's risk management activities in its financial statements. ASU 2017-12 is effective for us for annual periods beginning January 1, 2019. We do not expect the adoption of the standard will impact our financial position or results of operations.

In June 2018, the FASB issued ASU 2018-07, "Compensation-Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting," which modifies the accounting for share-based payment awards issued to nonemployees to largely align it with the accounting for share-based payment awards issued to employees. ASU 2018-07 is effective for us for annual periods beginning January 1, 2019. We do not expect the adoption of the standard will impact our financial position or results of operations.

In August 2018, the FASB issued ASU 2018-15, "Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract," which allows for the capitalization of certain implementation costs incurred in a hosting arrangement that is a service contract. ASU 2018-15 allows for either retrospective adoption or prospective adoption to all implementation costs incurred after the date of adoption. ASU 2018-15 is effective for us for annual periods beginning January 1, 2020. We are currently evaluating the impact the adoption of this new standard will have on our financial position and results of operations.

B. ACQUISITIONS

On March 9, 2018, we acquired substantially all of the net assets of The L.D. Kichler Co. ("Kichler"), a leader in decorative residential and light commercial lighting products, ceiling fans and LED lighting systems. This business expands our product offerings to our customers. The results of this acquisition for the period from the acquisition date are included in the condensed consolidated financial statements and are reported in the Decorative Architectural Products segment. For the three-month and nine-month periods ended September 30, 2018 , we recorded $104 million and $239 million , respectively, of net sales as a result of this acquisition. The purchase price, net of $2 million cash acquired, consisted of $549 million paid with cash on hand.

During the second and third quarters of 2018, we revised the allocation of the purchase price to identifiable assets and liabilities based on analysis of information as of the acquisition date that has been made available through September 30, 2018 . Receipt of additional information to complete such analysis and finalization of the valuation is still in process, and, as a result, the allocation will continue to be updated through the measurement period, if necessary. The preliminary allocation of the fair value of the acquisition of Kichler is summarized in the following table, in millions.

	Initial	Revised
Receivables	$ 101	$ 101
Inventories	173	169
Other current assets	5	5
Property and equipment	33	33
Goodwill	46	59
Other intangible assets	243	240
Accounts payable	(24)	(24)
Accrued liabilities	(25)	(29)
Other liabilities	(4)	(5)
Total	$ 548	$ 549

The goodwill acquired, which is generally tax deductible, is related primarily to the operational and financial synergies we expect to derive from combining Kichler's operations into our business, as well as the assembled workforce. The other intangible assets acquired consist of $59 million of indefinite-lived intangible assets, which is related to trademarks, and $181 million of definite-lived intangible assets. The definite-lived intangible assets consist of $145 million related to customer relationships, which is being amortized on a straight-line basis over 20 years , and $36 million of other definite-lived intangible assets, which is being amortized over a weighted average amortization period of 3 years .

C. DIVESTITURES

In the second quarter of 2017 we divested of Arrow Fastener Co., LLC ("Arrow"), a manufacturer and distributor of fastening tools, for proceeds of $128 million . In connection with the divestiture we recognized a gain of $2 million and $51 million for the three-month and nine-month periods ended September 30, 2017, respectively, included in other, net, within other income (expense), net in our condensed consolidated statement of operations. The results of this business are included within income before income taxes in the condensed consolidated statement of operations and reported as part of our Windows and Other Specialty Products segment prior to the date of the divestiture.

D. REVENUE

We recognize revenue as control of our products is transferred to our customers, which is generally at the time of shipment or upon delivery based on the contractual terms with our customers, or when services are completed. Control over certain of our custom-made window products transfers to our customers as production is completed, and revenue is recognized over the production period for these products, as our products do not have an alternative use and we have an enforceable right to payment during the production period. The production period of our custom-made window products generally does not lapse days, and for these products we currently recognize revenue based on the output of production, which is a faithful depiction of the transfer of these products to our customers. Our customers' payment terms generally range from 30 to 65 days of fulfilling our performance obligations and recognizing revenue.

We consider shipping and handling activities performed by us as activities to fulfill the sales of our products. Amounts billed for shipping and handling are included in net sales, while costs incurred for shipping and handling are included in cost of sales. We capitalize incremental costs of obtaining a contract and expense the costs on a straight-line basis over the contractual period if the cost is recoverable, the cost would not have been incurred without the contract and the term of the contract is greater than one year; otherwise, we expense the amounts as incurred. We do not adjust the promised amount of consideration for the effects of a financing component if the period between when we transfer our products or services and when our customers pay for our products or services is expected to be one year or less.

Our revenues are derived primarily from sales to customers in North America and Internationally, principally Europe. Net sales from these geographic markets, by segment, were as follows, in millions:

	Three Months Ended September 30, 2018				
	Plumbing Products	Decorative Architectural Products	Cabinetry Products	Windows and Other Specialty Products	Total
Primary geographic markets:					
North America	$ 653	$ 673	$ 239	$ 159	$ 1,724
International, principally Europe	339	—	—	38	377
Total	$ 992	$ 673	$ 239	$ 197	$ 2,101

	Nine Months Ended September 30, 2018				
	Plumbing Products	Decorative Architectural Products	Cabinetry Products	Windows and Other Specialty Products	Total
Primary geographic markets:					
North America	$ 1,905	$ 2,024	$ 724	$ 459	$ 5,112
International, principally Europe	1,090	—	—	116	1,206
Total	$ 2,995	$ 2,024	$ 724	$ 575	$ 6,318

	Three Months Ended September 30, 2017				
	Plumbing Products	Decorative Architectural Products	Cabinetry Products	Windows and Other Specialty Products	Total
Primary geographic markets:					
North America	$ 599	$ 562	$ 216	$ 161	$ 1,538
International, principally Europe	351	—	13	43	407
Total	$ 950	$ 562	$ 229	$ 204	$ 1,945

D. REVENUE (Concluded)

	Nine Months Ended September 30, 2017				
	Plumbing Products	Decorative Architectural Products	Cabinetry Products	Windows and Other Specialty Products	Total
Primary geographic markets:					
North America	$ 1,761	$ 1,719	$ 673	$ 465	$ 4,618
International, principally Europe	1,010	—	38	123	1,171
Total	$ 2,771	$ 1,719	$ 711	$ 588	$ 5,789

We provide customer programs and incentive offerings, including special pricing and co-operative advertising arrangements, promotions and other volume-based incentives. These customer programs and incentives are considered variable consideration. We include in revenue variable consideration only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the variable consideration is resolved. This determination is made based upon known customer program and incentive offerings at the time of sale, and expected sales volume for ecasts as it relates to our volume-based incentives. This determination is updated each reporting period. We recognized an increase to revenue of $2 million and $4 million for the three-month and nine-month periods ended September 30, 2018 , respectively, and $4 million and $7 million for the three-month and nine-month periods ended September 30, 2017 , respectively, of variable consideration related to performance obligations settled in previous periods.

Certain product sales include a right of return. We estimate future product returns at the time of sale based on historical experience and record a corresponding refund liability. We additionally record an asset, based on historical experience, for the amount of product we expect to return to inventory as a result of the return, which is recorded in prepaid expenses and other in the condensed consolidated balance sheets.

We record contract assets for items for which we have satisfied our performance obligation but our receipt of payment is contingent upon delivery or other circumstances other than the passage of time. Our contract assets are recorded in prepaid expenses and other in our condensed consolidated balance sheets. Our contract assets generally
become unconditional and are reclassified to receivables in the quarter subsequent to each balance sheet date. Our contract asset balance was $15 million and $11 million at September 30, 2018 and December 31, 2017 , respectively.

We record contract liabilities primarily for deferred revenue. Our contract liabilities are recorded in accrued liabilities in our condensed consolidated balance sheets. Our contract liabilities are generally recognized to net sales in the immediately subsequent reporting period. Our contract liability balance was $18 million and $32 million at September 30, 2018 and December 31, 2017 , respectively.

E. DEPRECIATION AND AMORTIZATION

Depreciation and amortization expense was $115 million and $95 million for the nine-month periods ended September 30, 2018 and 2017 , respectively.

F. GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the carrying amount of goodwill for the nine-month period ended September 30, 2018 , by segment, were as follows, in millions:

	Gross Goodwill At September 30, 2018	Accumulated Impairment Losses	Net Goodwill At September 30, 2018
Plumbing Products	$ 571	$ (340)	$ 231
Decorative Architectural Products	353	(75)	278
Cabinetry Products	181	—	181
Windows and Other Specialty Products	717	(511)	206
Total	$ 1,822	$ (926)	$ 896

	Gross Goodwill At December 31, 2017	Accumulated Impairment Losses	Net Goodwill At December 31, 2017	Additions (A)	Other (B)	Net Goodwill At September 30, 2018
Plumbing Products	$ 574	$ (340)	$ 234	$ —	$ (3)	$ 231
Decorative Architectural Products	294	(75)	219	59	—	278
Cabinetry Products	181	—	181	—	—	181
Windows and Other Specialty Products	718	(511)	207	—	(1)	206
Total	$ 1,767	$ (926)	$ 841	$ 59	$ (4)	$ 896

(A) Additions consist of acquisitions.
(B) Other consists of the effect of foreign currency translation.

The carrying value of our other indefinite-lived intangible assets was $199 million and $140 million at September 30, 2018 and December 31, 2017 , respectively, and principally included registered trademarks. The carrying value of our definite-lived intangible assets was $213 million (net of accumulated amortization of $24 million) and $47 million (net of accumulated amortization of $10 million) at September 30, 2018 and December 31, 2017 , respectively, and principally included customer relationships. The increases in our indefinite-lived intangible assets and definite-lived intangible assets are primarily a result of our acquisition of Kichler.

G. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

We are exposed to global market risk as part of our normal, daily business activities. To manage these risks, we enter into various derivative contracts. These contracts may include interest rate swap agreements and foreign currency contracts. We review our hedging program, derivative positions and overall risk management on a regular basis.

Interest Rate Swap Agreements. In 2012, in connection with the issuance of $400 million of debt, we terminated the interest rate swap hedge relationships that we had entered into in 2011. These interest rate swaps were designated as cash flow hedges and effectively fixed interest rates on the forecasted debt issuance to variable rates based on 3-month LIBOR. Upon termination, the ineffective portion of the cash flow hedges of an approximate $2 million loss was recognized in our consolidated statement of operations in other, net, within other income (expense), net. The remaining loss of approximately $23 million from the termination of these swaps is being amortized as an increase to interest expense over the remaining term of the debt, through March 2022. At September 30, 2018 , the balance remaining in accumulated other comprehensive loss was $7 million (pre-tax).

G. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES (Concluded)

Foreign Currency Contracts. Our net cash inflows and outflows exposed to the risk of changes in foreign currency exchange rates arise from the sale of products in countries other than the manufacturing source, foreign currency denominated supplier payments, debt and other payables, and investments in subsidiaries. To mitigate this risk, we, including certain of our European operations, enter into foreign currency forward contracts and foreign currency exchange contracts.

Gains (losses) related to foreign currency forward and exchange contracts are recorded in our condensed consolidated statement of operations in other income (expense), net. In the event that the counterparties fail to meet the terms of the foreign currency forward or exchange contracts, our exposure is limited to the aggregate foreign currency rate differential with such institutions.

The pre-tax gains (losses) included in our condensed consolidated statements of operations were as follows, in millions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Foreign currency contracts:				
Exchange contracts	$ —	$ (1)	$ 1	$ (1)
Forward contracts	(1)	1	(1)	1
Interest rate swaps	—	—	(1)	(3)
Total loss	$ (1)	$ —	$ (1)	$ (3)

We present our derivatives net by counterparty, due to the right of offset under master netting arrangements in the condensed consolidated balance sheets. The notional amounts being hedged and the fair value of those derivative instruments are as follows, in millions:

	At September 30, 2018	
	Notional Amount	Balance Sheet
Foreign currency contracts:		
Exchange contracts	$ 6	
Receivables		$ —
Forward contracts	73	
Receivables		—
Other assets		—
Accrued liabilities		—
Other liabilities		—

	At December 31, 2017	
	Notional Amount	Balance Sheet
Foreign currency contracts:		
Exchange contracts	$ 14	
Accrued liabilities		$ —
Forward contracts	43	
Receivables		—
Accrued liabilities		—

The fair value of all foreign currency contracts is estimated on a recurring basis, quarterly, using Level 2 inputs (significant other observable inputs).

H. WARRANTY LIABILITY

Changes in our warranty liability were as follows, in millions:

	Nine Months Ended September 30, 2018	Twelve Months Ended December 31, 2017
Balance at January 1	$ 205	$ 192
Accruals for warranties issued during the period	60	63
Accruals related to pre-existing warranties	1	9
Settlements made (in cash or kind) during the period	(49)	(59)
Other, net (including currency translation)	1	—
Balance at end of period	$ 218	$ 205

I. DEBT

On April 16, 2018, we repaid and retired all of our $114 million , 6.625% Notes on the scheduled repayment date.

On June 21, 2017, we issued $300 million of 3.5% Notes due November 15, 2027 and $300 million of 4.5% Notes due May 15, 2047. We received proceeds of $599 million , net of discount, for the issuance of these Notes. The Notes are senior indebtedness and are redeemable at our option at the applicable redemption price. On June 27, 2017, proceeds from the debt issuances, together with cash on hand, were used to repay and early retire $299 million of our 7.125% Notes due March 15, 2020, $74 million of our 5.95% Notes due March 15, 2022, $62 million of our 7.75% Notes due August 1, 2029, and $100 million of our 6.5% Notes due August 15, 2032. In connection with these early retirements, we incurred a loss on debt extinguishment of $107 million , which was recorded as interest expense.

On March 28, 2013, we entered into a credit agreement (the “Credit Agreement”) with a bank group, with an aggregate commitment of $1.25 billion and a maturity date of March 28, 2018. On May 29, 2015 and August 28, 2015, we amended the Credit Agreement with the bank group (the "Amended Credit Agreement"). The Amended Credit Agreement reduces the aggregate commitment to $750 million and extends the maturity date to May 29, 2020. Under the Amended Credit Agreement, at our request and subject to certain conditions, we can increase the aggregate commitment up to an additional $375 million with the current bank group or new lenders.

The Amended Credit Agreement provides for an unsecured revolving credit facility available to us and one of our foreign subsidiaries, in U.S. dollars, European euros and certain other currencies. Borrowings under the revolver denominated in euros are limited to $500 million , equivalent. We can also borrow swingline loans up to $75 million and obtain letters of credit of up to $100 million ; outstanding letters of credit under the Amended Credit Agreement reduce our borrowing capacity. At September 30, 2018 , we had no outstanding standby letters of credit under the Amended Credit Agreement.

Revolving credit loans bear interest under the Amended Credit Agreement, at our option, at (A) a rate per annum equal to the greater of (i) the prime rate, (ii) the Federal Funds effective rate plus 0.50% and (iii) LIBOR plus 1.0% (the "Alternative Base Rate"); plus an applicable margin based upon our then-applicable corporate credit ratings; or (B) LIBOR plus an applicable margin based upon our then-applicable corporate credit ratings. The foreign currency revolving credit loans bear interest at a rate equal to LIBOR plus an applicable margin based upon our then-applicable corporate credit ratings.

The Amended Credit Agreement contains financial covenants requiring us to maintain (A) a maximum net leverage ratio, as adjusted for certain items, of 4.0 to 1.0, and (B) a minimum interest coverage ratio, as adjusted for certain items, equal to or greater than 2.5 to 1.0.

I. DEBT (Concluded)

In order for us to borrow under the Amended Credit Agreement, there must not be any default in our covenants in the Amended Credit Agreement (i.e., in addition to the two financial covenants, principally limitations on subsidiary debt, negative pledge restrictions, legal compliance requirements and maintenance of properties and insurance) and our representations and warranties in the Amended Credit Agreement must be true in all material respects on the date of borrowing (i.e., principally no material adverse change or litigation likely to result in a material adverse change, since December 31, 2014, in each case, no material ERISA or environmental non-compliance, and no material tax deficiency). We were in compliance with all covenants and no borrowings were outstanding at September 30, 2018 .

Fair Value of Debt. The fair value of our short-term and long-term fixed-rate debt instruments is based principally upon modeled market prices for the same or similar issues, which are Level 1 inputs. The aggregate estimated market value was approximately $3.0 billion at September 30, 2018 , which equaled the aggregate carrying value of short-term and long-term debt at that date. The aggregate estimated market value of short-term and long-term debt was approximately $3.3 billion , compared with the aggregate carrying value of $3.1 billion , at December 31, 2017 .

J. STOCK-BASED COMPENSATION

Our 2014 Long Term Stock Incentive Plan provides for the issuance of stock-based incentives in various forms to our employees and non-employee Directors. At September 30, 2018 , outstanding stock-based incentives were in the form of long-term stock awards, stock options, restricted stock units, phantom stock awards and stock appreciation rights.

Pre-tax compensation expense for these stock-based incentives was as follows, in millions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Long-term stock awards	$ 5	$ 6	$ 17	$ 19
Stock options	1	—	3	2
Restricted stock units	1	—	3	1
Phantom stock awards and stock appreciation rights	1	2	—	7
Total	$ 8	$ 8	$ 23	$ 29

Long-Term Stock Awards. Long-term stock awards are granted to our key employees and non-employee Directors and do not cause net share dilution inasmuch as we continue the practice of repurchasing and retiring an equal number of shares in the open market. We granted 644,580 shares of long-term stock awards in the nine-month period ended September 30, 2018 .

J. STOCK-BASED COMPENSATION (Continued)

Our long-term stock award activity was as follows, shares in millions:

	Nine Months Ended September 30,	
	2018	2017
Unvested stock award shares at January 1	3	4
Weighted average grant date fair value	$ 24	$ 20
Stock award shares granted	1	1
Weighted average grant date fair value	$ 42	$ 34
Stock award shares vested	2	2
Weighted average grant date fair value	$ 21	$ 18
Stock award shares forfeited	—	—
Weighted average grant date fair value	$ 31	$ 24
Unvested stock award shares at September 30	2	3
Weighted average grant date fair value	$ 30	$ 24

At both September 30, 2018 and 2017 , there was $50 million of total unrecognized compensation expense related to unvested stock awards; such awards had a weighted average remaining vesting period of three years at both September 30, 2018 and 2017 .

The total market value (at the vesting date) of stock award shares which vested during the nine-month periods ended September 30, 2018 and 2017 was $56 million and $45 million , respectively.

Stock Options. Stock options are granted to certain key employees. The exercise price equals the market price of our common stock at the grant date. These options generally become exercisable (vest ratably) over five years beginning on the first anniversary from the date of grant and expire no later than 10 years after the grant date.

We granted 385,220 shares of stock options in the nine-month period ended September 30, 2018 with a grant date weighted average exercise price of approximately $42 per share. In the nine-month period ended September 30, 2018 , 68,927 shares of stock options were forfeited (including options that expired unexercised).

J. STOCK-BASED COMPENSATION (Continued)

Our stock option activity was as follows, shares in millions:

	Nine Months Ended September 30,	
	2018	2017
Option shares outstanding, January 1	5	7
Weighted average exercise price	$ 16	$ 15
Option shares granted	—	—
Weighted average exercise price	$ 42	$ 34
Option shares exercised	1	1
Aggregate intrinsic value on date of exercise **(A)**	$ 47 million	$ 36 million
Weighted average exercise price	$ 11	$ 15
Option shares forfeited	—	—
Weighted average exercise price	$ 31	$ —
Option shares outstanding, September 30	4	6
Weighted average exercise price	$ 20	$ 16
Weighted average remaining option term (in years)	5	4
Option shares vested and expected to vest, September 30	4	6
Weighted average exercise price	$ 20	$ 16
Aggregate intrinsic value **(A)**	$ 69 million	$ 132 million
Weighted average remaining option term (in years)	5	4
Option shares exercisable (vested), September 30	3	4
Weighted average exercise price	$ 15	$ 13
Aggregate intrinsic value **(A)**	$ 62 million	$ 115 million
Weighted average remaining option term (in years)	3	3

(A) Aggregate intrinsic value is calculated using our stock price at each respective date, less the exercise price (grant date price), multiplied by the number of shares.

At September 30, 2018 and 2017 , there was $9 million and $8 million , respectively, of unrecognized compensation expense (using the Black-Scholes option pricing model at the grant date) related to unvested stock options; such options had a weighted average remaining vesting period of three years at both September 30, 2018 and 2017 .

J. STOCK-BASED COMPENSATION (Concluded)

The weighted average grant date fair value of option shares granted and the assumptions used to estimate those values using a Black-Scholes option pricing model were as follows:

	Nine Months Ended September 30,	
	2018	2017
Weighted average grant date fair value	$ 12.52	$ 9.68
Risk-free interest rate	2.71%	2.16%
Dividend yield	1.00%	1.19%
Volatility factor	29.00%	30.00%
Expected option life	6 years	6 years

Restricted Stock Units. Under the Long Term Incentive Program, we granted restricted stock units to certain senior executives. These restricted stock units vest and share awards are issued at no cost to the employees, subject to our achievement of specified return on invested capital performance goals over a three -year period that have been established by our Organization and Compensation Committee for the performance period and the recipient's continued employment through the share award date. We granted 113,260 restricted stock units in the nine-month period ended September 30, 2018 , with a grant date fair value of approximately $42 per share, and 124,780 restricted stock units in the nine-month period ended September 30, 2017 , with a grant date fair value of approximately $34 per share. During the nine-month period ended September 30, 2018 , 11,600 restricted stock units were forfeited.

K. EMPLOYEE RETIREMENT PLANS

Net periodic pension cost for our defined-benefit pension plans, with the exception of service cost, is recorded in other income (expense), net, in our condensed consolidated statement of operations. Net periodic pension cost for our defined-benefit pension plans was as follows, in millions:

	Three Months Ended September 30,			
	2018		2017	
	Qualified	Non-Qualified	Qualified	Non-Qualified
Service cost	$ 1	$ —	$ 1	$ —
Interest cost	8	1	11	2
Expected return on plan assets	(12)	—	(12)	—
Amortization of net loss	4	1	5	1
Net periodic pension cost	$ 1	$ 2	$ 5	$ 3

	Nine Months Ended September 30,			
	2018		2017	
	Qualified	Non-Qualified	Qualified	Non-Qualified
Service cost	$ 2	$ —	$ 2	$ —
Interest cost	28	4	36	5
Expected return on plan assets	(36)	—	(36)	—
Amortization of net loss	13	2	15	2
Net periodic pension cost	$ 7	$ 6	$ 17	$ 7

As of January 1, 2010, substantially all of our domestic and foreign qualified and domestic non-qualified defined-benefit pension plans were frozen to future benefit accruals.

L. RECLASSIFICATIONS FROM ACCUMULATED OTHER COMPREHENSIVE LOSS

The reclassifications from accumulated other comprehensive loss to the condensed consolidated statements of operations were as follows, in millions:

	Amounts Reclassified				
	Three Months Ended September 30,		Nine Months Ended September 30,		
Accumulated Other Comprehensive Loss	**2018**	**2017**	**2018**	**2017**	**Statement of Operations Line Item**
Amortization of defined-benefit pension and other postretirement benefits:					
Actuarial losses, net	$ 5	$ 6	$ 15	$ 17	Other income (expense), net
Tax benefit	(1)	(2)	(3)	(6)	
Net of tax	$ 4	$ 4	$ 12	$ 11	
Interest rate swaps	$ —	$ —	$ 1	$ 3	Interest expense
Tax (benefit)	—	—	—	(1)	
Net of tax	$ —	$ —	$ 1	$ 2	

In addition to the amounts reclassified above, upon adopting ASU 2018-02 in the first quarter of 2018, we reclassified $59 million of the disproportionate tax benefit relating to various defined-benefit plans from accumulated other comprehensive loss to retained deficit. Refer to Note A for additional information.

M. SEGMENT INFORMATION

Information by segment and geographic area was as follows, in millions:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2018	**2017**	**2018**	**2017**	**2018**	**2017**	**2018**	**2017**
	Net Sales (A)		Operating Profit (Loss)		Net Sales(A)		Operating Profit (Loss)	
Operations by segment:								
Plumbing Products	$ 992	$ 950	$ 177	$ 175	$ 2,995	$ 2,771	$ 534	$ 537
Decorative Architectural Products	673	562	104	112	2,024	1,719	338	355
Cabinetry Products	239	229	23	20	724	711	62	67
Windows and Other Specialty Products	197	204	16	24	575	588	28	50
Total	$ 2,101	$ 1,945	$ 320	$ 331	$ 6,318	$ 5,789	$ 962	$ 1,009
Operations by geographic area:								
North America	$ 1,724	$ 1,538	$ 272	$ 276	$ 5,112	$ 4,618	$ 813	$ 854
International, principally Europe	377	407	48	55	1,206	1,171	149	155
Total	$ 2,101	$ 1,945	320	331	$ 6,318	$ 5,789	962	1,009
General corporate expense, net			(20)	(22)			(60)	(71)
Operating profit			300	309			902	938
Other income (expense), net			(38)	(45)			(128)	(202)
Income before income taxes			$ 262	$ 264			$ 774	$ 736

(A) Inter-segment sales were not material.

N. OTHER INCOME (EXPENSE), NET

Other, net, which is included in other income (expense), net, was as follows, in millions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Gain on sale of business	$ —	$ 2	$ —	$ 51
Income from cash and cash investments and short-term bank deposits	1	1	3	3
Equity investment income, net	—	—	2	1
Realized gains from private equity funds	—	—	—	2
Impairment of private equity funds	—	(2)	—	(2)
Foreign currency transaction gains (losses)	1	3	(5)	3
Net periodic pension and post-retirement benefit cost	(2)	(7)	(11)	(22)
Other items, net	—	1	—	1
Total other, net	$ —	$ (2)	$ (11)	$ 37

O. INCOME PER COMMON SHARE

Reconciliations of the numerators and denominators used in the computations of basic and diluted income per common share were as follows, in millions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Numerator (basic and diluted):				
Net income	$ 180	$ 152	$ 540	$ 453
Less: Allocation to unvested restricted stock awards	1	1	5	4
Net income available to common shareholders	$ 179	$ 151	$ 535	$ 449
Denominator:				
Basic common shares (based upon weighted average)	304	313	307	315
Add: Stock option dilution	2	3	2	4
Diluted common shares	306	316	309	319

For the three-month and nine-month periods ended September 30, 2018 and 2017 , we allocated dividends and undistributed earnings to the unvested restricted stock awards.

Additionally, 667,586 and 626,734 common shares for the three-month and nine-month periods ended September 30, 2018 , respectively, and 397,000 and 339,000 common shares for the three-month and nine-month periods ended September 30, 2017 , respectively, related to stock options were excluded from the computation of diluted income per common share due to their antidilutive effect.

In May 2017, our Board of Directors authorized the repurchase, for retirement, of up to $1.5 billion of shares of our common stock in open-market transactions or otherwise, replacing the previous Board of Directors authorization established in 2014. In the first nine months of 2018 , we repurchased and retired 9.0 million shares of our common stock (including 0.6 million shares to offset the dilutive impact of long-term stock awards granted in the first nine months of the year). At September 30, 2018 , we had $936 million remaining under the 2017 authorization.

On the basis of amounts paid (declared), cash dividends per common share were $0.105 ($0.120) and $0.315 ($0.330) for the three-month and nine-month periods ended September 30, 2018 , respectively, and $0.100 ($0.105) and $0.300 ($0.305) for the three-month and nine-month periods ended September 30, 2017 , respectively.

P. OTHER COMMITMENTS AND CONTINGENCIES

We are involved in claims and litigation, including class actions and regulatory proceedings, which arise in the ordinary course of our business. The types of matters may include, among others: competition, product liability, employment, warranty, advertising, contract, personal injury, environmental, intellectual property, and insurance coverage. We believe we have adequate defenses in these matters and that the likelihood that the outcome of these matters would have a material adverse effect on us is remote. However, there is no assurance that we will prevail in these matters, and we could, in the future, incur judgments, enter into settlements of claims or revise our expectations regarding the outcome of these matters, which could materially impact our results of operations.

Q. INCOME TAXES

Our effective tax rate was 27 percent and 26 percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Our tax rate was higher than our 2018 statutory tax rate of 21 percent due primarily to an increase from U.S. and foreign taxes on foreign earnings of four percent , and an increase from state and local taxes, net of U.S. Federal tax benefit, of two percent and three percent for the three-month and nine-month periods ended September 30, 2018 , respectively. The effective tax rate in the three-month period was also higher by one percent due to non-deductible compensation resulting from recently issued IRS guidance related to the application of the 2017 Act. These increases were partially offset by an income tax benefit on stock-based compensation of one percent and two percent for the three-month and nine-month periods ended September 30, 2018 , respectively.

Our effective tax rate of 38 percent for the three-month period ending September 30, 2017 was higher than our 2017 statutory tax rate of 35 percent due primarily to an increase from state and local taxes, net of U.S. Federal tax benefit, of two percent , an increase due to a change in the mix of earnings from lower to higher tax jurisdictions of two percent , partially offset by an income tax benefit on stock-based compensation of one percent . Our effective tax rate of 34 percent for the nine-month period ending September 30, 2017 was lower than our 2017 statutory tax rate due primarily to an income tax benefit on stock-based compensation of three percent , partially offset by an increase from state and local taxes, net of U.S. Federal tax benefit, of two percent .

Item 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THIRD QUARTER 2018 AND THE FIRST NINE MONTHS 2018 VERSUS THIRD QUARTER 2017 AND THE FIRST NINE MONTHS 2017

SALES AND OPERATIONS

The following table sets forth our net sales and operating profit margins by business segment and geographic area, dollars in millions:

	Three Months Ended September 30,		Percent Change
	2018	2017	2018 vs. 2017
Net Sales:			
Plumbing Products	$ 992	$ 950	4 %
Decorative Architectural Products	673	562	20 %
Cabinetry Products	239	229	4 %
Windows and Other Specialty Products	197	204	(3)%
Total	$ 2,101	$ 1,945	8 %
North America	$ 1,724	$ 1,538	12 %
International, principally Europe	377	407	(7)%
Total	$ 2,101	$ 1,945	8 %

	Nine Months Ended September 30,		Percent Change
	2018	2017	2018 vs. 2017
Net Sales:			
Plumbing Products	$ 2,995	$ 2,771	8 %
Decorative Architectural Products	2,024	1,719	18 %
Cabinetry Products	724	711	2 %
Windows and Other Specialty Products	575	588	(2)%
Total	$ 6,318	$ 5,789	9 %
North America	$ 5,112	$ 4,618	11 %
International, principally Europe	1,206	1,171	3 %
Total	$ 6,318	$ 5,789	9 %

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Operating Profit Margins: (A)				
Plumbing Products	17.8%	18.4%	17.8%	19.4%
Decorative Architectural Products	15.5%	19.9%	16.7%	20.7%
Cabinetry Products	9.6%	8.7%	8.6%	9.4%
Windows and Other Specialty Products	8.1%	11.8%	4.9%	8.5%
North America	15.8%	17.9%	15.9%	18.5%
International, principally Europe	12.7%	13.5%	12.4%	13.2%
Total	15.2%	17.0%	15.2%	17.4%
Total operating profit margin, as reported	14.3%	15.9%	14.3%	16.2%

(A) Before general corporate expense, net; see Note M to the condensed consolidated financial statements.

We report our financial results in accordance with generally accepted accounting principles ("GAAP") in the United States. However, we believe that certain non-GAAP performance measures and ratios used in managing the business may provide users of this financial information with additional meaningful comparisons between current results and results in prior periods. Non-GAAP performance measures and ratios should be viewed in addition to, and not as an alternative for, our reported results under GAAP.

The following discussion of consolidated results of operations and segment and geographic results refers to the three-month and nine-month periods ended September 30, 2018 compared to the same periods of 2017.

NET SALES

Net sales increased eight percent and nine percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Excluding acquisitions, divestitures and the effect of currency translation, net sales increased four percent and five percent for the three-month and nine-month periods ended September 30, 2018 , respectively. The following table reconciles reported net sales to net sales, excluding acquisitions, divestitures and the effect of currency translation, in millions:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net sales, as reported	$ 2,101	$ 1,945	$ 6,318	$ 5,789
Acquisitions	(111)	—	(264)	—
Divestitures	—	(13)	—	(67)
Net sales, excluding acquisitions and divestitures	1,990	1,932	6,054	5,722
Currency translation	12	—	(66)	—
Net sales, excluding acquisitions, divestitures and the effect of currency translation	$ 2,002	$ 1,932	$ 5,988	$ 5,722

North American net sales increased 12 percent and 11 percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Net sales were positively impacted by the acquisitions of Kichler and Mercury Plastics, Inc. ("Mercury Plastics"), which, in aggregate, increased sales by seven percent and six percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Increased sales volume of plumbing products, cabinets and builder's hardware, in aggregate, also increased sales by five percent and four percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Net selling price increases of paints and other coating products additionally increased sales for the nine-month period ended September 30, 2018 . The divestiture of Arrow decreased sales by one percent for the nine-month period ended September 30, 2018 .

International net sales decreased seven percent for the three-month period ended September 30, 2018 , and increased three percent for the nine-month period ended September 30, 2018 . In local currencies (including sales in currencies outside their respective functional currencies), net sales decreased six percent and two percent for the three-month and nine-month periods ended September 30, 2018 , respectively. The divestiture of Moores Furniture Group Limited ("Moores") in the fourth quarter of 2017 decreased sales by three percent for both periods. For the three-month period ended September 30, 2018 , lower sales volume of windows and plumbing products, in aggregate, decreased sales by four percent. These decreases were partially offset by net selling price increases of plumbing products and windows, which, in aggregate, increased sales by two percent. For the nine-month period ended September 30, 2018 , lower sales volume of windows decreased sales by two percent, and unfavorable sales mix of plumbing products decreased sales by one percent. These decreases were partially offset by increased sales volume and net selling price increases of plumbing products, which, in aggregate, increased sales by three percent.

Net sales in the Plumbing Products segment increased four percent and eight percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Increased sales volume of North American and, for the nine-month period only, International operations, increased sales by five percent and six percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Net selling price increases increased sales by one percent for the three-month period ended September 30, 2018 and the acquisition of Mercury Plastics increased sales by one percent for both periods. Such increases were partially offset by decreased sales volume of International operations and unfavorable sales mix of North American operations, which, in aggregate, decreased sales by one percent for the three-month period ended September 30, 2018 . Unfavorable sales mix of North American and

International operations, in aggregate, decreased sales by one percent for the nine-month period ended September 30, 2018 . Foreign currency translation decreased net sales by one percent and increased net sales by two percent for the three-month and nine-month periods ended September 30, 2018 , respectively.

Net sales in the Decorative Architectural Products segment increased 20 percent and 18 percent for the three-month and nine-month periods ended September 30, 2018 , respectively, due primarily to the acquisition of Kichler in March 2018, which increased sales by 18 percent and 14 percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Net sales also increased due to net selling price increases of paints and other coating products and increased sales volume of builders' hardware for both periods. Such increases were partially offset by decreased sales volume of paints and other coating products for the three-month period ended September 30, 2018.

Net sales in the Cabinetry Products segment increased four percent and two percent for the three-month and nine-month periods ended September 30, 2018 , respectively, due to primarily to increased sales volume, which increased sales by seven percent and four percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Net selling price increases and favorable sales mix further increased sales, in aggregate, by three percent for both periods. These increases were partially offset by the divestiture of Moores, which decreased sales by six percent and five percent for the three-month and nine-month periods ended September 30, 2018 , respectively.

Net sales in the Windows and Other Specialty Products segment decreased three percent and two percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Decreased sales volume of International windows and, for the three-month period only, North American windows, in aggregate, decreased sales by nine percent and four percent for the three-month and nine-month periods ended September 30, 2018, respectively. The divestiture of Arrow in the second quarter of 2017 further decreased sales by five percent for the nine-month period ended September 30, 2018. Such decreases were partially offset by net selling price increases, which increased sales by three percent for both periods. Favorable sales mix for North American and International windows and, for the nine-month period only, increased sales volume of North American windows, in aggregate, increased sales by three percent for both periods. Foreign currency translation also increased sales by one percent for the nine-month period ended September 30, 2018.

OPERATING MARGINS

Our gross profit margins were 31.7 percent and 32.2 percent for the three-month and nine -month periods ended September 30, 2018 , respectively, compared with 33.8 percent and 34.7 percent for the comparable periods of 2017. Gross profit margins were negatively affected by the recognition of the inventory step up adjustment established as part of the acquisition of Kichler, an increase in other expenses (such as logistics costs), unfavorable sales mix, an increase in commodity costs, and, for the nine-month period only, an increase in strategic growth initiatives. These negative impacts were partially offset by increased net selling prices and increased sales volume in both periods.

Selling, general and administrative expenses, as a percentage of sales, were 17.5 percent and 17.9 percent percent for the three-month and nine -month periods ended September 30, 2018 , respectively, compared to 17.9 percent and 18.5 percent for the comparable periods of 2017. The decrease in selling, general and administrative expenses, as a percentage of sales, was driven by improved leverage of fixed expenses, due primarily to increased sales volume.

Operating margins in the Plumbing Products segment for the three-month and nine-month periods ended September 30, 2018 were negatively impacted by unfavorable sales mix, an increase in commodity costs, higher depreciation expense, and an increase in other expenses (such as salaries and Enterprise Resource Planning system costs). Logistics costs also negatively impacted operating margins for the nine-month period ended September 30, 2018 . These negative impacts were partially offset by increased sales volume, the benefits associated with cost savings initiatives and increased net selling prices in both periods.

Operating margins in the Decorative Architectural Products segment for the three-month and nine-month periods ended September 30, 2018 were negatively impacted by the recognition of the inventory step up adjustment established as part of the acquisition of Kichler, an increase in commodity costs of paints and other coating products, and increased depreciation and amortization expense. Lower sales volume of paints and other coating products also negatively impacted operating margin for the three-month period ended September 30, 2018 . An increase in other expenses (including legal costs) negatively impacted operating margins for the nine-month period ended September 30, 2018 . These negative impacts were partially offset in both periods by increased net selling prices of paints and other coating products, increased sales volume of builder's hardware, and benefits associated with cost savings initiatives of paints and other coating products.

Operating margin in the Cabinetry Products segment for the three-month period ended September 30, 2018 was positively impacted by increased sales volume, benefits associated with cost savings initiatives and the divestiture of Moores. These positive impacts were partially offset by an increase in other expenses (such as logistics costs) and unfavorable sales mix. Operating margin in the Cabinetry Products segment for the nine-month period ended September 30, 2018 was negatively impacted by an increase in other expenses (such as logistics costs), program launch and display expenses, and unfavorable sales mix. These negative impacts were partially offset in both periods by the divestiture of Moores, benefits associated with cost savings initiatives, and increased sales volume.

Operating margins in the Windows and Other Specialty Products segment for the three-month and nine-month periods ended September 30, 2018 were negatively impacted by an increase in other expenses (such as warranty and related service costs and higher labor costs) and commodity costs, which have more than offset benefits associated with cost savings initiatives. Decreased sales volume of North American and International windows also negatively impacted operating margins for the three-month period ended September 30, 2018 . The divestiture of Arrow in the second quarter of 2017 and decreased sales volume of international windows negatively impacted operating margins for the nine-month period ended September 30, 2018 . These negative impacts were partially offset by increased net selling prices in both periods.

Due to the recently-announced increase in tariffs on imported materials from China, and assuming tariffs rise to 25 percent on January 1, 2019, we could be exposed to approximately $150 million of potential annual direct cost increases. We will work to mitigate the impact of these tariffs through a combination of price increases, supplier negotiations, supply chain repositioning and other internal productivity measures.

OTHER INCOME (EXPENSE), NET

Interest expense for the three-month and nine-month periods ended September 30, 2018 was $38 million and $117 million , respectively, compared to $43 million and $239 million for the comparable periods of 2017. Interest expense decreased due to the retirement of all of our all of our $114 million , 6.625% Notes in the second quarter of 2018, and the refinancing of certain debt at more favorable interest rates and the related $107 million of debt extinguishment costs which was recorded as additional interest expense in the second quarter of 2017.

Other, net, for the three-month and nine-month periods ended September 30, 2018 included $2 million and $11 million , respectively, of net periodic pension and post-retirement benefit cost and $1 million of foreign currency transaction gains and $5 million of foreign currency transaction losses, respectively. The nine-month period ended September 30, 2018 also included $2 million of earnings related to equity method investments. Other, net, for the three-month and nine-month periods ended September 30, 2017 included $7 million and $22 million , respectively, of net periodic pension and post-retirement benefit cost, $2 million and $51 million , respectively, of gains related to the sale of Arrow, and $3 million of foreign currency transaction gains and $2 million related to the impairment of a private equity fund in both periods. Other, net, for the nine-month period ended September 30, 2017 also included $1 million of earnings related to equity method investments and $2 million of distributions from private equity funds.

INCOME PER COMMON SHARE — ATTRIBUTABLE TO MASCO CORPORATION

Income for the three-month and nine-month periods ended September 30, 2018 was $180 million and $540 million , respectively, compared with $152 million and $453 million for the comparable periods of 2017. Diluted income per common share for the three-month and nine-month periods ended September 30, 2018 was $.58 and $1.73 per common share, respectively, compared with $.48 and $1.41 per common share for the comparable periods of 2017.

Our effective tax rate was 27 percent and 26 percent for the three-month and nine-month periods ended September 30, 2018 , respectively. Our tax rate for the three-month period was higher than our normalized tax rate of 26 percent due primarily to $3 million of income tax expense for non-deductible compensation resulting from recently issued IRS guidance related to the application of the 2017 Act.

Our effective tax rate was 38 percent and 34 percent for the three-month and nine-month periods ended September 30, 2017 , respectively. Our tax rate for the three-month period was higher than our normalized tax rate of 34 percent due primarily to a change in the mix of earnings from lower to higher tax jurisdictions.

OTHER FINANCIAL INFORMATION

Our current ratio was 1.7 to 1 and 2.0 to 1 at September 30, 2018 and December 31, 2017 , respectively. The decrease in our current ratio is due primarily to the cash on hand we paid for our acquisition of Kichler, partially offset by the acquired working capital.

For the nine-month period ended September 30, 2018 , net cash provided by operating activities was $654 million .

For the nine-month period ended September 30, 2018 , net cash used for financing activities was $686 million , primarily due to $354 million for the repurchase and retirement of Company common stock (including 0.6 million shares repurchased to offset the dilutive impact of long-term stock awards granted in 2018), $114 million for the retirement of our 6.625% of Notes due April 15, 2018, $98 million for the payment of cash dividends, $89 million for dividends paid to noncontrolling interests, and $38 million for employee withholding taxes paid on stock-based compensation.

For the nine-month period ended September 30, 2018 , net cash used for investing activities was $601 million , primarily due to $549 million for the acquisition of Kichler, net of cash acquired, and $160 million used for capital expenditures, offset by $108 million in proceeds from the disposition of short-term bank deposits.

Our cash, cash investments and short-term bank deposits were $569 million and $1.3 billion at September 30, 2018 and December 31, 2017, respectively. Our cash and cash investments consist of overnight interest bearing money market demand accounts, time deposit accounts, and money market mutual funds containing government securities and treasury obligations. Our short-term bank deposits consist of time deposits with maturities of 12 months or less.

Of the $569 million and $1.3 billion of cash, cash investments and short-term bank deposits held at September 30, 2018 and December 31, 2017, $235 million and $759 million , respectively, was held in our foreign subsidiaries. If these funds were needed for our operations in the U.S., their repatriation into the U.S. would not result in significant additional U.S. income tax or foreign withholding tax, as we have recorded such taxes on substantially all undistributed foreign earnings, except for those that are legally restricted.

On March 28, 2013, we entered into a credit agreement (the "Credit Agreement") with a bank group, with an aggregate commitment of $1.25 billion and a maturity date of March 28, 2018. On May 29, 2015 and August 28, 2015, we amended the Credit Agreement with the bank group (the "Amended Credit Agreement"). The Amended Credit Agreement reduces the aggregate commitment to $750 million and extended the maturity date to May 29, 2020. Under the Amended Credit Agreement, at our request and subject to certain conditions, we can increase the aggregate commitment up to an additional $375 million with the current bank group or new lenders. See Note I to the condensed consolidated financial statements.

The Amended Credit Agreement contains financial covenants requiring us to maintain (A) a maximum net leverage ratio, as adjusted for certain items, of 4.0 to 1.0, and (B) a minimum interest coverage ratio, as adjusted for certain items, equal to or greater than 2.5 to 1.0. We were in compliance with all covenants and no borrowings were outstanding under our Amended Credit Agreement at September 30, 2018 .

We believe that our present cash balance, cash flows from operations, and the ability to utilize our Amended Credit Agreement are sufficient to fund our near-term working capital and other investment needs. We believe that our longer-term working capital and other general corporate requirements will be satisfied through cash flows from operations and, to the extent necessary, from bank borrowings and future financial market activities.

OUTLOOK FOR THE COMPANY

We continue to successfully execute our long-term growth strategies by leveraging our strong brand portfolio, industry-leading positions and Masco Operating System, our methodology to drive growth and productivity. Although we have experienced market softness in our DIY paints and other coating products and international markets, and we continue to face commodity and logistics cost pressures, we remain confident in the fundamentals of our business. We believe that our strong financial position and cash flow generation, together with our current strategy of investing in our industry-leading branded building products, our continued focus on innovation and our commitment to operational excellence, the active management of our portfolio and disciplined capital allocation, will allow us to drive long-term growth and create value for our shareholders.

FORWARD-LOOKING STATEMENTS

This report contains statements that reflect our views about our future performance and constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as "outlook," "believe," "anticipate," "appear," "may," "will," "should," "intend," "plan," "estimate," "expect," "assume," "seek," "forecast," and similar references to future periods. Our views about future performance involve risks and uncertainties that are difficult to predict and, accordingly, our actual results may differ materially from the results discussed in our forward-looking statements. We caution you against relying on any of these forward-looking statements. Our future performance may be affected by the levels of residential repair and remodel activity and new home construction, our ability to maintain our strong brands and reputation and to develop new products, our ability to maintain our competitive position in our industries, our reliance on key customers, the cost and availability of raw materials, our dependence on third-party suppliers, risks associated with international operations and global strategies, our ability to achieve the anticipated benefits of our strategic initiatives, our ability to successfully execute our acquisition strategy and integrate businesses that we have and may acquire, our ability to attract, develop and retain talented personnel, our ability to achieve the anticipated benefits from our investments in new technology, risks associated with our reliance on information systems and technology, and our ability to sustain the improved results of our U.S. window business. These and other factors are discussed in detail in Item 1A, "Risk Factors" in our most recent Annual Report on Form 10-K, as well as in other filings we make with the Securities and Exchange Commission. The forward-looking statements in this report speak only as of the date of this report. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. Unless required by law, we undertake no obligation to update publicly any forward-looking statements as a result of new information, future events or otherwise.

Item 4.

CONTROLS AND PROCEDURES

a. Evaluation of Disclosure Controls and Procedures.

The Company’s principal executive officer and principal financial officer have concluded, based on an evaluation of the Company’s disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) or 15d-15(e)) as required by paragraph (b) of Exchange Act Rules 13a-15 or 15d-15 that, as of September 30, 2018 , the Company's disclosure controls and procedures were effective.

b. Changes in Internal Control over Financial Reporting.

In connection with the evaluation of the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2018 , which is required under the Securities Exchange Act of 1934 by paragraph (d) of Exchange Rules 13a-15 or 15d-15 (as defined in paragraph (f) of Rule 13a-15), management determined that there was no change that materially affected or is reasonably likely to materially affect internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1 . Legal Proceedings

Information regarding legal proceedings involving us is set forth in Note P to our condensed consolidated financial statements included in Part I, Item 1 of this Report and is incorporated herein by reference.

Item 1A . Risk Factors

There have been no material changes to the risk factors of the Company set forth in Item 1A, "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 .

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

The following table provides information regarding the repurchase of Company common stock for the three-month period ended September 30, 2018 under the 2017 share repurchase authorization:

Period	Total Number Of Shares Purchased	Average Price Paid Per Common Share	Total Number Of Shares Purchased As Part Of Publicly Announced Plans or Programs	Maximum Value Of Shares That May Yet Be Purchased Under The Plans Or Programs
7/1/18-7/31/18	1,049,378	$ 38.27	1,049,378	$ 984,508,306
8/1/18-8/31/18	1,008,743	$ 38.97	1,008,743	945,202,515
9/1/18-9/30/18	245,441	$ 37.89	245,441	935,902,138
Total for the period	2,303,562	$ 38.53	2,303,562	$ 935,902,138

Item 6 . Exhibits

10	–	Employment Offer Letter dated July 27, 2018 between Scott McDowell and Masco Corporation
12	–	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
31a	–	Certification by Chief Executive Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
31b	–	Certification by Chief Financial Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
32	–	Certification Required by Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code
101	–	Interactive Data File

SIGNATURE

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.

MASCO CORPORATION

By: /s/ John G. Sznewajs

Name: John G. Sznewajs

Title: Vice President, Chief Financial Officer

October 30, 2018

Exhibit 10

[Masco Corporation letterhead]

July 27, 2018

RE: Employment Offer

Scott McDowell
[Home address removed]

Dear Scott:

I am pleased to confirm your offer of employment for the position of Vice President, Masco Operating System for Masco Corporation, reporting to Keith Allman. This offer includes:

Cash Compensation

Your rate of pay is $14,615.38 bi-weekly. Projected on an annualized basis, it amounts to $380,000 with your first salary review to be in April 2019.

You will also be eligible to participate in our annual discretionary performance bonus program. Your standard bonus opportunity is 50% of your annual base salary. In a typical year, your bonus percent can range from 0% to 100% of your annual base salary depending on Company and individual performance. Bonuses are determined after year-end and are normally paid out in February. Contingent on your employment beginning by no later than August 27, 2018, your bonus for 2018 will be guaranteed at $162,500 to be paid in February of 2019.

Non-Cash Compensation

As part of your hiring package, we will recommend to the Organization and Compensation Committee of the Masco Board of Directors (the “Committee”) your eligibility to participate in the Company’s discretionary annual performance incentive stock program. Your standard stock award opportunity is 50% of your annual base salary. In a typical year, your stock award can range from 0% to100% of your annual base salary depending on Company and individual performance. Stock awards are determined at year-end and are normally communicated in February. All awards under Masco’s annual performance stock program have a 20%, five-year vesting schedule. Currently, all unvested shares also pay a dividend if declared by the Company. Contingent on your employment beginning by no later than August 27, 2018 and subject to the Committee’s approval, your stock award for 2018 will be guaranteed at the equivalent share value of $162,500 in February of 2019.

An initial stock award will be recommended in the amount of 12,000 shares of Masco Corporation common stock. Up to a four (4) month waiting period (from start of employment) may be required prior to submission to the Committee for approval. All stock grants, including this initial award, are governed by plan documents that are provided at the time the grant is issued, and require your acceptance of the terms of these documents. This initial award will have a 20%, five-year vesting schedule. Currently, all unvested shares receive dividends if declared by the Company.

Effective January 1, 2019, you will be eligible to participate in our discretionary long term stock incentive program. Your target award percent is 50% of your annual base salary. In a typical year, your award can range from 0% to 100% of your annual base salary depending on Company and individual performance. Awards are determined after the end of the three-year performance period.

Masco considers the granting of stock options annually to motivate key executives to improve our share price and to align their long-term interests with those of shareholders. You will be eligible for participation in this program.

[Masco Corporation letterhead]

An initial stock option grant will be recommended in the amount of 15,000 shares. Up to a four (4) month waiting period (from start of employment) may be required prior to submission to the Committee for approval. All stock option grants, including this initial award, are governed by plan documents that are provided at the time the grant is issued, and require your acceptance of the terms of these documents. This initial award will have a 20%, five-year vesting schedule.

Benefits

You will also be eligible to participate in all of the health and welfare benefit programs of Masco Corporation as a full-time regular employee. Your health insurance begins on the first of the month following 30 days of employment. You will also be eligible to participate in the 401(k) Plan immediately. The match formula is 100% of the first 4% of your compensation deferred to the plan, subject to IRS 401(k) plan contribution limits. Company matching contributions are immediately 100% vested.

You will also participate in the Masco Corporation discretionary profit sharing plan beginning January 1, 2019 with your eligibility for the initial contribution based on 2019 results. After the end of each year, our Committee approves the Company contribution percentage based on the profitability of Masco Corporation for the preceding year. For 2017, the profit sharing contribution was 8.3% of annual earnings (salary and cash bonus). You will become 100% vested in this benefit after completing three years of service.

In addition to the qualified Profit Sharing and 401(k) Plans, Masco provides a Benefit Restoration Plan designed to restore profit sharing and 401(k) benefits that you would otherwise lose due to IRS compensation limits that apply to these qualified plans. You will become 100% vested in this benefit after completing three years of service.

You will also be eligible for four weeks of Company paid time off each service year, in addition to the normal holiday schedule for Masco Corporate. These benefits along with additional health, welfare, and other Company-sponsored benefits, will be explained in detail on your start date.

Relocation Assistance

We have agreed that you will be commuting in your new role with the Company. During this commuting period you will receive a special allowance reflecting the pre-tax payment of $5,600 per month (paid bi-weekly). This is approximately $67,200 per year which, on an after-tax basis, represents a reasonable cost for local housing and to offset travel costs associated with regular trips to Michigan.

However, you will be eligible for relocation assistance should you wish to relocate from your current residence to the Detroit, Michigan area within the first twenty-four (24) months of your employment with Masco. To assist you with your move, you will be eligible for the Masco Executive Relocation Assistance benefits. If you have relocation questions, please discuss them me. In the event you should leave Masco Corporation within two years of your date of relocation for reasons other than ours, you will reimburse Masco Corporation for the monies associated with your relocation benefits, including allowance, noted in the relocation assistance guidelines.

Severance Protection

Should your employment be involuntarily terminated for any reason other than misconduct or cause within 24 months of your hire date, you will be eligible for a severance payment of 12 months base salary and target bonus. These severance payments would be in consideration for and contingent upon your signing and adhering to the terms of the Company's general release of liability, including a confidentiality agreement, a non-compete agreement, and such other terms as the Company requires.

Exhibit 10

[Masco Corporation letterhead]

This letter is intended to answer many of the questions that you may have concerning your employment, but should not be construed as a contract of employment or a binding obligation without unrestricted right of the Company to modify or terminate the provisions provided herein. In any case, at all times during your employment you will be an “at will” employee, which means that your employment may be terminated at any time with or without cause. Upon your start date, you will be required to sign Confidentiality and Non-Compete Agreements, and Masco’s Legal and Ethical Standards Compliance Program. Additionally, your employment is contingent on the successful completion of a pre-employment background investigation and drug screen.

If the terms of our offer meet with your approval, please print and sign a copy of this letter and return to me via email at renee_straber@mascohq.com .

Scott, we believe we can offer you an exciting and challenging opportunity for your personal and professional growth and are convinced you can make a significant contribution in this leadership role for Masco! If you have any questions, please call me at 313.792.6467.

Sincerely,
/s/ RENEE STRABER

Renee Straber
Chief Human Resource Officer

Copy: Keith Allman

Offer Accepted:

Signature: /s/ SCOTT MCDOWELL Date: 7-31-18

Exhibit 12

MASCO CORPORATION
Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends

	(Dollars in Millions)					
	Nine Months Ended September 30,	Year Ended December 31,				
	2018	2017	2016	2015	2014	2013
Earnings Before Income Taxes, Preferred Stock Dividends and Fixed Charges:						
Income from continuing operations before income taxes **(A)**	$ 774	$ 884	$ 833	$ 689	$ 507	$ 386
Deduct equity in undistributed (earnings) loss of fifty-percent-or-less-owned companies	(2)	(1)	(2)	(2)	2	(16)
Add interest on indebtedness, net	114	167	185	222	221	230
Add amortization of debt expense	3	4	5	5	5	6
Add estimated interest factor for rentals	18	22	21	19	33	31
Earnings before income taxes, noncontrolling interest, fixed charges and preferred stock dividends	$ 907	$ 1,076	$ 1,042	$ 933	$ 768	$ 637
Fixed Charges:						
Interest on indebtedness	$ 117	$ 170	$ 190	$ 223	$ 221	$ 229
Amortization of debt expense	3	4	5	5	5	6
Estimated interest factor for rentals	18	22	21	19	33	31
Total fixed charges	$ 138	$ 196	$ 216	$ 247	$ 259	$ 266
Preferred stock dividends (B)	—	—	—	—	—	—
Combined fixed charges and preferred stock dividends	$ 138	$ 196	$ 216	$ 247	$ 259	$ 266
Ratio of earnings to fixed charges	6.6	5.5	4.8	3.8	3.0	2.4
Ratio of earnings to combined fixed charges and preferred stock dividends	6.6	5.5	4.8	3.8	3.0	2.4
Ratio of earnings to combined fixed charges and preferred stock dividends excluding certain items **(C)**	6.6	5.5	4.8	3.8	2.9	2.4

(A) Income from continuing operations before income taxes for the years ended December 31, 2013, 2014, and 2015 has not been restated for the adoption of ASC 606.

(B) Represents amount of income before provision for income taxes required to meet the preferred stock dividend requirements of the Company.

(C) Excludes the 2014 litigation settlement income of $9 million.

Exhibit 31a

MASCO CORPORATION
Certification Required by Rule 13a-14(a) or 15d-14(a)
of the Securities Exchange Act of 1934

I, Keith Allman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Masco Corporation ("the registrant");

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 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;

5. The registrant's other certifying officer 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: October 30, 2018

By: /s/ Keith Allman
Keith Allman
President and Chief Executive Officer

Exhibit 31b

MASCO CORPORATION
Certification Required by Rule 13a-14(a) or 15d-14(a)
of the Securities Exchange Act of 1934

I, John G. Sznewajs, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Masco Corporation ("the registrant");

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 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;

5. The registrant's other certifying officer 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: October 30, 2018

By: /s/ John G. Sznewajs
John G. Sznewajs
Vice President, Chief Financial Officer

Exhibit 32

MASCO CORPORATION
Certification Required by Rule 13a-14(b) or 15d-14(b)
of the Securities Exchange Act of 1934 and
Section 1350 of Chapter 63 of Title 18 of the
United States Code

The certification set forth below is being submitted in connection with the Masco Corporation Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 (the “Report”) for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Keith Allman, the President and Chief Executive Officer, and John G. Sznewajs, the Vice President, Chief Financial Officer, of Masco Corporation, each certifies that, to the best of his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and results of operations of Masco Corporation.

Date:	October 30, 2018	/s/ Keith Allman
		Keith Allman
		President and Chief Executive Officer
Date:	October 30, 2018	/s/ John G. Sznewajs
		John G. Sznewajs
		Vice President, Chief Financial Officer