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

FORM 11-K

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

(Mark One)

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

For the plan year ended December 31, 2018

or

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

For the transition period from _____ to _____

Commission file number 1-12084

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

LIBBEY INC. SUPPLEMENTAL RETIREMENT PLAN

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

**Libbey Inc.
300 Madison Ave.
Toledo, Ohio 43604**

Libbey Inc. Supplemental Retirement Plan
Financial Statements and Supplemental Schedule
Years Ended December 31, 2018 and 2017

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Plan Participants and Plan Administrator of
Libbey Inc. Supplemental Retirement Plan
Toledo, OH

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of Libbey Inc. Supplemental Retirement Plan (the "Plan") as of December 31, 2018 and 2017, the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2018 and 2017, and the changes in net assets available for benefits for the year ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the Plan's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Report on Supplemental Schedule

The supplemental schedule of assets (held at end of year) as of December 31, 2018 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, such schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ DELOITTE & TOUCHE LLP

Detroit, MI
June 14, 2019

We have served as the auditor of the Plan since 2016.

Libbey Inc. Supplemental Retirement Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2018	2017
Assets		
Investments at fair value	\$ 41,379,429	\$ 46,766,761
Notes receivable from participants	2,518,819	2,572,814
Employer and participant contributions receivable	13,676	70,518
Net assets available for benefits	<u>\$ 43,911,924</u>	<u>\$ 49,410,093</u>

See accompanying notes to the financial statements.

Libbey Inc. Supplemental Retirement Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2018

Investment income (loss):

Interest and dividends	\$ 2,039,982
Net depreciation in fair value of investments	(5,553,927)
Total investment loss	<u>(3,513,945)</u>

Additions

Interest income on notes receivable from participants	120,223
Contributions:	
Participants	2,721,008
Employer	946,669
Total contributions	<u>3,667,677</u>
Total investment loss and additions	273,955

Deductions

Participant withdrawals or benefits paid directly to participants	(5,794,773)
Administrative expenses	(66,026)
Total deductions	<u>(5,860,799)</u>

Net decrease in assets available for benefits prior to transfer (5,586,844)

Net transfer from Libbey Inc. Retirement Savings Plan 88,675

Net decrease in assets available for benefits (5,498,169)

Net assets available for benefits:

Beginning of year	49,410,093
End of year	<u>\$ 43,911,924</u>

See accompanying notes to the financial statements.

Libbey Inc. Supplemental Retirement Plan

Notes to Financial Statements

December 31, 2018

1. Description of Plan

General

The Libbey Inc. Supplemental Retirement Plan (the Plan) was adopted by Libbey Inc. (the Company) for the benefit of eligible union hourly employees. The Plan was amended and restated on January 28, 2013, which was effective as of January 1, 2013.

The Plan is a defined contribution plan that provides eligible employees, upon completion of a probationary period, the opportunity to make pretax and/or after-tax contributions, in specific percentages, within guidelines established by the Libbey Inc. Employee Benefits Committee (the Committee). The Plan is administered by the Committee, and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Participant contributions are limited to 25% of the eligible compensation for Libbey Glass Union employees and are immediately 100% vested. Contributions are allocated at the participant's discretion among the various investment options from 1% to 100%, with no limit on the number of options selected. See "Company Stock" in [Note 2](#) for limitations on investing in Libbey Inc. common stock. A participant may elect to change the percentage of annual compensation to be contributed, and any such changes shall be effective as soon as administratively feasible.

The Company contributes to the Plan on behalf of each participant an amount equal to 50% on the first 6% of the participant's pretax contributions not to exceed 3% of the participant's eligible compensation as determined by the union agreement. Company matching contributions are allocated to investments based on the participant's deferral elections. Company matching contributions are immediately 100% vested.

Within certain limitations of the Internal Revenue Code (IRC), a participant may also transfer into the Plan by making a rollover contribution from another qualified plan.

The above information is intended as a general description of the Plan's operating guidelines. Reference should be made to the plan document for more specific provisions, including benefit payments.

Plan Termination

Although the Company has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to contract negotiations and the provisions of ERISA. Upon Plan termination, the entire interest of each participant's account is distributed to the participants.

Assets in Trust

At December 31, 2018 and 2017, Great-West Trust Company, LLC was the Plan's Trustee, and the Bank of New York Mellon was the sub-custodian of the Libbey stock fund. The Plan utilizes record keeping services from Great-West Financial Retirement Plan Services which is branded as Empower Retirement.

Investments

Participants may direct the investment of their contribution, the Company's matching contribution and their account balances into various investment options offered by the Plan and may change investments and transfer amounts between funds daily, within certain limitations. Including the various retirement target date funds, the Plan offers over 25 different mutual funds across several asset categories including US and International equities and fixed income funds, through ten registered investment companies, a stable value fund and Libbey Inc. common stock.

Distributions of Benefits

Distribution of vested benefits may be made upon the occurrence of any one of the following:

- In-service withdrawal on or after attainment of age 59-1/2;
- Total and permanent disability, as defined in the Plan, of the participant;
- Death of the participant;
- Termination of employment; or
- Financial hardship that complies with IRS regulations.

Benefits due upon death are generally paid in a lump sum or installments. Death benefits are based on amounts in the participants' accounts. Benefits due upon termination, withdrawal, or disability are paid in a lump sum or installments, as applicable, and are based on vested amounts in the participants' accounts.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's matching contributions and their respective share of investment fund earnings (losses) and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the value of the participant's account.

2. Summary of Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Payment of Benefits

Benefit payments to participants are recorded when paid. There were no participants, who elected to withdraw from the Plan, but had not yet been paid at December 31, 2018.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See [Note 3](#) for discussion on fair value measurements.

The Plan holds indirect investments in fully benefit-responsive investment contracts through the JP Morgan Stable Asset Income Fund. A plan participant's partial or full withdrawal or transfer of their investment in the JP Morgan Stable Asset Income Fund is valued at an amount which represents contributions made, plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Company Stock

At December 31, 2018 and 2017, the Plan held \$1,435,647 and \$2,723,874, respectively, of Libbey Inc. common stock which represented approximately 3% and 6%, respectively, of net assets available for benefits. Dividends paid or deemed paid constitute applicable dividends per the IRC. During the year ended December 31, 2018, the Plan received dividend income of \$43,059 from Libbey Inc.

Libbey Inc. Supplemental Retirement Plan

Notes to Financial Statements (continued)

Each participant is entitled to exercise voting rights attributable to the shares allocated to their account and is notified by the Company prior to the time that such rights may be exercised. The Trustee is not permitted to vote any allocated shares for which instructions have not been given by a participant. The Trustee votes any unallocated shares per provisions of the Plan. Participants have the same voting rights in the event of a tender or exchange offer.

Per provisions of a 2015 Plan amendment, the Company implemented a 20% limit on investments in Libbey Inc. common stock on July 1, 2016, to ensure portfolio diversity. Any contribution amount over 20% is redirected to the Plan's default fund, the JP Morgan SmartRetirement target date funds, based on the participant's age. A maximum of 20% of each participant's account balance can be invested in Libbey Inc. common stock. The participant is unable to transfer additional investments into the stock fund if Libbey Inc. common stock is more than 20% of the participant's account balance, or would be more than 20% as a result of the transfer. In addition, there is a 20% cap on future contributions to purchase Libbey Inc. common stock. At implementation on July 1, 2016, participants were not required to sell any shares of Libbey Inc. common stock greater than 20% of their account balance.

Plan Expenses

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping, consulting and trustee fees. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan are paid by the Company.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded. As of December 31, 2018, participant loans have maturities through January 31, 2028 at interest rates ranging from 4.25% to 6.25%.

Transfers

Along with the Plan, the Company sponsors a defined contribution plan for salary and non-union hourly employees. If employees change their status during the year, their account balances are transferred into or from the Libbey Inc. Retirement Savings Plan.

Excess Contributions Payable

The Plan is required to re-characterize or return contributions received during the Plan year in excess of the IRC limits.

Libbey Inc. Supplemental Retirement Plan

Notes to Financial Statements (continued)

3. Fair Value Measurements

In accordance with ASC 820, *Fair Value Measurement*, assets and liabilities measured at fair value are categorized into the following fair value hierarchy:

- Level 1 — Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market that the Plan has the ability to access at the measurement date.
- Level 2 — Fair value is based on quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 — Fair value is based on prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable. These inputs reflect management's judgment about the assumptions that a market participant would use in pricing the investment and are based on the best available information, some of which may be internally developed.

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value by the Plan:

- *Registered investment companies*: Valued at quoted market prices, which represent the net asset value (NAV) of shares held by the Plan at year-end.
- *Common stock*: Valued at the closing price reported in the active market in which the individual securities are traded.
- *Common collective trust*: Valued at NAV as a practical expedient, as provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, divided by the number of units outstanding.

There have been no changes in the methodologies used at December 31, 2018 and 2017. For the year ended December 31, 2018, there were no transfers between levels.

Investments Measured at Fair Value on a Recurring Basis

Investments measured at fair value on a recurring basis as of December 31, 2018 and 2017 (Level 1, 2, and 3 inputs are defined above) are as follows:

	Fair Value Measurements Using Input Type December 31, 2018			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 36,336,933	\$ —	\$ —	\$ 36,336,933
Libbey Inc. common stock	1,435,647	—	—	1,435,647
Total investments in the fair value hierarchy	<u>\$ 37,772,580</u>	<u>\$ —</u>	<u>\$ —</u>	<u>37,772,580</u>
Common collective trust measured at NAV ^(a)				3,606,849
Total investments				<u>\$ 41,379,429</u>

Libbey Inc. Supplemental Retirement Plan

Notes to Financial Statements (continued)

	Fair Value Measurements Using Input Type December 31, 2017			Total
	Level 1	Level 2	Level 3	
Registered investment companies	\$ 39,943,056	\$ —	\$ —	\$ 39,943,056
Libbey Inc. common stock	2,723,874	—	—	2,723,874
Total investments in the fair value hierarchy	\$ 42,666,930	\$ —	\$ —	42,666,930
Common collective trust measured at NAV ^(a)				4,099,831
Total investments				\$ 46,766,761

(a) Represents investments in a common collective trust. The JP Morgan Stable Asset Income Fund invests in high quality fixed income portfolios combined with investment contracts called “benefit responsive wraps” issued by other insurance companies. There are no unfunded commitments at December 31, 2018. The Plan may terminate its interest in the JP Morgan Stable Asset Income Fund at any time as long as the funds will not be invested in an investment option determined by JPMorgan Chase Bank, N.A. to be a competing fund. Complete or partial Plan withdrawals must be given in writing not less than 30 days prior to the valuation date, upon which the withdrawal is to be effected, as determined by the fund. As previously discussed in [Note 2](#), the JP Morgan Stable Asset Income Fund is presented at fair value which is the amount Plan participants would receive if they were to initiate permitted transactions under the terms of the Plan.

4. Notes Receivable from Participants

The Plan permits participants to borrow up to a maximum of \$50,000, or 50%, of their investment balance once their investment balance reaches \$1,000. Loans are made subject to certain conditions and limitations specified in the plan document and are repaid in weekly installments, including interest, over periods of between one to five years or up to 10 years for the purchase of a primary residence. A participant is entitled to a maximum of two loans; however, the loans must be initiated 12 months apart. Participant loans are collateralized by their account balances. The rate at which loans bear interest is established at the inception of the borrowing, based on the prime rate then being charged by the Trustee plus 1%. Repayments of loans, including the interest portion thereof, are reinvested on the participants’ behalf in accordance with their current choice of investment options. If a participant terminates employment from the Company, the participant must make arrangements with the record keeper to pay off the loan, otherwise it will be treated as a distribution to the participant after 90 days.

5. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated February 28, 2014, stating that the Plan is qualified under Section 401(a) of the IRC and therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and therefore, believes the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2015.

Libbey Inc. Supplemental Retirement Plan

Notes to Financial Statements (continued)

6. Parties-in-Interest

As described in [Note 2](#), the Plan invests in Libbey Inc. common stock. In addition, certain plan investments are shares of a mutual fund managed by Harbor Capital Advisors, the investment advisors of various defined benefit pension plans of the Company. The investments in Libbey Inc. common stock and the mutual fund managed by Harbor Capital Advisors qualify as party-in-interest transactions. There have been no known prohibited transactions with a party-in-interest.

7. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Supplemental Schedule
 Libbey Inc. Supplemental Retirement Plan
 EIN 34-1559357 Plan #002
 Schedule H, Line 4i — Schedule of Assets
 (Held at End of Year)
 December 31, 2018

Identity of Issuer, Borrower, Lessor or Similar Party and Description of Investment	Number of Shares/Units or Rate of Interest	Current Value
Registered investment companies:		
* Harbor Capital Appreciation Fund	61,166 shares	\$ 3,715,855
Invesco Small Capital Growth Fund	44,555 shares	1,579,467
Dodge & Cox Stock Fund	23,009 shares	3,976,224
Cohen & Steers Realty Shares Fund	3,273 shares	128,464
Dimensional		
DFA U.S. Small Cap Value	2,005 shares	60,145
DFA U.S. Small Cap	43,352 shares	1,289,721
DFA Emerging Markets Value	4,619 shares	124,030
JP Morgan		
High Yield Fund	105,872 shares	718,874
SmartRetirement 2020 Fund	27,992 shares	494,061
SmartRetirement 2025 Fund	44,950 shares	778,535
SmartRetirement 2030 Fund	42,699 shares	798,478
SmartRetirement 2035 Fund	37,153 shares	670,989
SmartRetirement 2040 Fund	28,140 shares	543,660
SmartRetirement 2045 Fund	46,171 shares	850,476
SmartRetirement 2050 Fund	35,540 shares	656,071
SmartRetirement 2055 Fund	4,320 shares	89,598
SmartRetirement 2060 Fund	2,366 shares	39,885
SmartRetirement Income Fund	16,928 shares	284,384
100% U.S. Treasury Money Market Fund	1,806,995 units	1,806,995
American Funds Growth Fund of America	38,950 shares	1,662,781
Federated Total Return Bond	139,000 shares	1,451,164
Transamerica International Equity Fund	160,250 shares	2,491,883
Vanguard		
Inflation-Protected Securities Fund	44,777 shares	1,096,129
Total Bond Market Index Fund	264,045 shares	2,759,273
FTSE All-World ex-US Index	37,513 shares	3,373,167
Institutional Index Fund	21,519 shares	4,896,624
Common collective trust:		
JP Morgan Stable Asset Income Fund	7,842 shares	3,606,849
Common stock:		
* Libbey Inc. common stock	369,110 shares	1,435,647
Total investments		41,379,429
* Participant loans	Interest rates ranging from 4.25% to 6.25% with latest maturity date of January 31, 2028	2,518,819
Net Assets		\$ 43,898,248

* Indicates a party-in-interest to the Plan.

All investments are participant directed; therefore, cost information has not been presented.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrator of the Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

LIBBEY INC. SUPPLEMENTAL RETIREMENT PLAN

Libbey Inc.
Employee Benefits Committee
Plan Administrator

Dated: June 14, 2019

By: /s/ Sarah J. Zibbel

Sarah J. Zibbel

Chairman Employee Benefits Committee

Senior Vice President and Chief Human Resources Officer of Libbey Inc.

By: /s/ James C. Burmeister

James C. Burmeister

Senior Vice President and Chief Financial Officer of Libbey Inc.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 33-64726 on Form S-8 of our report dated June 14, 2019 , relating to the financial statements and supplemental schedule of Libbey Inc. Supplemental Retirement Plan, appearing in this Annual Report on Form 11-K of Libbey Inc. Supplemental Retirement Plan for the year ended December 31, 2018 .

/s/ DELOITTE & TOUCHE LLP

Detroit, Michigan
June 14, 2019