POLYONE CORP
Form 10-Q
July 25, 2017

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

FORM 10-Q

ý Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2017

¨ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from to .
Commission file number 1-16091

POLYONE CORPORATION
(Exact name of registrant as specified in its charter)

Ohio	34-1730488
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
33587 Walker Road, Avon Lake, Ohio	44012
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (440) 930-1000

Former name, former address and former fiscal year, if changed since last report: Not Applicable
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. ý Yes ¨ No
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). ý 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. (Check one):

Large accelerated filer ý	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	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 ý No
The number of the registrant's outstanding common shares, $0.01 par value, as of June 30, 2017 was 81,791,536.

Part I — Financial Information
Item 1. Financial Statements
PolyOne Corporation
Condensed Consolidated Statements of Income (Unaudited)
(In millions, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Sales	$814.1	$758.2	$1,610.8	$1,497.1
Cost of sales	626.1	576.3	1,240.5	1,138.6
Gross margin	188.0	181.9	370.3	358.5
Selling and administrative expense	108.0	100.1	206.3	206.3
Operating income	80.0	81.8	164.0	152.2
Interest expense, net	(15.2)	(14.6)	(29.8)	(29.2)
Debt extinguishment costs	—	(0.4)	(0.3)	(0.4)
Other (expense) income, net	(1.4)	0.1	(2.5)	0.1
Income from continuing operations before income taxes	63.4	66.9	131.4	122.7
Income tax expense	(13.8)	(16.8)	(33.5)	(34.4)
Net income from continuing operations	49.6	50.1	97.9	88.3
(Loss) income from discontinued operations, net of income taxes	(231.0)	(0.1)	(232.4)	0.7
Net (loss) income	$(181.4)	$50.0	$(134.5)	$89.0
Net loss attributable to noncontrolling interests	—	—	—	0.1
Net (loss) income attributable to PolyOne common shareholders	$(181.4)	$50.0	$(134.5)	$89.1
Earnings (loss) per common share attributable to PolyOne common shareholders - Basic:				
Continuing operations	$0.61	$0.59	$1.20	$1.05
Discontinued operations	(2.83)	—	(2.84)	0.01
Total	$(2.22)	$0.59	$(1.64)	$1.06
Earnings (loss) per common share attributable to PolyOne common shareholders - Diluted:				
Continuing operations	$0.60	$0.59	$1.19	$1.04
Discontinued operations	(2.80)	—	(2.82)	0.01
Total	$(2.20)	$0.59	$(1.63)	$1.05
Weighted-average shares used to compute earnings per common share:				
Basic	81.8	84.1	81.9	84.4
Plus dilutive impact of share-based compensation	0.7	0.6	0.7	0.5
Diluted	82.5	84.7	82.6	84.9
Anti-dilutive shares not included in diluted common shares outstanding	—	—	0.1	0.2
Cash dividends declared per share of common stock	$0.135	$0.120	$0.270	$0.240

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.

PolyOne Corporation
Consolidated Statements of Comprehensive Income (Unaudited)
(In millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net (loss) income	$(181.4)	$50.0	$(134.5)	$89.0
Other comprehensive (loss) income				
Translation adjustments	13.0	(4.1)	19.4	(4.3)
Unrealized loss on available-for-sale securities	(0.2)	—	(0.1)	—
Total comprehensive (loss) income	(168.6)	45.9	(115.2)	84.7
Comprehensive loss attributable to noncontrolling interests	—	—	—	0.1
Comprehensive (loss) income attributable to PolyOne common shareholders	$(168.6)	$45.9	$(115.2)	$84.8

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.

PolyOne Corporation
Condensed Consolidated Balance Sheets
(In millions)

	(Unaudited) June 30, 2017	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	$ 191.1	$ 225.5
Accounts receivable, net	435.7	325.6
Inventories, net	296.0	266.4
Current assets held-for-sale	142.6	86.5
Other current assets	69.9	45.5
Total current assets	1,135.3	949.5
Property, net	435.6	426.3
Goodwill	598.5	532.7
Intangible assets, net	403.4	342.7
Non-current assets held for sale	—	347.4
Other non-current assets	139.8	139.8
Total assets	$ 2,712.6	$ 2,738.4
Liabilities and Shareholders' Equity		
Current liabilities:		
Short-term and current portion of long-term debt	$ 17.6	$ 18.5
Accounts payable	376.8	320.9
Current liabilities held-for-sale	39.5	45.3
Accrued expenses and other current liabilities	112.3	125.2
Total current liabilities	546.2	509.9
Non-current liabilities:		
Long-term debt	1,382.5	1,239.4
Pension and other post-retirement benefits	63.6	63.1
Non-current liabilities held for sale	—	52.8
Other non-current liabilities	162.2	147.7
Total non-current liabilities	1,608.3	1,503.0
Shareholders' equity:		
PolyOne shareholders' equity	557.3	724.7
Noncontrolling interests	0.8	0.8
Total equity	558.1	725.5
Total liabilities and shareholders' equity	$ 2,712.6	$ 2,738.4

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.

PolyOne Corporation
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In millions)

	Six Months Ended June 30,	
	2017	2016
Operating Activities		
Net (loss) income	$(134.5)	$89.0
Adjustments to reconcile net income to net cash used by operating activities:		
Loss from classification to held for sale, net of tax	229.3	—
Depreciation and amortization	52.6	49.2
Accelerated depreciation and fixed asset charges associated with restructuring activities	0.9	4.1
Gain from the sale of closed facilities	(3.1)	—
Debt extinguishment costs	0.3	0.4
Share-based compensation expense	5.7	4.3
Change in assets and liabilities, net of the effect of acquisitions:		
Increase in accounts receivable	(98.5)	(84.3)
Increase in inventories	(17.8)	(4.3)
Increase in accounts payable	39.5	21.6
Decrease in pension and other post-retirement benefits	(6.7)	(27.1)
(Decrease) increase in accrued expenses and other assets and liabilities - net	(24.0)	1.7
Net cash provided by operating activities	43.7	54.6
Investing Activities		
Capital expenditures	(34.1)	(39.6)
Business acquisitions	(137.9)	(72.8)
Sale of assets	9.8	9.0
Net cash used by investing activities	(162.2)	(103.4)
Financing Activities		
Borrowings under credit facilities	699.6	471.2
Repayments under credit facilities	(555.0)	(471.4)
Purchase of common shares for treasury	(34.3)	(39.6)
Cash dividends paid	(22.2)	(20.7)
Repayment of long-term debt	(3.3)	(2.8)
Payments of withholding tax on share awards	(2.7)	(4.4)
Debt financing costs	(1.9)	(0.6)
Net cash provided (used) by financing activities	80.2	(68.3)
Effect of exchange rate changes on cash	2.7	(1.3)
Decrease in cash and cash equivalents	(35.6)	(118.4)
Cash and cash equivalents at beginning of period	226.7	279.8
Cash and cash equivalents at end of period	$191.1	$161.4

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.

PolyOne Corporation
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1 — BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with Form 10-Q instructions and in the opinion of management contain all adjustments, including those that are normal recurring, necessary to present fairly the financial position, results of operations and cash flows for the periods presented. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates. These interim financial statements should be read in conjunction with the financial statements and accompanying notes included in the annual report on Form 10-K for the year ended December 31, 2016 of PolyOne Corporation. When used in this quarterly report on Form 10-Q, the terms “we,” “us,” “our”, "PolyOne" and the “Company” mean PolyOne Corporation and its consolidated subsidiaries.

Operating results for the three and six months ended June 30, 2017 are not necessarily indicative of the results that may be attained in subsequent periods or for the year ending December 31, 2017. Historical information has been retrospectively adjusted to reflect the classification of discontinued operations. Discontinued operations are further discussed in Note 3, Discontinued Operations.

Accounting Standards Adopted

In March 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (ASU 2016-09), which simplifies the accounting for share-based payment transactions. Excess tax benefits and deficiencies reflect the difference between the book expense and the tax deduction of share based compensation. Book expense is based on an estimated fair value of the award at the grant date and the tax deduction is based on the actual value of the award at the exercise or vesting date. Such book and tax differences are required to be recognized as income tax expense or benefit in the Consolidated Statements of Income rather than additional paid-in capital. Further, the update allows an entity to make a policy election to recognize forfeitures as they occur or estimate the number of awards expected to be forfeited. We have adopted ASU 2016-09 as of January 1, 2017.

As a result of this adoption, certain reclassifications of the prior period presentation have been made to conform to the presentation for the current period. The excess tax benefits are classified as an operating activity, rather than a financing activity, and the cash paid for shares withheld to satisfy statutory tax withholding obligations are classified as a financing activity ($4.4 million for the six months ended June 30, 2016) on the Consolidated Statement of Cash Flows. Also, we elected to continue to estimate forfeitures rather than account for them as they occur.

In January 2017, the FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Accounting for Goodwill Impairment. This standard removes the second step of the goodwill impairment test, where a determination of the fair value of individual assets and liabilities of a reporting unit were needed to measure the goodwill impairment. Under this updated standard, goodwill impairment will now be the amount by which a reporting unit’s fair value is less than its carrying value. Any impairment is not to exceed the respective carrying value of goodwill. We have adopted this update for any impairment test performed after January 1, 2017.

Accounting Standards Not Yet Adopted

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (ASU 2014-09). Under this standard, a company recognizes revenue when it transfers promised goods or services to customers for an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The standard implements a five-step process for revenue recognition that focuses on transfer of control. We are analyzing the impact of the standard on our contract portfolio and reviewing our current accounting policies and practices to identify the impact of the new standard. The implementation team has identified our revenue streams and is currently assessing the adoption method and the expected impact that ASU 2014-09, along with the subsequent updates and clarifications, will have on our Consolidated Financial Statements as well as future disclosure requirements, processes and internal controls. The Company will adopt ASU 2014-09 no later than the required date of January 1, 2018.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) (ASU 2016-02), which requires a lessee to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases with a lease term of more than twelve months. Leases will continue to be classified as either financing or operating, with

classification affecting the recognition, measurement and presentation of expenses and cash flows arising from a lease. The Company will adopt ASU 2016-02 no later than the required date of January 1, 2019. We are currently assessing the impact this standard will have on our Consolidated Financial Statements.

In October 2016, the FASB issued ASU 2016-16, Income Taxes (Topic 740), Intra-Entity Transfers of Assets Other than Inventory (ASU 2016-16), which requires companies to recognize the income tax effects of intercompany sales or transfers of assets, other than inventory, in the income statement as income tax expense (or benefit) in the period the sale or transfer occurs. There would be no material impact on our Consolidated Financial Statements from intercompany transactions completed as of December 31, 2016 and June 30, 2017. We will continue to assess the impact of ASU 2016-16 on future transactions and the Company will adopt ASU 2016-16 no later than the required date of January 1, 2018.

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 (ASU 2017-07). This standard requires the presentation of the service cost component of the net periodic benefit cost in the same income statement line item as other employee compensation costs arising from services rendered during the period. All other components of net periodic benefit cost will be presented below operating income. The Company will adopt ASU 2017-07 no later than the required date of January 1, 2018. For detail on the components of our annual net periodic benefit cost please see Note 10, Employee Benefit Plans in our annual report on Form 10-K for the year ended December 31, 2016.

Note 2 — BUSINESS COMBINATIONS

On June 8, 2017, the Company completed the acquisition of Rutland Plastic Technologies, Inc. (Rutland). Rutland is a leading producer of specialty inks and an innovator in textile screen printing solutions and service. The results of operations of Rutland are reported in the Color, Additives and Inks segment subsequent to the acquisition date. Goodwill recognized as a result of this acquisition is not deductible for tax purposes.

On January 3, 2017, the Company completed the acquisition of SilCoTec, Inc. (SilCoTec), a leading producer of innovative silicone colorants, dispersions and formulations. The results of operations of SilCoTec are reported in the Color, Additives and Inks segment subsequent to the acquisition date. Goodwill recognized as a result of this acquisition is deductible for tax purposes.

The combined purchase price of Rutland and SilCoTec was $137.9 million, net of cash acquired. The preliminary purchase price allocation for Rutland and SilCoTec resulted in goodwill of $66.8 million, intangible assets of $68.8 million, net working capital of $18.9 million and deferred tax liabilities of $24.6 million. The intangible assets that have been acquired are being amortized over a period of 5 to 20 years.

On July 26, 2016, the Company completed the acquisition of substantially all of the assets of Gordon Composites, Inc. (Gordon Composites), Polystrand, Inc. (Polystrand) and Gordon Holdings, Inc. (Gordon Holdings). Gordon Composites develops high strength profiles and laminates for use in vertical and crossbow archery, sports and recreation equipment, prosthetics and office furniture systems. Polystrand operates in the advanced area of continuous reinforced thermoplastic composite technology space, a next generation material science that delivers the high strength and lightweight characteristics of composites, further enhanced with the design flexibility to form more complex shapes.

The purchase price for Gordon Composites, Polystrand and Gordon Holdings was $85.5 million and the results of operations of the acquired businesses are included in the Company's Consolidated Statements of Income for the period subsequent to the date of the acquisition and are reported in the Specialty Engineered Materials segment. The final purchase price allocation resulted in goodwill of $36.2 million and in intangible assets of $30.0 million. Goodwill recognized as a result of this acquisition is deductible for tax purposes. The definite-lived intangible assets that have been acquired are being amortized over a period of 20 years.

Note 3 — DISCONTINUED OPERATIONS

On July 19, 2017, PolyOne divested its Designed Structures and Solutions segment (DSS) to an affiliate of Arsenal Capital Partners for $115.0 million cash, subject to a working capital adjustment. The sale resulted in the recognition of an estimated after-tax loss of $229.3 million in the second quarter of 2017 which is reflected within the Loss from discontinued operations, net of income taxes line of the Condensed Consolidated Statements of Income.

PolyOne has classified the DSS assets and liabilities as held-for-sale for all periods presented in the accompanying Condensed Consolidated Balance Sheets and has classified the DSS operating results and the loss on the sale, net

of tax, as discontinued operations in the accompanying Condensed Consolidated Statement of Income for all periods presented. Previously, DSS was included as a separate operating segment.

The following table summarizes the discontinued operations associated with DSS for the three and six months ended June 30, 2017 and 2016:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2017	2016	2017	2016
Sales	$104.2	$103.3	$206.3	$211.4
Loss from classification to held for sale	$(295.9)	$—	$(295.9)	$—
(Loss) income from operations	(3.0)	(0.3)	(5.3)	0.9
(Loss) income before taxes	(298.9)	(0.3)	(301.2)	0.9
Income tax benefit (expense)	67.9	0.2	68.8	(0.2)
(Loss) income from discontinued operations, net of taxes	$(231.0)	$(0.1)	$(232.4)	$0.7

The following table summarizes the assets and liabilities of DSS as of June 30, 2017 and December 31, 2016:

(In millions)	June 30, 2017	December 31, 2016
Assets:		
Current assets:		
Total current assets	$96.0	$ 86.5
Non-current assets:		
Property, net	178.8	181.4
Goodwill	144.7	144.7
Intangible assets, net	18.8	20.8
Other non-current assets	0.2	0.5
Total non-current assets	342.5	347.4
Net asset impairment for classification to held for sale	(295.9)	—
Assets held-for-sale	$142.6	$ 433.9
Liabilities:		
Current liabilities:		
Total current liabilities	$38.5	$ 45.3
Non-current liabilities:		
Deferred income taxes	—	51.3
Other	1.0	1.5
Total non-current liabilities	1.0	52.8
Liabilities held-for-sale	$39.5	$ 98.1

Note 4 — GOODWILL AND INTANGIBLE ASSETS

Goodwill as of June 30, 2017 and December 31, 2016, and changes in the carrying amount of goodwill by segment were as follows:

(In millions)	Specialty Engineered Materials	Color, Additives and Inks	Performance Products and Solutions	PolyOne Distribution	Total
Balance December 31, 2016	$ 173.5	$ 346.4	$ 11.2	$ 1.6	$532.7
Acquisition of businesses	—	65.5	—	—	65.5
Currency translation and other adjustments	(0.4)	0.7	—	—	0.3
Balance June 30, 2017	$ 173.1	$ 412.6	$ 11.2	$ 1.6	$598.5

Indefinite and finite-lived intangible assets consisted of the following:

	As of June 30, 2017			
(In millions)	Acquisition Cost	Accumulated Amortization	Currency Translation	Net
Customer relationships	$253.2	$ (55.2)	$ —	$198.0
Patents, technology and other	154.3	(49.0)	(0.2)	105.1
Indefinite-lived trade names	100.3	—	—	100.3
Total	$507.8	$ (104.2)	$ (0.2)	$403.4

	As of December 31, 2016			
(In millions)	Acquisition Cost	Accumulated Amortization	Currency Translation	Net
Customer relationships	$205.1	$ (49.9)	$ (0.3)	$154.9
Patents, technology and other	132.3	(44.4)	(0.4)	87.5
Indefinite-lived trade names	100.3	—	—	100.3
Total	$437.7	$ (94.3)	$ (0.7)	$342.7

Note 5 — INVENTORIES, NET

Components of Inventories, net are as follows:

(In millions)	June 30, 2017	December 31, 2016
Finished products	$183.0	$ 177.4
Work in process	5.4	4.5
Raw materials and supplies	107.6	84.5
Inventories, net	$296.0	$ 266.4

Note 6 — PROPERTY, NET

Components of Property, net are as follows:

(In millions)	June 30, 2017	December 31, 2016
Land and land improvements	$39.8	$ 38.7
Buildings	293.7	285.2
Machinery and equipment	1,001.4	966.3
Property, gross	1,334.9	1,290.2
Less accumulated depreciation and amortization	(899.3)	(863.9)
Property, net	$435.6	$ 426.3

Note 7 — INCOME TAXES

During the three months ended June 30, 2017 and 2016, the Company’s effective tax rate of 21.8% and 25.1%, respectively, was below the Company's federal statutory rate of 35.0% primarily due to the favorable impact of foreign tax rate differences on foreign earnings.

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During the first half of 2017 and 2016, the Company's effective tax rate of 25.5% and 28.0%, respectively, was below the Company's federal statutory rate of 35.0% primarily due to the favorable impact of foreign tax rate differences on foreign earnings.

Note 8 — FINANCING ARRANGEMENTS

Debt consists of the following instruments:

As of June 30, 2017 (In millions)	Principal Amount	Unamortized discount and debt issuance cost	Net Debt	Weighted average interest rate
Senior secured term loan due 2022	$640.7	$ 8.6	$632.1	3.22 %
Senior secured revolving credit facility due 2022	145.5	—	145.5	2.73 %
5.25% senior notes due 2023	600.0	6.5	593.5	5.25 %
Other debt [1]	29.0	—	29.0	
Total long-term debt	$1,415.2	$ 15.1	$1,400.1	
Less short-term and current portion of long-term debt	17.6	—	17.6	
Total long-term debt, net of current portion	$1,397.6	$ 15.1	$1,382.5	

As of December 31, 2016 (In millions)	Principal Amount	Unamortized discount and debt issuance cost	Net Debt	Weighted average interest rate
Senior secured term loan due 2022	$644.0	$ 8.7	$635.3	3.61 %
5.25% senior notes due 2023	600.0	7.1	592.9	5.25 %
Other debt [1]	29.7	—	29.7	
Total long-term debt	$1,273.7	$ 15.8	$1,257.9	
Less short-term and current portion of long-term debt	18.5	—	18.5	
Total long-term debt, net of current portion	$1,255.2	$ 15.8	$1,239.4	

(1) Other debt includes capital lease obligations of $17.6 million and $17.4 million as of June 30, 2017 and December 31, 2016, respectively.

The agreements governing our senior secured revolving credit facility and our secured term loan, and the indentures and credit agreements governing other debt, contain a number of customary financial and restrictive covenants that, among other things, limit our ability to: consummate asset sales, incur additional debt or liens, consolidate or merge with any entity or transfer or sell all or substantially all of our assets, pay dividends or make certain other restricted payments, make investments, enter into transactions with affiliates, create dividend or other payment restrictions with respect to subsidiaries, make capital investments and alter the business we conduct. As of June 30, 2017, we were in compliance with all covenants.

The estimated fair value of PolyOne's debt instruments at June 30, 2017 and December 31, 2016 was $1,430.0 million and $1,271.7 million, respectively, compared to carrying values of $1,400.1 million and $1,257.9 million as of June 30, 2017 and December 31, 2016, respectively. The fair value of PolyOne's debt instruments was estimated using prevailing market interest rates on debt with similar creditworthiness, terms and maturities and represent Level 2 measurements within the fair value hierarchy.

Note 9 — SEGMENT INFORMATION

Operating income is the primary measure that is reported to our chief operating decision maker for purposes of allocating resources to the segments and assessing their performance. Operating income at the segment level does not include: corporate general and administrative expenses that are not allocated to segments; intersegment sales and profit eliminations; charges related to specific strategic initiatives such as the consolidation of operations; restructuring activities, including employee separation costs resulting from personnel reduction programs, plant realignment costs; executive separation agreements; share-based compensation costs; asset impairments;

environmental remediation costs and other liabilities for facilities no longer owned or closed in prior years; gains and losses on the divestiture of joint ventures and equity investments; actuarial gains and losses associated with our pension and other post-retirement benefit plans; and certain other items that are not included in the measure of segment profit or loss that is reported to and reviewed by our chief operating decision maker. These costs are included in Corporate and eliminations.

PolyOne has four reportable segments: (1) Color, Additives and Inks; (2) Specialty Engineered Materials; (3) Performance Products and Solutions; and (4) PolyOne Distribution. Previously, PolyOne had five reportable segments, however, as a result of the divestiture of DSS we have removed DSS as a separate operating segment and its results

are presented as a discontinued operation. Historical information has been retrospectively adjusted to reflect these changes. Please see Note 3, Discontinued Operations for additional information.

Segment information for the three and six months ended June 30, 2017 and 2016 is as follows:

(In millions)	Three Months Ended June 30, 2017			Three Months Ended June 30, 2016		
	Sales to External Customers	Total Sales	Operating Income	Sales to External Customers	Total Sales	Operating Income
Color, Additives and Inks	$218.1	$223.7	$ 38.6	$206.0	$ 212.2	$ 38.2
Specialty Engineered Materials	146.1	158.7	20.3	131.6	143.3	21.4
Performance Products and Solutions	163.3	184.2	22.3	152.0	172.8	21.3
PolyOne Distribution	286.6	290.8	20.3	268.6	272.6	17.8
Corporate and eliminations	—	(43.3)	(21.5)	—	(42.7)	(16.9)
Total	$814.1	$814.1	$ 80.0	$758.2	$ 758.2	$ 81.8

(In millions)	Six Months Ended June 30, 2017			Six Months Ended June 30, 2016		
	Sales to External Customers	Total Sales	Operating Income	Sales to External Customers	Total Sales	Operating Income
Color, Additives and Inks	$424.6	$435.5	$ 73.7	$407.2	$417.1	$ 73.1
Specialty Engineered Materials	292.7	317.8	43.9	260.0	284.3	44.8
Performance Products and Solutions	325.5	367.9	44.4	297.2	339.0	41.0
PolyOne Distribution	568.0	576.9	38.9	532.7	541.4	35.3
Corporate and eliminations	—	(87.3)	(36.9)	—	(84.7)	(42.0)
Total	$1,610.8	$1,610.8	$ 164.0	$1,497.1	$1,497.1	$ 152.2

(In millions)	Total Assets	
	June 30, 2017	December 31, 2016
Color, Additives and Inks	$1,125.8	$ 923.8
Specialty Engineered Materials	558.0	542.8
Performance Products and Solutions	271.2	241.8
PolyOne Distribution	238.6	207.0
Corporate and eliminations	376.4	389.1
Total assets from continuing operations	2,570.0	2,304.5
Assets held for sale	142.6	433.9
Total assets	$2,712.6	$ 2,738.4

Note 10 — COMMITMENTS AND CONTINGENCIES

Environmental — We have been notified by federal and state environmental agencies and by private parties that we may be a potentially responsible party (PRP) in connection with the environmental investigation and remediation of certain sites. While government agencies frequently assert that PRPs are jointly and severally liable at these sites, in our experience, the interim and final allocations of liability costs are generally made based on the relative contribution of waste. We may also initiate corrective and preventive environmental projects of our own to ensure safe and lawful activities at our operations. We believe that compliance with current governmental regulations at all levels will not have a material adverse effect on our financial position, results of operations or cash flows.

In September 2007, the United States District Court for the Western District of Kentucky in the case of Westlake Vinyls, Inc. v. Goodrich Corporation, et al., held that PolyOne must pay the remediation costs at the former Goodrich Corporation Calvert City facility (now largely owned and operated by Westlake Vinyls), together with certain defense costs of Goodrich Corporation. The rulings also provided that PolyOne can seek indemnification for contamination attributable to Westlake Vinyls. Following the Court rulings, the parties to the litigation agreed to settle all claims regarding past environmental costs incurred at the site. The settlement agreement provides a mechanism to pursue allocation of future remediation costs at the Calvert City site to Westlake Vinyls. While we do not currently assume any allocation

of costs in our current accrual, we will adjust our accrual, in the future, consistent with any such future allocation of costs.

A remedial investigation and feasibility study (RIFS) is underway at Calvert City. The United States Environmental Protection Agency (USEPA) provided a final remedial investigation report in 2015 and assumed responsibility for the completion of the feasibility study. In 2016, the USEPA conducted additional site investigations from which results are still being reviewed. We continue to pursue available insurance coverage related to this matter and recognize gains as we receive reimbursement.

On March 13, 2013, PolyOne acquired Spartech Corporation (Spartech). One of Spartech's subsidiaries, Franklin-Burlington Plastics, Inc. (Franklin-Burlington), operated a plastic resin compounding facility in Kearny, New Jersey, located adjacent to the Passaic River. The USEPA has requested that companies located in the area of the lower Passaic River, including Franklin-Burlington, cooperate in an investigation of contamination of approximately 17 miles of the lower Passaic River (the lower Passaic River Study Area). In response, Franklin-Burlington and approximately 70 other companies (collectively, the Cooperating Parties) agreed, pursuant to an Administrative Order on Consent (AOC) with the USEPA, to assume responsibility for development of a RIFS of the lower Passaic River Study Area. By agreeing to bear a portion of the cost of the RIFS, Franklin-Burlington did not admit to any liability or agree to bear any remediation or natural resource damage costs.

In 2015, the Cooperating Parties submitted to the USEPA a remedial investigation report for the lower Passaic River Study Area. In March 2016, the USEPA issued a Record of Decision selecting a remedy for an eight-mile portion of the lower Passaic River Study Area at an estimated and discounted cost of $1.4 billion. In September 2016, the USEPA reached an agreement with Occidental Chemical Corporation (OCC), which orders OCC to perform the remedial design for the lower eight mile portion of the Passaic River.

As of June 30, 2017, we have concluded that the same uncertainties that limited our ability to reasonably estimate an accrual at December 31, 2016 still exist and any potential accrual will not be material to our Consolidated Financial Statements.

During the six months ended June 30, 2017 and 2016, PolyOne recognized $7.2 million and $3.8 million, respectively, of expense related to environmental remediation activities. These expenses are included within Cost of sales within our Condensed Consolidated Statements of Income.

Our Consolidated Balance Sheet includes accruals totaling $116.3 million and $117.3 million as of June 30, 2017 and December 31, 2016, respectively, based on our estimates of probable future environmental expenditures relating to previously contaminated sites. These undiscounted amounts are included in Accrued expenses and other liabilities and Other non-current liabilities on the accompanying Consolidated Balance Sheets. The accruals represent our best estimate of probable future costs that we can reasonably estimate, based upon currently available information and technology and our view of the most likely remedy. Depending upon the results of future testing, completion and results of remedial investigation and feasibility studies, the ultimate remediation alternatives undertaken, changes in regulations, technology development, new information, newly discovered conditions and other factors, it is reasonably possible that we could incur additional costs in excess of the amount accrued at June 30, 2017. However, such additional costs, if any, cannot be currently estimated.

Note 11 — EQUITY

Changes in accumulated other comprehensive loss year-to-date as of June 30, 2017 and 2016 were as follows:

(In millions)	Cumulative Translation Adjustment	Pension and Other Post-Retirement Benefits	Unrealized Gain in Available-for-Sale Securities	Total
Balance at January 1, 2017	$ (99.8)	$ 5.2	$ 0.4	$(94.2)
Translation adjustments	19.4	—	—	19.4
Unrealized gain on available-for-sale securities	—	—	(0.1)	(0.1)
Balance at June 30, 2017	$ (80.4)	$ 5.2	$ 0.3	$(74.9)
Balance at January 1, 2016	$ (76.8)	$ 5.2	$ 0.3	$(71.3)

Translation adjustments	(4.3)	—	—	(4.3)
Balance at June 30, 2016	$ (81.1)	$ 5.2	$ 0.3	$(75.6)

Note 12 — SUBSEQUENT EVENTS

On July 6, 2017, the Company completed the acquisition of Mesa Industries, Inc. (Mesa), a United States producer of color and additive materials and services. The results of operations of Mesa will be reported in the Color, Additives and Inks segment subsequent to the acquisition date.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our Business

We are a premier provider of specialized polymer materials, services and solutions with operations in specialty engineered materials, color and additive systems and polymer distribution. We are also a highly specialized developer and manufacturer of performance enhancing additives, liquid colorants, fluoropolymer and silicone colorants. Headquartered in Avon Lake, Ohio, we have employees at manufacturing sites and distribution facilities in North America, South America, Europe, Asia and Africa. We provide value to our customers through our ability to link our knowledge of polymers and formulation technology with our manufacturing and supply chain capabilities to provide value added solutions to designers, assemblers and processors of plastics (our customers). When used in this quarterly report on Form 10-Q, the terms "we," "us," "our", "PolyOne" and the "Company" mean PolyOne Corporation and its consolidated subsidiaries.

Highlights and Executive Summary

A summary of PolyOne's sales, operating income, net income and net income attributable to PolyOne common shareholders follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	2017	2016	2017	2016
Sales	$814.1	$758.2	$1,610.8	$1,497.1
Operating income	$80.0	$81.8	$164.0	$152.2
Net income from continuing operations	$49.6	$50.1	$97.9	$88.3
(Loss) income from discontinued operations, net of income taxes	(231.0)	(0.1)	(232.4)	0.7
Net (loss) income	$(181.4)	$50.0	$(134.5)	$89.0
Net (loss) income attributable to PolyOne common shareholders	$(181.4)	$50.0	$(134.5)	$89.1

Recent Developments

On July 19, 2017, PolyOne divested its Designed Structures and Solutions segment (DSS) to an affiliate of Arsenal Capital Partners for $115.0 million cash, subject to a working capital adjustment. Previously, DSS was included as a separate operating segment. As a result of the sale, the DSS operating segment results are now included in net (loss) income from discontinued operations. Historical information has been retrospectively adjusted to reflect these changes.

On July 6, 2017, the Company completed the acquisition of Mesa Industries, Inc. (Mesa), a United States producer of color and additive materials and services.

On June 8, 2017, the Company completed the acquisition of Rutland Plastic Technologies, Inc. (Rutland), a leading producer of specialty inks and an innovator in textile screen printing solutions and service.

On January 3, 2017, the Company completed the acquisition of SilCoTec, Inc. (SilCoTec), a leading producer of innovative silicone colorants, dispersions and formulations.

The results of operations of these acquisitions are reported in the Color, Additives and Inks segment subsequent to their respective acquisition date. These acquisitions are expected to add approximately $85.0 million in sales on an annual basis.

Results of Operations — The three and six months ended June 30, 2017 compared to three and six months ended June 30, 2016:

	Three Months Ended June 30,		Variances — Favorable (Unfavorable)		Six Months Ended June 30,		Variances — Favorable (Unfavorable)	
(Dollars in millions, except per share data)	2017	2016	Change	% Change	2017	2016	Change	% Change
Sales	$814.1	$758.2	$55.9	7.4 %	$1,610.8	$1,497.1	$113.7	7.6 %
Cost of sales	626.1	576.3	(49.8)	(8.6)%	1,240.5	1,138.6	(101.9)	(8.9)%
Gross margin	188.0	181.9	6.1	3.4 %	370.3	358.5	11.8	3.3 %
Selling and administrative expense	108.0	100.1	(7.9)	(7.9)%	206.3	206.3	—	— %
Operating income	80.0	81.8	(1.8)	(2.2)%	164.0	152.2	11.8	7.8 %
Interest expense, net	(15.2)	(14.6)	(0.6)	(4.1)%	(29.8)	(29.2)	(0.6)	(2.1)%
Debt extinguishment costs	—	(0.4)	0.4	100.0 %	(0.3)	(0.4)	0.1	25.0 %
Other (expense) income, net	(1.4)	0.1	(1.5)	nm	(2.5)	0.1	(2.6)	nm
Income from continuing operations before income taxes	63.4	66.9	(3.5)	(5.2)%	131.4	122.7	8.7	7.1 %
Income tax expense	(13.8)	(16.8)	3.0	17.9 %	(33.5)	(34.4)	0.9	2.6 %
Net income from continuing operations	49.6	50.1	(0.5)	(1.0)%	97.9	88.3	9.6	10.9 %
(Loss) income from discontinued operations, net of income taxes	(231.0)	(0.1)	(230.9)	nm	(232.4)	0.7	(233.1)	nm
Net (loss) income	(181.4)	50.0	(231.4)	nm	(134.5)	89.0	(223.5)	nm
Net loss attributable to noncontrolling interests	—	—	—	— %	—	0.1	(0.1)	(100.0)%
Net (loss) income attributable to PolyOne common shareholders	$(181.4)	$50.0	$(231.4)	nm	$(134.5)	$89.1	$(223.6)	nm
Earnings (loss) per common share attributable to PolyOne common shareholders - Basic:								
Continuing operations	$0.61	$0.59			$1.20	$1.05		
Discontinued operations	(2.83)	—			(2.84)	0.01		
Total	$(2.22)	$0.59			$(1.64)	$1.06		
Earnings (loss) per common share attributable to PolyOne common shareholders - Diluted:								
Continuing operations	$0.60	$0.59			$1.19	$1.04		
Discontinued operations	(2.80)	—			(2.82)	0.01		
Total	$(2.20)	$0.59			$(1.63)	$1.05		

nm - not meaningful

Sales

Sales increased $55.9 million, or 7.4%, in the three months ended June 30, 2017 compared to the three months ended June 30, 2016. Previous commercial investments led to organic sales growth of 5.7% and acquisitions increased sales by 2.6%. Partially offsetting these increases was an unfavorable foreign exchange impact of 0.9%.

Sales increased $113.7 million, or 7.6%, in the six months ended June 30, 2017 compared to the six months ended June 30, 2016. Previous commercial investments drove organic sales growth of 6.2% and acquisitions increased sales by 2.3%. Partially offsetting these increases was an unfavorable foreign exchange impact of 0.9%.

Cost of sales

As a percent of sales, cost of sales increased from 76.0% in the three months ended June 30, 2016 to 76.9% in the three months ended June 30, 2017 and from 76.1% in the six months ended June 30, 2016 to 77.0% in the six months ended June 30, 2017, primarily as a result of raw material cost inflation.

Selling and administrative expense

Selling and administrative expenses increased $7.9 million during the three months ended June 30, 2017 compared to the three months ended June 30, 2016 driven primarily by a $3.6 million increase due to our continued investment in commercial resources, $3.0 million associated with acquired businesses and a $1.1 million increase in employee costs, including incentives.

Selling and administrative expense for the six months ended June 30, 2017 compared to the six months ended June 30, 2016 remained consistent primarily as a result of $5.7 million associated with acquired businesses offset by a $3.8 million reversal of certain non-income tax reserves due to the expiration of statute of limitations in 2017 and a $1.8 million decrease in employee costs, including incentives.

Interest expense, net

Interest expense, net for the three and six months ended June 30, 2017, as compared to the three and six months ended June 30, 2016 increased $0.6 million. The increase in interest expense primarily relates to increased borrowings under our senior secured term loan.

Income taxes

During the three months ended June 30, 2017, the Company's effective tax rate of 21.8% differed from the three months ended June 30, 2016 rate of 25.1% primarily due to a more favorable impact of foreign tax rate differences on foreign earnings.

During the first half of 2017, the Company's effective tax rate of 25.5% differed from the six months ended June 30, 2016 rate of 28.0% primarily due to a more favorable impact of foreign tax rate differences on foreign earnings.

SEGMENT INFORMATION

Operating income is the primary measure that is reported to our chief operating decision maker for purposes of allocating resources to the segments and assessing their performance. Operating income at the segment level does not include: corporate general and administrative expenses that are not allocated to segments; intersegment sales and profit eliminations; charges related to specific strategic initiatives such as the consolidation of operations; restructuring activities, including employee separation costs resulting from personnel reduction programs, plant realignment costs; executive separation agreements; share-based compensation costs; asset impairments; environmental remediation costs and other liabilities for facilities no longer owned or closed in prior years; gains and losses on the divestiture of joint ventures and equity investments; actuarial gains and losses associated with our pension and other post-retirement benefit plans; and certain other items that are not included in the measure of segment profit or loss that is reported to and reviewed by our chief operating decision maker. These costs are included in Corporate and eliminations.

PolyOne has four reportable segments: (1) Color, Additives and Inks; (2) Specialty Engineered Materials; (3) Performance Products and Solutions; and (4) PolyOne Distribution. Our segments are further discussed in Note 9, Segment Information, to the accompanying Consolidated Financial Statements.

As a result of the divestiture of DSS we have removed DSS as a separate operating segment and its results are presented as a discontinued operation. Historical information has been retrospectively adjusted to reflect these changes. Discontinued operations are further discussed in Note 3, Discontinued Operations, to the accompanying Consolidated Financial Statements.

Sales and Operating Income — The three and six months ended June 30, 2017 compared to the three and six months ended June 30, 2016:

	Three Months Ended June 30,		Variances — Favorable (Unfavorable)		Six Months Ended June 30,		Variances — Favorable (Unfavorable)	
(Dollars in millions)	2017	2016	Change	% Change	2017	2016	Change	% Change
Sales:								
Color, Additives and Inks	$223.7	$212.2	$11.5	5.4 %	$435.5	$417.1	$18.4	4.4 %
Specialty Engineered Materials	158.7	143.3	15.4	10.7 %	317.8	284.3	33.5	11.8 %
Performance Products and Solutions	184.2	172.8	11.4	6.6 %	367.9	339.0	28.9	8.5 %
PolyOne Distribution	290.8	272.6	18.2	6.7 %	576.9	541.4	35.5	6.6 %
Corporate and eliminations	(43.3)	(42.7)	(0.6)	(1.4)%	(87.3)	(84.7)	(2.6)	(3.1)%
Total Sales	$814.1	$758.2	$55.9	7.4 %	$1,610.8	$1,497.1	$113.7	7.6 %
Operating income:								
Color, Additives and Inks	$38.6	$38.2	$0.4	1.0 %	$73.7	$73.1	$0.6	0.8 %
Specialty Engineered Materials	20.3	21.4	(1.1)	(5.1)%	43.9	44.8	(0.9)	(2.0)%
Performance Products and Solutions	22.3	21.3	1.0	4.7 %	44.4	41.0	3.4	8.3 %
PolyOne Distribution	20.3	17.8	2.5	14.0 %	38.9	35.3	3.6	10.2 %
Corporate and eliminations	(21.5)	(16.9)	(4.6)	(27.2)%	(36.9)	(42.0)	5.1	12.1 %
Total Operating Income	$80.0	$81.8	$(1.8)	(2.2)%	$164.0	$152.2	$11.8	7.8 %
Operating income as a percentage of sales:								
Color, Additives and Inks	17.3 %	18.0 %	(0.7)	nm	16.9 %	17.5 %	(0.6)	nm
Specialty Engineered Materials	12.8 %	14.9 %	(2.1)	nm	13.8 %	15.8 %	(2.0)	nm
Performance Products and Solutions	12.1 %	12.3 %	(0.2)	nm	12.1 %	12.1 %	—	nm
PolyOne Distribution	7.0 %	6.5 %	0.5	nm	6.7 %	6.5 %	0.2	nm
Total	9.8 %	10.8 %	(1.0)	nm	10.2 %	10.2 %	—	nm

nm - not meaningful

Color, Additives and Inks

Sales increased $11.5 million, or 5.4%, in the three months ended June 30, 2017 compared to the three months ended June 30, 2016. Acquisitions increased sales by 4.7%, while organic sales increased 2.2% driven largely by increases in the packaging and textile markets. Slightly offsetting these increases was unfavorable foreign exchange impacts of 1.5%.

Sales increased $18.4 million, or 4.4%, in the six months ended June 30, 2017 compared to the six months ended June 30, 2016. Acquisitions increased sales by 3.7%, while organic sales increased 2.2% driven largely by increases in the packaging and textile markets. Slightly offsetting these increases was unfavorable foreign exchange impacts of 1.5%.

Operating income increased $0.4 million in the three months ended June 30, 2017 as compared to the three months ended June 30, 2016 and $0.6 million in the six months ended June 30, 2017 as compared to the six months ended June 30, 2016 as the benefit from higher sales was largely offset by the impacts of unfavorable foreign exchange rates and raw material cost inflation.

Specialty Engineered Materials

Sales increased $15.4 million, or 10.7%, in the three months ended June 30, 2017 compared to the three months ended June 30, 2016. The increases from acquisitions of 6.9% and organic growth of 5.2% were partially offset by unfavorable foreign exchange of 1.4%.

Sales increased $33.5 million, or 11.8%, in the six months ended June 30, 2017 compared to the six months ended June 30, 2016. The increases from acquisitions of 6.9% and organic growth of 6.5% were partially offset by unfavorable foreign exchange of 1.6%.

Operating income decreased $1.1 million in the three months ended June 30, 2017 as compared to the three months ended June 30, 2016 and $0.9 million in the six months ended June 30, 2017 as compared to the six months ended June 30, 2016 as the benefit of increased sales was more than offset by raw material cost inflation.

Performance Products and Solutions

Sales increased $11.4 million, or 6.6%, in the three months ended June 30, 2017 as compared to the three months ended June 30, 2016 and $28.9 million, or 8.5%, in the six months ended June 30, 2017 as compared to the six months ended June 30, 2016 primarily due to volume growth in the electrical and industrial markets.

Operating income increased $1.0 million in the three months ended June 30, 2017 as compared to the three months ended June 30, 2016 and $3.4 million in the six months ended June 30, 2017 as compared to the six months ended June 30, 2016. The benefit of increased sales was partially offset by raw material cost inflation.

PolyOne Distribution

Sales increased $18.2 million, or 6.7%, in the three months ended June 30, 2017 as compared to the three months ended June 30, 2016 and $35.5 million, or 6.6%, in the six months ended June 30, 2017 as compared to the six months ended June 30, 2016 as a result of increased volume and higher overall average selling prices associated with raw material cost inflation.

Operating income increased $2.5 million in the three months ended June 30, 2017 as compared to the three months ended June 30, 2016 and $3.6 million in the six months ended June 30, 2017 as compared to the six months ended June 30, 2016 primarily as a result of increased sales and favorable mix, which was partially offset by increased selling and administrative costs related to our continued investment in commercial resources.

Corporate and Eliminations

Corporate and eliminations increased $4.6 million in the three months ended June 30, 2017 as compared to the three months ended June 30, 2016 primarily as a result of increased employee costs, including incentives, and a reduction of reimbursements from previously incurred environmental costs.

Corporate and eliminations decreased $5.1 million in the six months ended June 30, 2017 as compared to the three months ended June 30, 2016. This improvement was primarily a result of a $3.8 million reversal of certain non-income tax reserves in 2017 due to the expiration of statute of limitations and a $4.3 million legal settlement received in the first quarter of 2017. These improvements were partially offset by a reduction of reimbursements from previously incurred environmental costs.

Liquidity and Capital Resources

Our objective is to finance our business through operating cash flow and an appropriate mix of debt and equity. By laddering the maturity structure, we avoid concentrations of debt maturities, reducing liquidity risk. We may from time to time seek to retire or purchase our outstanding debt with cash and/or exchanges for equity securities, in open market purchases, privately negotiated transactions or otherwise. We may also seek to repurchase our outstanding common shares. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved have been and may continue to be material.

The following table summarizes our liquidity as of June 30, 2017 and December 31, 2016:

(In millions)	June 30, 2017	December 31, 2016
Cash and cash equivalents	$ 191.1	$ 225.5
Revolving credit availability	294.7	386.2
Liquidity	$ 485.8	$ 611.7

As of June 30, 2017, approximately 90% of the Company’s cash and cash equivalents resided outside the United States. Repatriation of these funds could result in potential foreign and domestic taxes. To the extent foreign earnings previously treated as permanently reinvested were to be repatriated, the potential U.S. tax liability may be reduced by any foreign income taxes paid on these earnings. However, based on the Company’s policy of permanent reinvestment, it is not

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practicable to determine the U.S. federal income tax liability, if any. Determination of the amount of unrecognized deferred tax liabilities and related foreign withholding taxes is not practicable due to the complexities associated with this hypothetical calculation and the Company's permanent reinvestment policy.

Cash Flows

The following describes the material components of cash flows from operating, investing and financing activities for the six months ended June 30, 2017 and 2016.

Operating Activities — In the six months ended June 30, 2017, net cash provided by operating activities was $43.7 million as compared to net cash provided by operating activities of $54.6 million for the six months ended June 30, 2016. The decrease in net cash provided by operating activities of $10.9 million is primarily a result of an increase in working capital in support of higher revenues.

Working capital as a percentage of sales, which we define as the average accounts receivable, plus average inventory, less average accounts payable, divided by sales, for the first half of 2017 increased to 10.1% compared to 10.0% for the first half of 2016. This increase is primarily due to the impact of recent acquisitions.

Investing Activities — Net cash used by investing activities during the six months ended June 30, 2017 of $162.2 million reflects $137.9 million of acquisitions and $34.1 million of capital expenditures, partially offset by the sale of assets of $9.8 million.

Net cash used by investing activities during the six months ended June 30, 2016 of $103.4 million reflects the acquisition of certain businesses for $72.8 million and $39.6 million of capital expenditures, partially offset by the sale of assets of $9.0 million.

Financing Activities — Net cash provided by financing activities for the six months ended June 30, 2017 of $80.2 million reflects the net borrowings of $144.6 million under our senior secured revolving credit facility, principally to finance our acquisition of Rutland, primarily offset by $34.3 million of repurchases of our outstanding common shares and $22.2 million of dividends paid.

Net cash used by financing activities for the six months ended June 30, 2016 of $68.3 million is primarily related to $39.6 million of repurchases of our outstanding common shares and $20.7 million of dividends paid.

Debt

As of June 30, 2017, the principal amount of debt totaled $1,415.2 million. Aggregate maturities of the principal amount of debt for the current year, next five years and thereafter, are as follows:

(In millions)	
2017	$14.5
2018	20.9
2019	6.6
2020	6.6
2021	6.6
2022	757.1
Thereafter	602.9
Aggregate maturities	$1,415.2

As of June 30, 2017, we were in compliance with all customary financial and restrictive covenants pertaining to our debt. For additional information regarding our debt please see Note 8, Financing Arrangements.

Contractual Obligations

We have future obligations under various contracts relating to debt and interest payments, operating leases, pension and post-retirement benefit plans and purchase obligations. During the six months ended June 30, 2017, there were no material changes to these obligations as reported in our annual report on Form 10-K for the year ended December 31, 2016.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

In this quarterly report on Form 10-Q, statements that are not reported financial results or other historical information are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements give current expectations or forecasts of future events and are not guarantees of future performance. They are based on management’s expectations that involve a number of business risks and uncertainties, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. You can identify these statements by the fact that they do not relate strictly to historic or current facts. They use words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe” and other words and terms of meaning in connection with any discussion of future operating or financial performance and/or sales. In particular, these include statements relating to future actions; prospective changes in raw material costs, product pricing or product demand; future performance; estimated capital expenditures; results of current and anticipated market conditions and market strategies; sales efforts; expenses; the outcome of contingencies such as legal proceedings and environmental liabilities; and financial results. Factors that could cause actual results to differ materially from those implied by these forward-looking statements include, but are not limited to:

- effects on foreign operations due to currency fluctuations, tariffs and other political, economic and regulatory risks;
- changes in polymer consumption growth rates and laws and regulations regarding the disposal of plastic materials where we conduct business;
- changes in global industry capacity or in the rate at which anticipated changes in industry capacity come online in the industries in which we participate;
- fluctuations in raw material prices, quality and supply, and in energy prices and supply;
- production outages or material costs associated with scheduled or unscheduled maintenance programs;
- unanticipated developments that could occur with respect to contingencies such as litigation and environmental matters, including any developments that would require any increase in our costs and/or reserves for such contingencies;
- an inability to achieve or delays in achieving or achievement of less than the anticipated financial benefit from initiatives related to acquisition and integration, working capital reductions, cost reductions and employee productivity goals;
- an inability to maintain appropriate relations with unions and employees;
- the strength and timing of economic recoveries;
- the financial condition of our customers, including the ability of customers (especially those that may be highly leveraged and those with inadequate liquidity) to maintain their credit availability;
- disruptions, uncertainty or volatility in the credit markets that may limit our access to capital;
- the amount and timing of repurchases, if any, of PolyOne common shares;
- our ability to pay regular quarterly cash dividends and the amounts and timing of any future dividends;
- our ability to realize anticipated savings and operational benefits from the realignment of assets, including the closure of manufacturing facilities; the timing of closings and shifts of production to new facilities related to asset realignments and any unforeseen loss of customers and/or disruptions of service or quality caused by such closings and/or production shifts; separation and severance amounts that differ from original estimates, amounts for non-cash charges related to asset write-offs and accelerated depreciation realignments of property, plant and equipment, that differ from original estimates;
- information systems failures and cyberattacks; and
- other factors described in our annual report on Form 10-K for the year ended December 31, 2016 under Item 1A, “Risk Factors.”

We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual

results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind as they consider

forward-looking statements. We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law. You are advised, however, to consult any further disclosures we make on related subjects in our reports on Forms 10-Q, 8-K and 10-K filed with the SEC. You should understand that it is not possible to predict or identify all risk factors. Consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes to exposures to market risk as reported in our annual report on Form 10-K for the year ended December 31, 2016.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure controls and procedures

PolyOne's management, under the supervision of and with the participation of its Chief Executive Officer and its Chief Financial Officer, has evaluated the effectiveness of the design and operation of PolyOne's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of the end of the period covered by this quarterly report. Based upon this evaluation, PolyOne's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this quarterly report, its disclosure controls and procedures were effective.

Changes in internal control over financial reporting

There were no changes in PolyOne's internal control over financial reporting during the quarter ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

Information regarding certain legal proceedings can be found in Note 10, Commitments and Contingencies, to the consolidated financial statements and is incorporated by reference herein.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below sets forth information regarding repurchase of shares of our common shares during the period indicated.

Period	Total Number of Shares Purchased	Weighted Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Number of Shares that May Yet be Purchased Under the Program [1]
April 1 to April 30	—	$	—	7,485,928
May 1 to May 31	—	—	—	7,485,928
June 1 to June 30	—	—	—	7,485,928
Total	—	$	—	

[1] On August 18, 2008, we announced that our Board of Directors approved a common shares repurchase program authorizing PolyOne to purchase up to 10.0 million of its common shares. On October 11, 2011 and October 23, 2012, we further announced that our Board of Directors had increased the common shares repurchase authorization by an additional 5.3 million and 13.2 million, respectively. On May 16, 2016, we announced that we would increase our share buyback by 7.3 million to 10.0 million. As of June 30, 2017, approximately 7.5 million shares remain available for purchase under these authorizations. Purchases of common shares may be made by open market purchases or privately negotiated transactions and may be made pursuant to Rule 10b5-1 plans and accelerated share repurchases.

ITEM 6. EXHIBITS

Exhibits - Refer to the Exhibit Index attached, which is incorporated herein by reference.

SIGNATURES

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

July 25, 2017 POLYONE CORPORATION

/s/ Bradley C. Richardson
Bradley C. Richardson
Executive Vice President,
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Exhibit Description
2.1*	Equity Purchase Agreement dated June 29, 2017, by and among PolyOne Corporation, PolyOne Designed Structures and Solutions LLC and NLIN Plastics, LLC.
10.1	PolyOne 2017 Equity and Incentive Compensation Plan (incorporated by reference to Appendix B to the Company's definitive proxy statement on Schedule 14A filed on March 31, 2017, SEC File No. 1-16091)
31.1	Certification of Robert M. Patterson, Chairman, President and Chief Executive Officer, pursuant to SEC Rules 13a-14(a) and 15d-14(a), adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Bradley C. Richardson, Executive Vice President, Chief Financial Officer, pursuant to SEC Rules 13a-14(a) and 15d-14(a), adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as signed by Robert M. Patterson, Chairman, President and Chief Executive Officer
32.2	Certification pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as signed by Bradley C. Richardson, Executive Vice President, Chief Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

*Certain exhibits and schedules have been omitted and the Company agrees to furnish supplementally to the Securities and Exchange Commission a copy of any omitted exhibits and schedules upon request.