

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan LIBBEY INC. RETIREMENT SAVINGS PLAN	1b Three-digit plan number (PN) ▶ <u>001</u>	1c Effective date of plan <u>06/24/1993</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) LIBBEY INC. 300 MADISON AVENUE P.O. BOX 10060 TOLEDO, OH 43699-0060	2b Employer Identification Number (EIN) <u>34-1559357</u>	2c Sponsor's telephone number <u>419-325-2100</u>	2d Business code (see instructions) <u>327210</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	TIMOTHY PAIGE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	SUSAN KOVACH
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address LIBBEY INC. EMPLOYEE BENEFITS COMMITTEE LIBBEY INC. EMPLOYEE BENEFITS COMMITTEE ATTN PAT HANNA D00 MADISON AVE PO BOX 10060 TOLEDO, OH 43699-0060	3b Administrator's EIN 34-1559357 3c Administrator's telephone number 419-325-2100
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 841
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 580
b Retired or separated participants receiving benefits.....	6b 63
c Other retired or separated participants entitled to future benefits.....	6c 163
d Subtotal. Add lines 6a , 6b , and 6c	6d 806
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 1
f Total. Add lines 6d and 6e	6f 807
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 787
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2G 2I 2J 2K	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>LIBBEY INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LIBBEY INC.</u>	D Employer Identification Number (EIN) <u>34-1559357</u>	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>JP MORGAN ASSET MANAGEMENT</u>	<u>1111 POLARIS PARKWAY</u> <u>COLUMBUS, OH 43240-2050</u>
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(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

<u>AMERICAN CENTURY INVESTMENT MGMT.</u>	<u>4500 MAIN STREET</u> <u>KANSAS CITY, MO 64112</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>AIM</u>	<u>P.O. BOX 4739</u> <u>HOUSTON, TX 77210-4739</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

<u>AMERICAN FUNDS GROUP</u>	<u>P.O. BOX 6040</u> <u>INDIANAPOLIS, IN 46206</u>
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BLACK ROCK

PO BOX 9819
PROVIDENCE, RI 02940**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DODGE & COX

555 CALIFORNIA STREET
40TH FLOOR
SAN FRANCISCO, CA 94104

94-1441976

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JP MORGAN DISTRIBUTION SERVICES

460 POLARIS PARKWAY, 2ND FLOOR
WESTERVILLE, OH 43082

74-2945358

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HARBOR FUNDS

111 S. WACKER DRIVE, 34TH FLOOR
CHICAGO, IL 60606-4302**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

JP MORGAN FUNDS

P.O. BOX 8528
BOSTON, MA 02266-8528**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CAPITAL RESEARCH & MANAGEMENT CO.

333 S HOPE STREET 55TH FLOOR
LOS ANGELES, CA 90071

95-1411037

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DFA EMERGING MARKETS

PALISADES WEST
6300 BEE CAVE ROAD
AUSTIN, TX 78746**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

SEI TRUST COMPANY

1 FREEDOM VALLEY DRIVE
PO BOX 1100
OAKS, PA 19456

06-1271230

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

JP MORGAN INVESTMENT MANAGEMENT INC

245 PARK AVENUE THIRD FLOOR
NEW YORK, NY 10167

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 27 28 50 51	PARTY IN INTEREST	75133	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

JP MORGAN RETIREMENT PLAN SERVICES

PO BOX 419784
KANSAS CITY, MO 64141

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	PARTY IN INTEREST		Yes ☒ No ☐	Yes ☒ No ☐		Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

SEI TRUST COMPANY

06-1271230

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
68			Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

BEAR STEARNS & CO. INC.

383 MADISON AVENUE
NEW YORK, NY 10179

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71		9548	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY EQUITY INCOME - IN 4500 MAIN STREET KANSAS CITY, MO 64112	25 BASIS POINTS FOR JANUARY 2012 15 BASIS POINTS FOR FEBRUARY THROUGH DECEMBER 2012	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS GROWTH OF AMERICA R5 PO BOX 6040 INDIANAPOLIS, IN 46206	5 BASIS POINTS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLACK ROCK EQUITY INDEX PO BOX 9819 PROVIDENCE, RI 02940-8019	15 BASIS POINTS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	
(d) Enter name and EIN (address) of source of indirect compensation		
JP MORGAN HIGH YIELD C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	JAN - MAR 2012 43 BASIS POINTS APR - DEC 2012 15 BASIS POINTS	
(a) Enter service provider name as it appears on line 2		
JP MORGAN RETIREMENT SERVICES	59	
(d) Enter name and EIN (address) of source of indirect compensation		
JP MORGAN SMARTRETIREMENT 2015 C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	36 BASIS POINTS JAN - FEB 2012 26.4 BASIS POINTS MARCH 2012 20 BASIS POINTS APR - DEC 2012	
(a) Enter service provider name as it appears on line 2		
JP MORGAN RETIREMENT SERVICES	59	
(d) Enter name and EIN (address) of source of indirect compensation		
JP MORGAN SMARTRETIREMENT 2020 C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	38 BASIS POINTS JAN - FEB 2012 27.6 BASIS POINTS MARCH 2012 20 BASIS POINTS APR - DEC 2012	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AIM - INVESCO SMALL CAP PO BOX 4739 HOUSTON, TX 77210-4739	20 BASIS POINTS	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JP MORGAN US TREASURY MONEY MARKET C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	23 BASIS POINTS JAN-MAR 2012 30 BASIS POINTS APR-DEC 2012	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JP MORGAN SMARTRETIREMENT 2025 C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	41.5 BASIS POINTS JAN - FEB 2012 29.6 BASIS POINTS MARCH 2012 20 BASIS POINTS APR - DEC 2012	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	
(d) Enter name and EIN (address) of source of indirect compensation		
JP MORGAN SMARTRETIREMENT 2030 C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	44 BASIS POINTS JAN - FEB 2012 30.8 BASIS POINTS MARCH 2012 20 BASIS POINTS APR - DEC 2012	
(a) Enter service provider name as it appears on line 2		
JP MORGAN RETIREMENT SERVICES	59	
(d) Enter name and EIN (address) of source of indirect compensation		
JP MORGAN SMARTRETIREMENT 2035 C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	44.5 BASIS POINTS JAN - FEB 2012 31.6 BASIS POINTS MARCH 2012 20 BASIS POINTS APR - DEC 2012	
(a) Enter service provider name as it appears on line 2		
JP RETIREMENT SERVICES	59	
(d) Enter name and EIN (address) of source of indirect compensation		
JP MORGAN SMARTRETIREMENT 2040 C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	44 BASIS POINTS JAN - FEB 2012 31.6 BASIS POINTS MARCH 2012 20 BASIS POINTS APR - DEC. 2012	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVCIES	59	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JP MORGAN SMARTRETIREMENT 2045 C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	44.5 BASIS POINT JAN - FEB 2012 31.6 BASIS POINTS MARCH 2012 20 BASIS POINTS APR - DEC 2012

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JP MORGAN SMARTRETIREMENT 2050 C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	44.5 BASIS POINT JAN - FEB 2012 31.6 BASIS POINTS MARCH 2012 20 BASIS POINTS APR - DEC 2012

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JP MORGAN SMARTRETIREMENT INCOME C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	30 BASIS POINTS JAN - FEB 2012 25.2 BASIS POINTS MARCH 2012 20 BASIS POINTS APR - DEC 2012

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	
(d) Enter name and EIN (address) of source of indirect compensation		
JP MORGAN STABLE VALUE C/O JP MORGAN DISTRIBUTION SERVICES 270 PARK AVENUE NEW YORK, NY 10017	22.5 BASIS POINTS JAN - MAR 2012	
(a) Enter service provider name as it appears on line 2		
JP MORGAN RETIREMENT SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
DFA EMERGING MARKETS VALUE R2 6300 BEE CAVE ROAD AUSTIN, TX 78746	25 BASIS POINTS	
(a) Enter service provider name as it appears on line 2		
JP MORGAN RETIREMENT SERVICES	59	0
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX ATTN TAX DEPT. PO BOX 8422 BOSTON, MA 02266-8422	10 BASIS POINTS	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN RETIREMENT SERVICES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR FUNDS 111 S. WACKER DRIVE 34TH FLOOR CHICAGO, IL 60606-4302	25 BASIS POINTS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>LIBBEY INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>LIBBEY INC.</u>	D Employer Identification Number (EIN) <u>34-1559357</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JP MORGAN STABLE ASSET FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE</u>		
c EIN-PN <u>30-0224496-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>11314531</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLACKROCK S & P 500 EQUITY INDEX</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK, INC.</u>		
c EIN-PN <u>94-3384309-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7774463</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>LIBBEY INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LIBBEY INC.</u>	D Employer Identification Number (EIN) <u>34-1559357</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a Total noninterest-bearing cash	1a			
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)	60		
(2) Participant contributions	1b(2)	105		
(3) Other	1b(3)			
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3990711		3195574
(2) U.S. Government securities	1c(2)	0		0
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)			
(B) All other	1c(3)(B)			
(4) Corporate stocks (other than employer securities):				
(A) Preferred	1c(4)(A)			
(B) Common	1c(4)(B)			
(5) Partnership/joint venture interests	1c(5)			
(6) Real estate (other than employer real property)	1c(6)			
(7) Loans (other than to participants)	1c(7)			
(8) Participant loans	1c(8)	1981032		1864934
(9) Value of interest in common/collective trusts	1c(9)	17569034		18886495
(10) Value of interest in pooled separate accounts	1c(10)			
(11) Value of interest in master trust investment accounts	1c(11)			
(12) Value of interest in 103-12 investment entities	1c(12)			
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	48775389		58618073
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)			
(15) Other	1c(15)	1504		202499

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	15185977	18496729
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	87503812	101264304

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	87503812	101264304
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1374496	
(B) Participants	2a(1)(B)	3823945	
(C) Others (including rollovers)	2a(1)(C)	23372	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5221813
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	42	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	83329	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		83371
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1781026	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1781026
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	5123181	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3112447	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2010734
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	5315439	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		5315439

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1284240
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		6456879
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		22153502

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8274606	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		8274606
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		14350
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	23743	
(4) Other	2i(4)	23127	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		46870
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8335826

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		13817676
l Transfers of assets:			
(1) To this plan.....	2l(1)		40505
(2) From this plan	2l(2)		97689

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

LIBBEY INC. SUPPLEMENTAL RETIREMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
34-1559357	002

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Amended and Restated Libbey Inc.
Retirement Savings Plan
Years Ended December 31, 2012 and 2011
With Report of Independent Auditors

Ernst & Young LLP

Amended and Restated Libbey Inc.
Retirement Savings Plan

Financial Statements and Supplemental Schedule

Years Ended December 31, 2012 and 2011

Contents

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Report of Independent Auditors

The Libbey Inc. Employee Benefits Committee
Amended and Restated Libbey Inc. Retirement Savings Plan

We have audited the accompanying financial statements of Amended and Restated Libbey Inc. Retirement Savings Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Amended and Restated Libbey Inc. Retirement Savings Plan at December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

June 14, 2013

Amended and Restated Libbey Inc.
Retirement Savings Plan

Statements of Net Assets Available for Benefits

	<u>December 31,</u>	
	<u>2012</u>	<u>2011</u>
Assets		
Investments, at fair value <i>(Note 4)</i>	\$ 99,399,370	\$ 85,522,615
Notes receivable from participants <i>(Note 7)</i>	1,864,934	1,981,032
Employer contribution receivable	—	60
Participant contribution receivable	<u>—</u>	<u>105</u>
Net assets available for benefits, at fair value	101,264,304	87,503,812
Adjustment from fair value to contract value for fully benefit-responsive investment contracts <i>(Note 5 and Note 6)</i>	<u>(202,499)</u>	<u>(39,992)</u>
Net assets available for benefits	<u><u>\$ 101,061,805</u></u>	<u><u>\$ 87,463,820</u></u>

See accompanying notes.

Amended and Restated Libbey Inc.
Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2012	2011
Additions		
Investment income:		
Interest and dividends	\$ 1,864,397	\$ 1,133,890
Contributions:		
Participants	3,847,317	4,216,534
Employer	1,374,496	1,436,592
	<u>5,221,813</u>	<u>5,653,126</u>
Net transfer from Libbey Inc. Supplemental Retirement Plan	<u>—</u>	<u>15,990</u>
Total additions	<u>7,086,210</u>	<u>6,803,006</u>
Deductions		
Participant withdrawals or benefits paid directly to participants	(8,288,956)	(6,654,951)
Net transfer to Libbey Inc. Supplemental Retirement Plan	(57,184)	—
Expenses	<u>(46,870)</u>	<u>(39,986)</u>
Total deductions	<u>(8,393,010)</u>	<u>(6,694,937)</u>
Net appreciation (depreciation) in fair value of investments <i>(Note 4)</i>	<u>14,904,785</u>	<u>(5,921,213)</u>
Net increase (decrease)	<u>13,597,985</u>	<u>(5,813,144)</u>
Net assets available for benefits:		
Beginning of year	<u>87,463,820</u>	<u>93,276,964</u>
End of year	<u>\$ 101,061,805</u>	<u>\$ 87,463,820</u>

See accompanying notes.

Amended and Restated Libbey Inc.
Retirement Savings Plan

Notes to Financial Statements

December 31, 2012

1. Description of Plan

General

The Amended and Restated Libbey Inc. Retirement Savings Plan (the Plan) was adopted by Libbey Inc. (the Company) for the benefit of eligible salary and non-union hourly employees. The Plan was amended and restated on January 1, 2008.

The Plan is a defined contribution plan that provides eligible employees 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). Participant contributions are limited to 50% of their eligible wages 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. 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 benefit to which a participant is entitled is the benefit that can be provided from the value of the participant's account.

The Company contributes to the Plan on behalf of each participant an amount equal to 100% of the participant's first 1% of pretax contributions and 50% of the participant's pretax contributions from 2% to 6%, not to exceed 3.5% of the participant's eligible compensation. Effective January 1, 2013, the Company will match 100% on the first 6% of eligible compensation. Company matching contributions are allocated to investments based on the participant's deferral elections. Company matching contributions are immediately 100% vested. The Plan automatically enrolls newly eligible participants; however, participants can elect to opt out of automatic enrollment.

Within certain limitations, a participant may also transfer into the Plan a rollover contribution from another qualified plan.

Participants may transfer existing fund balances among the various investment funds daily, with some limitations.

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 the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Upon termination, the entire interest of each participant's account is distributed to the participants.

Assets in Trust

For the years ended December 31, 2012 and 2011, all of the assets of the Plan were held by the Trustee, JP Morgan Chase Bank.

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;
- Disability (as defined in the Plan) of the participant;
- Death of the participant;
- Termination of employment; or
- With respect to before-tax deferrals, hardship (as defined in the Plan).

Benefits due upon death are generally paid in a lump sum or installments, depending on whether benefit distributions have already begun. 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. Other withdrawal options and/or forms of benefit payment may be available with respect to participants who were covered under certain plans that were previously merged into the Plan.

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 participant's vested account.

2. Summary of Accounting Policies

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of registered investment companies and common stock are valued based on quoted market prices that represent the net asset value of shares held by the Plan at year-end. Common collective trusts contain investments in equity and bond funds and wrap contracts. The fair value is based on the underlying investments that are traded on an exchange and active market. Reliance is placed on the net asset value of the audited financial statements of these trusts.

Through October 26, 2012, the Plan invested in fully benefit-responsive synthetic guaranteed investment contracts (synthetic GICs) through the JP Morgan Stable Value Fund. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required, the statements of net assets available for benefits present the fair value of the fully benefit-responsive investment contracts and the adjustment from fair value to contract value for fully benefit-responsive investment contracts. The underlying investments of the synthetic GICs were valued at quoted redemption values on the last business day of the Plan's year-end. The fair value of the wrap contracts for the synthetic GICs was determined by using the market approach, discounting methodology that incorporates the difference between current market-level rates for contract-level wrap fees and the wrap fee being charged. The difference was calculated as a dollar value and discounted by the prevailing interpolated swap rate as of period-end. The contract value of the fully benefit-responsive investment contracts represents contributions plus earnings, less participant withdrawals and administrative expenses.

As of October 29, 2012, the Stable Asset Income Fund invests in fully benefit-responsive investment contracts. This fund is recorded at fair value (see Note 6); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions 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

The Plan invests in common stock of the Company. Dividends paid or deemed paid shall constitute applicable dividends per the Internal Revenue Service (IRS) Code (the Code).

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 in the same proportion as those shares that were allocated, unless the Committee directs the Trustee otherwise. Participants have the same voting rights in the event of a tender or exchange offer.

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 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. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. 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, 2012 or 2011. 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.

New Accounting Standards

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 explains how to measure fair value and improves the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and IFRS. ASU 2011-04 does not require additional fair value measurements, and it is not intended to establish valuation standards or affect valuation practices outside of financial reporting. The provisions of this update are effective for periods beginning after December 15, 2011. The provisions of this update did not have any impact on the Plan's financial statements.

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.

Investments Measured at Fair Value on a Recurring Basis

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2012 and 2011 (Level 1, 2, and 3 inputs are defined above):

Fair Value Measurements Using Input Type December 31, 2012				
	Level 1	Level 2	Level 3	Total
Investments:				
Registered investment companies:				
US equity funds	\$ 37,575,365	\$ —	\$ —	\$ 37,575,365
International equity	10,260,088	—	—	10,260,088
Fixed income	13,978,194	—	—	13,978,194
Libbey Inc. common stock	18,496,729	—	—	18,496,729
Common collective trusts (b)	—	19,088,994	—	19,088,994
Total investments measured at fair value	<u>\$ 80,310,376</u>	<u>\$ 19,088,994</u>	<u>\$ —</u>	<u>\$ 99,399,370</u>

Fair Value Measurements Using Input Type December 31, 2011				
	Level 1	Level 2	Level 3	Total
Investments:				
Registered investment companies:				
US equity funds	\$ 32,080,952	\$ —	\$ —	\$ 32,080,952
International equity	8,862,165	—	—	8,862,165
Fixed income	11,822,982	—	—	11,822,982
Libbey Inc. common stock	15,185,977	—	—	15,185,977
Common collective trusts (a)	—	17,569,035	—	17,569,035
Wrap contracts	—	—	1,504	1,504
Total investments measured at fair value	<u>\$ 67,952,076</u>	<u>\$ 17,569,035</u>	<u>\$ 1,504</u>	<u>\$ 85,522,615</u>

- (a) This category is primarily invested in synthetic GICs and common collective trusts which are designed to deliver safety and stability by preserving principal and accumulating earnings. Participant-directed redemptions have no restrictions; however, the Plan is required to provide a 30-day redemption notice to liquidate its entire share in the fund. The fair value of the synthetic GICs has been estimated based on the fair value of the underlying investment contracts in the fund as reported by the issuer of the fund. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The fair value of the common collective trusts has been determined based on the fair value of the underlying investments of the fund as of the measurement date.
- (b) Represents investments in common collective trusts. The trusts invest in high quality fixed income portfolios combined with investment contracts called “benefit responsive wraps” issued by other insurance companies and an other common collective trusts. The investment strategy is to provide current income while preserving principal, providing liquidity and stable net asset value. There are no unfunded commitments at December 31, 2012. The Plan may terminate its interest in the trusts at any time. Complete or partial withdrawals must be given in writing not less than 30 days prior to the Valuation Date, upon which the withdrawal is to be effected, and such withdrawals shall be paid at the lesser of book or market value, as determined by the fund. (See Note 6). The fair value of the common collective trusts have been determined based on the fair value of the underlying investments of the fund as of measurement date.

The Plan's valuation methodologies used to measure the fair values of investments with registered investment companies and common stock were derived from quoted market prices, as all of these equity instruments have active markets. The common collective trusts are not available on an exchange or open market; however, the fair value is determined based on the underlying investments (primarily debt and equity securities, as well as mortgage-backed securities) that are traded on an exchange and active market. Reliance is placed on the net asset value of the audited financial statements of these trusts.

4. Investments

Investments whose fair value represents 5% or more of the fair value of the Plan's net assets are as follows:

	December 31,	
	2012	2011
Libbey Inc. common stock*	\$ 18,496,729	\$ 15,185,977
JP Morgan Stable Asset Income Fund*	\$ 11,314,531	**
Harbor International Fund*	\$ 10,260,088	\$ 8,862,165
Dodge & Cox Stock Fund	\$ 9,744,750	\$ 5,586,167
BlackRock Equity Index Fund	\$ 7,774,463	\$ 5,985,293
Harbor Bond Fund*	\$ 7,083,418	\$ 6,907,728
Harbor Capital Appreciation Fund*	\$ 5,268,227	\$ 4,947,895
JP Morgan Intermediate Bond Fund*	**	\$ 9,222,089

* The fund is sponsored by the Plan Trustee or represents a party-in-interest.

** Less than 5% of fair value of the Plan's net assets.

During 2012 and 2011, the Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	Year Ended December 31,	
	2012	2011
Registered investment companies	\$ 6,456,916	\$ (2,712,658)
Common collective trusts	1,284,237	177,622
Libbey Inc. common stock	7,163,632	(3,386,177)
	<u>\$ 14,904,785</u>	<u>\$ (5,921,213)</u>

5. Synthetic Guaranteed Investment Contracts

Through October 26, 2012, the Plan invested in synthetic GICs, which were wrap contracts paired with an underlying portfolio of investments owned by the Plan, of high-quality, intermediate term, fixed income securities. The Plan purchased wrapper contracts from financial services institutions. Synthetic GICs credited a stated interest rate for a specified period of time. Investment gains and losses were amortized over the expected duration through the calculation of the interest rate applicable to the Plan on a prospective basis. Synthetic GICs provided for a variable crediting rate, which typically reset at least quarterly, and the issuer of the wrap contract provided assurance that future adjustments to the crediting rate could not result in a crediting rate less than zero. The crediting rate was primarily based on the current yield to maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments over the duration of the covered investments at the time of computation. The crediting rate was most affected by the change in the annual effective yield to maturity of the underlying securities, but was also affected by the difference between the contract value and the market value of the covered investments. This difference was amortized over the duration of the covered investments. Depending on the change in duration from reset period to reset period, the magnitude of the impact to the crediting rate of the contract to market difference was heightened or lessened. The crediting rate could be adjusted periodically and was usually

adjusted either monthly or quarterly, but in no event was the crediting rate less than zero percent. The underlying investments in the synthetic GICs included the JP Morgan Liquidity Fund, JP Morgan Intermediate Bond Fund and wrap contracts.

Certain events limited the ability of the Plan to transact at contract value with the insurance company and the financial institution issuer. Such events included (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that caused a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator did not believe that the occurrence of any such events that would limit the Plan's ability to transact at contract value with participants was probable.

Wrap contracts were evergreen contracts that contained termination provisions. Wrap agreements permitted the fund's investment manager to terminate upon notice at any time at market value and provided for automatic termination of the wrap contract if the contract value or market value of the contract equaled zero. The issuer was not excused from paying the excess contract value when the market value equaled zero. Wrap contracts permitted the issuer to terminate at market value and provided that the fund may have elected to convert such termination to an amortized election that effectively would have immunized the fund, intending to result in contract value equaling market value of the underlying assets by such termination date. If an event of default occurred and was not cured, the nondefaulting party may have terminated the contract. The following may have caused the Plan to be in default:

- A breach of material obligation under the contract
- A material misrepresentation
- A material amendment to the plan agreement

The issuer may have been in default if it breached a material obligation under the investment contract, made a material misrepresentation, had a decline in its long-term credit rating below a threshold set forth in the contract, or was acquired or reorganized and the successor issuer did not satisfy the investment or credit guidelines applicable to issuers. If, in the event of default of an issuer, the Plan was unable to obtain a replacement investment contract, withdrawing participants may have experienced losses if the value of the Plan's assets no longer covered by the contract were below contract value. The Plan may have sought to add additional issuers over time to diversify the Plan's exposure to such risk, but there was no assurance that the Plan may have been able to do so. The combination of the default of an issuer and an inability to obtain a replacement agreement could have rendered the Plan unable to achieve its objective of maintaining a stable contract value. The terms of an investment contract generally provided for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Generally, payments were made pro rata, based on the percentage of investments covered by each issuer. Contract termination occurred whenever the contract value or market value of the covered investments reached zero or upon certain events of default. If the contract terminated due to issuer default (other than a default occurring because of a decline in its rating), the issuer would generally be required to pay to the Plan the excess, if any, of contract value over market value on the date of termination. If a synthetic GIC terminated due to a decline in the ratings of the issuer, the issuer may have been required to pay to the Plan the cost of acquiring a replacement contract (that is, replacement cost) within the meaning of the contract. If the contract terminated when the market value equaled zero, the issuer would pay the excess of contract value over market value to the Plan to the extent necessary for the Plan to satisfy outstanding contract value withdrawal requests. Contract termination also may have occurred by either party upon election and notice.

As described in Note 2, because the synthetic GICs were fully benefit-responsive, contract value was the relevant measurement attribute for that portion of the net assets available for benefits attributable to the synthetic GICs. Participants may ordinarily have directed the withdrawal or transfer of all or a portion of their investment at contract value.

Average Yields for Synthetic GICs	2011
Based on actual earnings	1.86%
Based on interest rate credited to participants	1.86%

6. Stable Asset Income Funds

The JPMorgan Stable Asset Income Fund (the “Fund”) is a commingled pension trust fund established, operated and maintained by JPMorgan Chase Bank, N.A. (“JPMorgan”) under a declaration of trust. The Fund’s strategies seek the preservation of principal, while providing current income and liquidity.

The Fund has a fixed income investment strategy, and may invest in U.S. treasury and agency securities, mortgage backed securities, asset backed securities, commercial mortgage-backed securities, private mortgages, corporate and short-term investments, synthetic guaranteed investment contracts and similar products. The fund also invests in other JPMorgan commingled pension trust funds.

The Fund is valued at fair value and then adjusted by the issuer to contract value. Fair value of the stable value fund is the net asset value of its underlying investments, and contract value represents contributions made under the contract less any participant-directed withdrawals plus accrued interest.

Participants can ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Certain events may limit the Fund’s ability to transact at contract value. Such events include layoffs, bankruptcy, plan termination and other events outside the normal operation of the Fund that may cause a withdrawal which results in a negative market value adjustment.

The Plan may terminate its interest in the Fund at any time. However, requests received for complete or partial withdrawals must be given in writing not less than 30 days prior to the valuation date, upon which the withdrawal is to be effected, and such withdrawals shall be paid at the lesser of book or market value, as determined by the fund. There are no unfunded commitments.

7. 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 semimonthly, biweekly, or 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 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 loan must be paid in full otherwise it will be treated as a distribution to the participant after 90 days.

8. Income Tax Status

The Plan has received a determination letter from the IRS dated May 22, 2009, stating that the Plan is qualified under Section 401(a) of the Code 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 Code to maintain its qualified status. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

United States 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, 2012, there are no uncertain tax 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 that it is no longer subject to income tax examinations for years prior to 2009.

9. Related-Party Transactions

Certain plan investments are shares of mutual funds managed by the Trustee, JP Morgan Chase Bank, and shares of mutual funds managed by Harbor Capital Advisors, the investment advisors of various defined benefit pension plans of the Company.

The investments in mutual funds managed by JP Morgan Chase Bank and Harbor Capital Advisors qualify as party-in-interest transactions. There have been no known prohibited transactions with a party-in-interest.

10. 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.

11. Reconciliation Between Financial Statements and Form 5500

The accompanying financial statements present fully benefit-responsive contracts at contract value. The Form 5500 requires fully benefit-responsive investment contracts to be reported at fair value. Therefore, the adjustment from fair value to contract value for fully benefit-responsive investment contracts represents a reconciling item.

A reconciliation of net assets available for benefits per the financial statements to the Form 5500 is as follows:

	December 31,	
	2012	2011
Net assets available for benefits per the financial statements	\$ 101,061,805	\$ 87,463,820
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	202,499	39,992
Net assets available for benefits per the Form 5500	<u>\$ 101,264,304</u>	<u>\$ 87,503,812</u>

The following is a reconciliation of the net increase (decrease) in assets available for benefits per the financial statements to the Form 5500:

	Year Ended December 31,	
	2012	2011
Net increase (decrease) in assets available for benefits per the financial statements	\$ 13,597,985	\$ (5,813,144)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	162,507	231,971
Total net income (loss) and transfers of assets per the Form 5500	<u>\$ 13,760,492</u>	<u>\$ (5,581,173)</u>

Supplemental Schedule
Amended and Restated Libbey Inc.
Retirement Savings Plan
EIN 34-1559357 Plan #001
Schedule H, Line 4i — Schedule of Assets
(Held at End of Year)
December 31, 2012

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Par, or Maturity Value Rate of Interest	Current Value
Registered investment companies:		
American Century Investments	379,461 shares of Small Capital Value Fund	\$ 3,244,394
	309,717 shares of Equity Income Fund	2,421,986
Harbor*	166,126 shares of International Fund	10,260,088
	566,786 shares of Bond Fund	7,083,418
	124,527 shares of Capital Appreciation Fund	5,268,227
Invesco	132,552 shares of Small Capital Growth Fund	4,231,066
Dodge & Cox	79,926 shares of Stock Fund	9,744,750
Cohen & Steers	5,107 shares of Realty Shares Fund	214,902
Dimensional	12,885 shares of DFA Emerging Markets Value Fund	384,486
JP Morgan*	56,170 shares of High Yield Fund	460,129
	46,031 shares of SmartRetirement 2015 Fund	749,095
	122,502 shares of SmartRetirement 2020 Fund	2,015,928
	106,834 shares of SmartRetirement 2025 Fund	1,664,432
	74,084 shares of SmartRetirement 2030 Fund	1,207,823
	38,036 shares of SmartRetirement 2035 Fund	586,314
	30,120 shares of SmartRetirement 2040 Fund	491,211
	32,656 shares of SmartRetirement 2045 Fund	505,737
	20,374 shares of SmartRetirement 2050 Fund	315,508
	45,456 shares of SmartRetirement Income Fund	751,793
	3,176,562 units, 100% U.S. Treasury Money Market Fund	3,176,562
	19,013 units of Cash Investment Fund	19,013
American Funds	109,583 shares of Growth Fund of America	3,758,700
Vanguard	114,159 shares of Inflation-Protected Securities Fund	3,258,085
Common collective trusts:		
JP Morgan*	26,462 shares of Stable Asset Income Fund	11,314,531
BlackRock	155,895 shares of Equity Index Fund	7,774,463
Common stock:		
Libbey Inc.*	955,903 shares of common stock	18,496,729
Total investments		<u>99,399,370</u>
Participant Loans*	Interest rates ranging from 4.25% to 9.25% with latest maturity date of October 17, 2021	<u>1,864,934</u>
Net Total Assets		<u><u>\$ 101,264,304</u></u>

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

Ernst & Young LLP

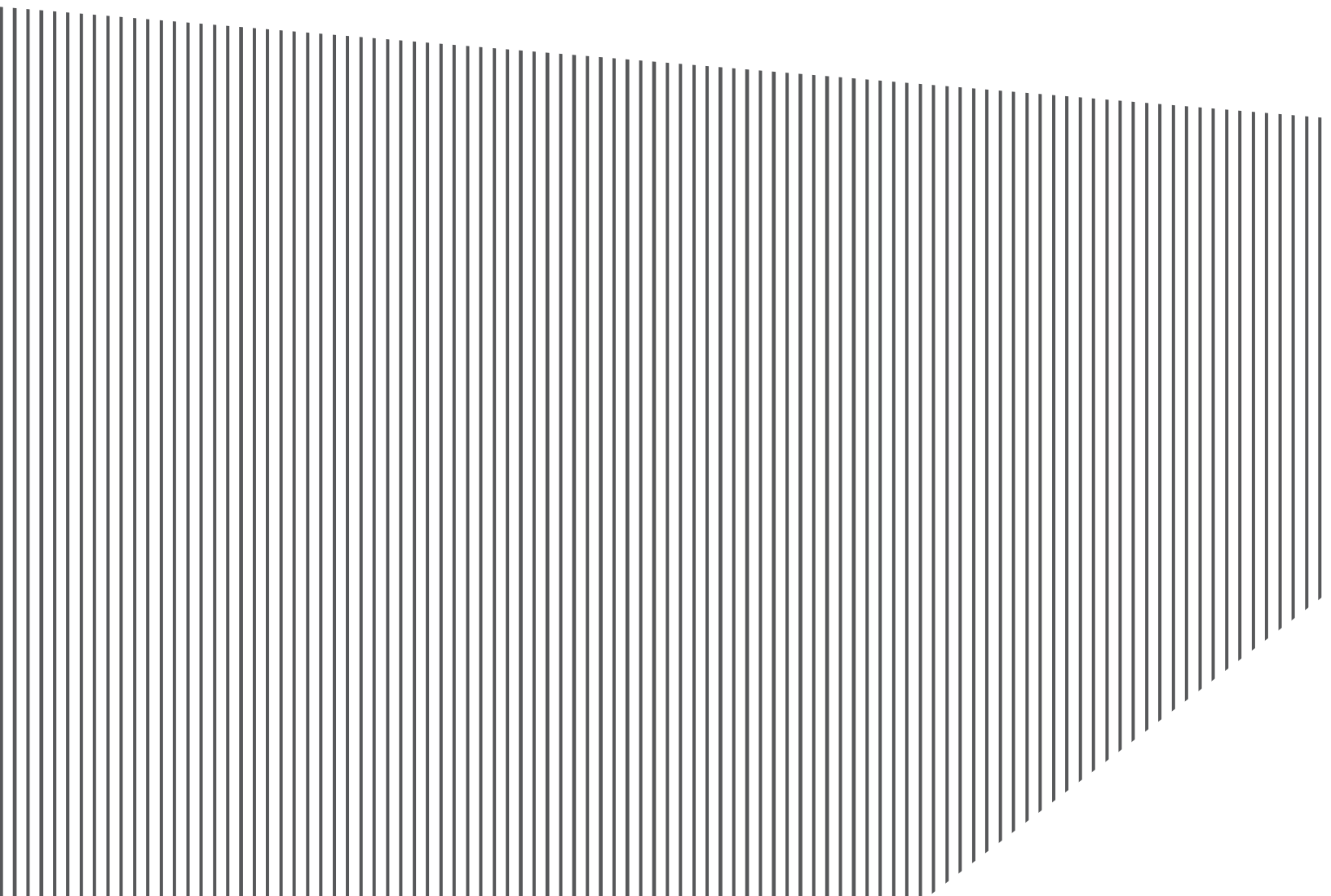
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- ▶ For Privacy Act and Paperwork Reduction Act Notice, see instructions.
- ▶ Information about Form 5558 and its instructions is at www.irs.gov/form5558

OMB No. 1545-0212

File With IRS Only

Part II Extension of Time To File Form 5500 Series, and/or Form 8955-SSA

- The application is **automatically approved** to the date shown on line 2 and/or line 3 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 2 and/or line 3 (above) is not later than the 15th day of the third month after the normal due date.

5 State in detail why you need the extension:

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Date ►

Schedule H, line 4i

Schedule of Assets (Held At End of Year)

For the plan year beginning **01/01/2012** and ending **12/31/2012**

Name of plan

Libbey Inc. Retirement Savings Plan

Employer Identification Number

34-1559357

Three-digit
plan number

► **001**

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Registered Investment Companies			
	American Century Investments	379,461 shs of Small Capital V		3,244,394
	American Century Investments	309,717 shs of Equity Income F		2,421,986
*	Harbor Funds	166,126 shs of International F		10,260,088
*	Harbor Funds	566,786 shs of Bond Fund		7,083,418
*	Harbor Funds	124,527 shs of Capital Appreci		5,268,227
	Dimensional	12,885 shs of DFA Emerging Mar		384,486
	Invesco	132,552 shs of Small Cap Growt		4,231,066
	Dodge & Cox	79,926 shs of Stock Fund		9,744,750
*	JP Morgan	56,170 shs of Hight Yield Fund		460,129
*	JP Morgan	46,031 shs SmartRetirement2015		749,095
*	JP Morgan	122,502 sh SmartRetirement2020	0	2,015,928
*	JP Morgan	106,834 sh SmartRetirement2025		1,664,432
*	JP Morgan	74,084 shs SmartRetirement2030		1,207,823
*	JP Morgan	38,036 shs SmartRetirement2035		586,314
*	JP Morgan	30,120 shs SmartRetirement2040		491,211
*	JP Morgan	32,656 shs SmartRetirement2045		505,737
*	JP Morgan	20,374 shs SmartRetirement2050		315,508
*	JP Morgan	45,456 shs SmartRetire Income		751,793
	American Funds	109,583 shs of Growth Fund Ame		3,758,700
	Vanguard	114,159 sh Inflation-Protected		3,258,085
	Cohen & Steers	5,107 shs of Realty Shares Fun		214,902
			0	0
	Common Collective Trusts			
*	JP Morgan	26,462 shs of Stable Asset Inc		11,314,531
	Black Rock	155,895 shs of Equity Index Fu		7,774,463
				0
	Company Stock:			
*	Libbey Inc.	955,903 shs of common stock		18,496,729
*	JP Morgan	19,013 units of Cash Investmen		19,013
*	JP Morgan	3,176,562 units US Treasury Mo		3,176,562
				0
	Total Investments:			99,399,370
				0
*	Participant Loans	4.25 % - 9.25% latest maturity		1,864,934
		date is October 17, 2021		0
	Net Total Assets:			101,264,304
*	Party-in-interest to Plan			