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 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ 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
MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/03/1965

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
MARY KAY INC.

16251 DALLAS PARKWAY
ADDISON, TX 75001

2b Employer Identification Number (EIN) 75-1151701

2c Plan Sponsor's telephone number 972-687-6300

2d Business code (see instructions) 325900

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.	08/24/2017	SUE STEINGRUBER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5 Total number of participants at the beginning of the plan year	**5**	2615
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	2202
a(2) Total number of active participants at the end of the plan year	**6a(2)**	2210
b Retired or separated participants receiving benefits	**6b**	2
c Other retired or separated participants entitled to future benefits	**6c**	310
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	2522
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f Total. Add lines **6d** and **6e**.	**6f**	2524
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2486
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	26
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:

2E 2H 2J 2K 2S 2T 3H

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)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	**(1)** [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
NEW YORK LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
13-5582869	66915	GA31564	2486	01/01/2016	12/31/2016

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

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(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	29511323

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	**6d**	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	0
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below)	**7c(5)**			
	▶				
	(6) Total additions			**7c(6)**	0
d	Total of balance and additions (add lines **7b** and **7c(6)**)			**7d**	0
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below)	**7e(4)**			
	▶				
	(5) Total deductions			**7e(5)**	0
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** ☐ Health (other than dental or vision)
- **b** ☐ Dental
- **c** ☐ Vision
- **d** ☐ Life insurance
- **e** ☐ Temporary disability (accident and sickness)
- **f** ☐ Long-term disability
- **g** ☐ Supplemental unemployment
- **h** ☐ Prescription drug
- **i** ☐ Stop loss (large deductible)
- **j** ☐ HMO contract
- **k** ☐ PPO contract
- **l** ☐ Indemnity contract
- **m** ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

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

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

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)

TCW ASSET MANAGEMENT CO.

95-2642764

(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?
27 50	INVESTMENT MANAGER	313867	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

COOKE & BEILER

23-3082822

(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?
27 50	INVESTMENT MANAGER	291793	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WEDGE CAPITAL MANAGEMENT

56-1557450

(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?
27 50	INVESTMENT MANAGER	187062	Yes [ ] No [X]	Yes [ ] No [ ]		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)

SAGE ADVISORY

74-2798841

(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?
27 50	INVESTMENT MANAGER	178060	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LAZARD ASSET MANAGEMENT

13-5545100

(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?
27 50	INVESTMENT MANAGER	170559	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

GREAT WEST FINANCIAL RPS, LLC

84-0467907

(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 37 50 64	PLAN ADMINISTRATOR	156378	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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)

MCDONNELL INVESTMENT

36-4445613

(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?
27 50	INVESTMENT MANAGER	133867	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LORD ABBETT

13-5620131

(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?
27 50	INVESTMENT MANAGER	115615	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FRONTIER CAPITAL MANAGEMENT

04-3492668

(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?
27 50	INVESTMENT MANAGER	96549	Yes [ ] No [X]	Yes [ ] No [ ]		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)

MORGAN STANLEY

12-2919773

(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?
16	CONSULTANT	75000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WHITLEY PENN

75-2393478

(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?
10	AUDITOR	29124	Yes [ ] No [X]	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
GREAT WEST FINANCIAL RPS, LLC	63	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.
ALGER SMID CAP GROWTH - A P.O. BOX 8480 BOSTON, MA 02266-8480	12B-1 FEE @ 0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
GREAT WEST FINANCIAL RPS, LLC	63	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 WASHINGTON MUTUAL-A P.O. BOX 6040 INDIANAPOLIS, IN 46206	12B-1 FEE @ 0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
GREAT WEST FINANCIAL RPS, LLC	63	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.
TEMPLETON FOREIGN-A 300 S.E. 2ND STREET FT LAUDERDALE, FL 33301-1923	12B-1 FEE @ 0.25%

Part II Service Providers Who Fail or Refuse to Provide Information

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

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: MELLON STABLE VALUE FUND

b Name of sponsor of entity listed in (a): MELLON BANK

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)
11-3152987-000	C	21567411

a Name of MTIA, CCT, PSA, or 103-12 IE: NEW YORK LIFE ANCHOR FD PSA 25

b Name of sponsor of entity listed in (a): NEW YORK LIFE INSURANCE CO

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)
13-5582869-125	P	29511323

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 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)

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

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b Name of plan sponsor	**c** EIN-PN

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a Plan name

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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)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

Part I Asset and Liability Statement

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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	282442	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	27871706	28342783
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1135523	3582108
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	17035398
(2) U.S. Government securities	1c(2)	66810530	63143510
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	6294968	45334138
(B) All other	1c(3)(B)	84590874	45780208
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	174443023	163871770
(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)	6963932	7322659
(9) Value of interest in common/collective trusts	1c(9)	14144149	13456989
(10) Value of interest in pooled separate accounts	1c(10)	25470096	33895460
(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)	208442248	226853804
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	978235	0
(15) Other	1c(15)	2517136	4322731

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(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	619944862	652941558
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	554920	417062
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	537195	3146281
k	Total liabilities (add all amounts in lines 1g through1j)	1k	1092115	3563343
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	618852747	649378215

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)	28342811	
	(B) Participants	2a(1)(B)	13395851	
	(C) Others (including rollovers)	2a(1)(C)	1358640	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		43097302
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	28965	
	(B) U.S. Government securities	2b(1)(B)	1458067	
	(C) Corporate debt instruments	2b(1)(C)	1820208	
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	300521	
	(F) Other	2b(1)(F)	304105	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3911866
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	-51	
	(B) Common stock	2b(2)(B)	2434648	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	9010625	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		11445222
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	5648800	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		5648800
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	-600368	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-600368

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		328586
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		320525
(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)		10319000
c Other income	2c		151942
d Total income. Add all **income** amounts in column (b) and enter total	2d		74622875
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	42278834	
(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)		42278834
f Corrective distributions (see instructions)	2f		513
g Certain deemed distributions of participant loans (see instructions)	2g		46912
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	91745	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1463073	
(4) Other	2i(4)	216330	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1771148
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		44097407
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		30525468
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

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: WHITLEY PENN LLP **(2)** EIN: 75-2393478

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	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	4n	X		
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MARY KAY INC.

D Employer Identification Number (EIN)
75-1151701

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 43-1796706 13-5160382

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 0.0 % Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes	☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Current year" ADP test	☐ "Prior year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test	☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes	☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2016 and 2015
with Report of Independent Auditors

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Years Ended December 31, 2016 and 2015

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REPORT OF INDEPENDENT AUDITORS

To the Profit Sharing and 401(k) Plan Committee of
Mary Kay Inc.

We were engaged to audit the accompanying financial statements of the Mary Kay Inc. Profit Sharing and 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements 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 accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by Great-West Trust Company, LLC and Great-West Life & Annuity Insurance Company, LLC, the custodians of the Plan, and Great-West Financial Retirement Plan Services, the custodian of the Plan on behalf of the trustee, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that Great-West Trust Company, LLC and Great-West Life & Annuity Insurance Company, LLC held the Plan's investment assets and executed investment transactions from June 1, 2015 through December 31, 2016, and that Great-West Financial Retirement Plan Services held the Plan's investments and executed investment transactions for the period January 1, 2015 to May 31, 2015. The Plan administrator has obtained a certification from the custodians as of and for the years ended December 31, 2016 and 2015, that the information provided to the Plan administrator by the custodians is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Form 5500, Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Form 5500, Schedule H, Line 4j - Schedule of Reportable Transactions as of and for the year ended December 31, 2016, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

Report on Form and Content in Compliance With Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Dallas, Texas
August 9, 2017

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2016	December 31, 2015
Assets		
Investments, at fair value	$ 613,694,008	$ 583,938,342
Receivables:		
Employer	28,342,783	27,871,706
Notes receivable from participants	7,399,466	6,963,932
Interest and dividends receivable	1,080,922	1,023,192
Due from broker securities sold	2,501,186	80,398
Total receivables	39,324,357	35,939,228
Non-interest bearing cash	-	33,204
Total assets	653,018,365	619,910,774
Liabilities		
Excess contributions payable	-	125,454
Due to broker for securities purchased	3,146,281	460,169
Accrued expenses	417,062	429,466
Total liabilities	3,563,343	1,015,089
Net assets available for benefits	$ 649,455,022	$ 618,895,685

See accompanying notes to financial statements.

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2016	2015
Additions to Net Assets		
Investment income:		
Net realized and unrealized gains (losses) on investments	$ 15,874,688	$ (13,280,987)
Interest and dividends	15,200,952	19,277,117
Total investment income	31,075,640	5,996,130
Less investment expenses	1,463,073	1,619,541
Net investment income	29,612,567	4,376,589
Other income	135,240	-
Interest income from notes receivable from participants	301,650	295,683
Contributions:		
Participant	13,395,851	12,822,999
Rollover	1,358,640	604,398
Employer	28,342,811	27,871,706
Total contributions	43,097,302	41,299,103
Total additions to net assets	73,146,759	45,971,375
Deductions from Net Assets		
Benefits paid to participants	42,279,347	40,210,048
Administrative expenses	308,075	308,057
Total deductions from net assets	42,587,422	40,518,105
Net increase in net assets available for benefits	30,559,337	5,453,270
Net assets available for benefits at beginning of year	618,895,685	613,442,415
Net assets available for benefits at end of year	$ 649,455,022	$ 618,895,685

See accompanying notes to financial statements.

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2016 and 2015

A. Description of the Plan

General

The following brief description of the Mary Kay Inc. Profit Sharing and 401(k) Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by Mary Kay Inc. (the "Company" or "Plan Sponsor"). The Plan is administered by the Profit Sharing and 401(k) Plan Committee (the "Committee"), which is appointed by the Board of Directors of the Company. Participants should refer to the Plan document for more complete information. The Company's corporate offices are located in Addison, Texas.

The Plan was most recently amended and restated effective January 1, 2012, and is a defined contribution plan available to substantially all employees of the Company who have attained age 18. The Plan consists of two components: (i) a 401(k) option, in which eligible participants can make contributions and (ii) profit sharing, in which the Company makes contributions ranging from five to fifteen percent of the participant's eligible earnings, depending on the Company's profits each year. All employees of the Company are eligible to participate in the 401(k) option upon hire date. Employees must complete six months of service and be actively employed at year end to be eligible for profit sharing contributions.

Eligible employees who do not elect a deferral rate within the first thirty days of employment are automatically enrolled at a deferral rate of 3%, unless the employee declines participation or otherwise elects a different deferral rate. If, as of January 31, of a Plan year, a participant has had in effect a default deferral election for six months or more, the participant's deferral percentage will automatically escalate by 1%, up to a maximum 10%, effective as of February 1, of that year, unless the participant declines participation or otherwise elects a different deferral rate.

Participants that are employed and have reached his or her normal retirement date or are 65 years or older, may withdraw all or any portion of the participant's vested account balance at any time, but no more frequently than once during the Plan year.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute up to 30% of pre-tax annual compensation, as defined by the Plan. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the "Code") as defined in the Plan document. Eligible participants may make a rollover contribution to the Plan.

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to the limitations imposed by the Code.

A. Description of the Plan – continued

Contributions – continued

The Company makes profit sharing contributions at the discretion of the Board of Directors which are maintained in nonparticipant directed funds. In 2016 and 2015 the profit sharing contribution was fifteen percent of participants' eligible earnings. The maximum aggregate contribution to the Plan is limited to the Company's allowable deduction for federal income tax purposes.

In addition to the profit sharing contribution, the Company may elect to make matching contributions of $100 to certain participants who contributed a minimum of 1% of their eligible earnings during the Plan year. In 2016 and 2015 the Company contributed in the aggregate of $168,400 and $166,300, respectively, to the accounts of such contributing participants. These contributions are allocated to each participant's account based on his/her investment elections.

Participant Accounts

A separate account is maintained for each participant. Each fund in the participant's accounts is stated in units and dollars. The participants' account balances are increased by the Company's profit sharing contributions, participant 401(k) contributions, the Company's matching of any participant contributions, and the allocation of Plan forfeitures. The Company's profit sharing contribution and allocated forfeitures are at the discretion of the Company and allocated based on the participant's eligible earnings as a percentage of total eligible earnings of all participants. Participants' account balances are increased or decreased by the change in unit value of each fund.

For 2016 and 2015 the annual contribution and other additions to a participant's account may not exceed the lesser of 100% of the participant's compensation or $53,000.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company matching contribution and profit sharing portion of accounts, plus actual earnings thereon is as follows:

Years of Service	Vested Percentage
Less than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years	100%

In the event of disability, early retirement, or death, the participant will become fully vested.

A. Description of the Plan – continued

Notes Receivable from Participants

Participants may borrow from their 401(k) fund accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their account balance. Loan terms range up to five years. The loans are secured by the balance in the participant's account and bear interest rate of prime plus 1%. As of December 31, 2016 and 2015, outstanding loans have an interest rate range of 4.25 to 4.50% and 4.25%, respectively. Principal and interest are paid ratably through payroll deductions.

Benefit Payments

Participants withdrawing during the year for reasons of service or disability, retirement, death, or termination are entitled to their vested account balances. Benefits are distributed in the form of rollovers or lump sum payments. If withdrawing participants are not entitled to their entire account balances, the unvested amounts are forfeited.

Forfeitures

Forfeited nonvested accounts totaled $817,731 and $614,243 at December 31, 2016 and 2015, respectively, which were allocated to offset the current year employer contributions. These accounts are first used to restore previously forfeited amounts by eligible employees upon rehire and reinstatement to the Plan in accordance with Plan provisions. The remaining forfeited amounts are allocated to eligible participants in the same manner as employer contributions each year. At the discretion of the Plan Sponsor, forfeitures may be used to offset current year employer contributions.

Investment Options

The investments of the Plan are held in a trust. From January 1, 2015 to May 31, 2015, JP Morgan Chase Bank, N.A. was the Plan Trustee. Effective June 1, 2015, Great-West Trust Company, LLC was the Plan Trustee. Upon enrollment in the Plan, a participant may direct their salary deferrals in 1% increments into any of the Plan's investment options. Profit sharing funds are invested in separately managed accounts.

Plan Expenses

Administrative expenses and investment fees can be paid by either the Company or paid from the Plan assets by the Trustee. Additionally, routine legal expenses and other internal costs of administration are paid on behalf of the Plan by the Company.

A. Description of the Plan – continued

Asset Transfers to/from the Stable Value Fund

The Plan allows participants over the age of 55 the option of investing a percentage of their profit sharing account balances in the Stable Value Fund. Participants wishing to transfer their profit sharing account balances into or out of the Stable Value Fund must communicate their election annually during a specific period. Through June 29, 2012, Stable Value Fund elections were invested in the Mellon Stable Value Fund. Effective after market close June 29, 2012, the Mellon Stable Value Fund was closed to new investments, and future Stable Value Fund elections are invested in the New York Life Insurance Company Anchor Account III Stable Value Fund. Stable Value Fund elections are accounted for as inter-fund transfers. All participants are eligible to direct 401(k) contributions into and out of the Stable Value Fund at their discretion throughout the year.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan's administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with GAAP, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note C for information related to the Plan's valuation methodologies.

B. Summary of Significant Accounting Policies – continued

Investment Valuation and Income – continued

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains and losses on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are recorded at the unpaid principal balance plus accrued but unpaid interest.

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are not reflected in the accompanying financial statements.

Risks and Uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with investments in mutual funds, stocks, corporate and government bonds, short-term investments, common/collective trusts, and pooled separate accounts, it is at least reasonably possible that changes in the values of such investments will continue to 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 and the statements of changes in net assets available for benefits.

C. Fair Value Measurements

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.

C. Fair Value Measurements – continued

- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.

- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

GAAP requires that management describe the methodologies used to measure the fair value of assets and liabilities. The methodologies used to measure the fair value of the Plan's investments are as follows:

- *Corporate stocks*: Valued based on the quoted market prices and are classified within Level 1 of the valuation hierarchy.

- *Registered investment companies*: Valued at net asset value ("NAV") representing the value at which shares of the fund may be purchased or redeemed and are classified within Level 1 of the valuation hierarchy. There are no significant restrictions on redeeming these investments at NAV.

- *U.S. Government securities and corporate debt instruments:* Fair values are obtained primarily from pricing services engaged by the Trustee, and the Plan receives one price for each security. The fair values provided by the pricing service are estimated by using either a price or spread basis, where the inputs to those models are based on observable market inputs. For the price basis, evaluators attempt to match each issue to its best-known market maker and contact firms that deal with the respective securities. Evaluators maintain quality by surveying the dealer community, obtaining relevant trade data, benchmark quotes, and spreads, and incorporating this information into the evaluation process. For the spread basis, a bullet (noncall) spread scale is created for the relevant maturities of each issuer. These spreads represent credit risk and are based on the new issue market, secondary trading, and dealer quotes. U.S. Government securities and corporate debt instruments are classified within Level 2 of the valuation hierarchy.

- *Other investments:* Include high grade U.S. municipal bonds. The fair values of these securities are obtained from pricing services engaged by the Trustee and are determined by pricing systems. In 2016 and 2015 the securities were evaluated using terms and conditions from a municipal descriptive database. Evaluators apply this information to bond sectors and individual bond evaluations are then extrapolated. Market inputs used in the evaluation process include all or some of the following: current trades, trading spreads, bid-wanted lists, offerings, quotes for active issues, along with general information on market movement, direction, trends, and specific data on specialty issues. Other investments are classified within Level 2 of the valuation hierarchy.

C. Fair Value Measurements – continued

- *Pooled separate account:* The Plan invests in a pooled separate account with the objective of preserving principal and generating a stable rate of return. The New York Life Anchor Account III Stable Value Fund invests in a diversified portfolio of corporate bonds, commercial mortgage-backed securities, mortgage back securities, asset-backed securities, collateralized mortgage obligations, U.S. Treasuries, guaranteed investment contracts, and cash. The fair value of the New York Life Anchor Account III Stable Value Fund is determined by the fair value of the fund's investment in externally managed stable value commingled investment funds provided to the fund by external managers of these funds. The pooled separate account is classified within Level 2 of the valuation hierarchy.

- *Interest-bearing cash:* The Plan invests in money market funds that are valued based on the short-term cash component as of the measurement date and classified within Level 1 of the valuation hierarchy.

- *Common/collective trust fund:* The Plan invests in common/collective trust fund with the objective of preserving principal and generating a stable rate of return. The Mellon Stable Value Fund invests in a diversified portfolio of synthetic guaranteed investment contracts, common/collective trust funds, corporate debt instruments, pooled separate accounts, U.S. government securities, and interest-bearing cash. The common/collective trust fund is valued at the net asset value of units of the stable value fund. The net asset value is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the stable value fund, the issuer reserves the right to require 12 months' notification in order to ensure that securities liquidations will be carried out in an orderly business manner.

There have been no changes in the methodologies used at December 31, 2016 and 2015. The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of December 31, 2016 and 2015. The Plan has no assets classified within Level 3 of the valuation hierarchy.

C. Fair Value Measurements – continued

	2016		
	Level 1	**Level 2**	**Total**
Corporate stocks	$163,871,770	$ -	$163,871,770
Registered investment companies	226,853,805	-	226,853,805
U.S. Government securities	-	60,908,885	60,908,885
Corporate debt instruments	-	89,847,890	89,847,890
Other investments	-	4,223,956	4,223,956
Pooled separate account	-	29,511,323	29,511,323
Interest-bearing cash	16,908,968	-	16,908,968
Total investments in the fair value hierarchy	407,634,543	184,492,054	592,126,597
Investments measured at net asset value (a)	-	-	21,567,411
Total investments at fair value			$613,694,008

	2015		
	Level 1	**Level 2**	**Total**
Corporate stocks	$174,443,023	$ -	$174,443,023
Registered investment companies	208,442,248	-	208,442,248
U.S. Government securities	-	64,310,310	64,310,310
Corporate debt instruments	-	87,975,656	87,975,656
Other investments		2,508,475	2,508,475
Pooled separate account	-	20,119,639	20,119,639
Total investments in the fair value hierarchy	382,885,271	174,914,080	557,799,351
Investments measured at net asset value (a)	-	-	26,138,991
Total investments at fair value			$583,938,342

(a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

C. Fair Value Measurements – continued

These items are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy. For the years ended December 31, 2016 and 2015, there were no significant transfers between levels.

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016 and 2015, respectively. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

Investment	Fair Value	Unfunded Commitments	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Mellon Stable Value Fund	$21,567,411 (2016)	n/a	Daily	12 months
Mellon Stable Value Fund	$26,138,991 (2015)	n/a	Daily	12 months

D. Nonparticipant-directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

	2016	2015
Assets		
Investments, at fair value:		
Corporate stock, common	$163,871,770	$174,443,023
U.S. Government securities	60,908,885	64,310,310
Corporate debt instruments	89,847,890	87,975,656
Registered investment companies	66,418,398	65,162,653
Interest-bearing cash	16,908,968	-
Other investments	4,223,956	2,508,475
Total investments at fair value	402,179,867	394,400,117
Non-interest bearing cash	-	33,204
Receivables:		
Employer	28,174,383	27,705,406
Interest and dividends receivable	1,080,922	1,023,192
Due from broker securities sold	2,501,186	80,398
Total receivables	31,756,491	28,808,996
Total assets	433,936,358	423,242,317
Liabilities		
Due to broker for securities purchased	3,146,281	460,169
Accrued expenses	417,062	429,466
	3,563,343	889,635
Net assets available for benefits	$430,373,015	$422,352,682

D. Nonparticipant-directed Investments – continued

	2016	2015
Additions to Net Assets		
Investment income:		
Net realized and unrealized gains (losses) on investments	$ 8,466,228	$ (1,379,584)
Interest and dividends	7,141,668	7,114,281
Total investment income	15,607,896	5,734,697
Employer contributions	28,200,203	27,705,406
Interfund transfers, net	-	(813,438)
	28,200,203	26,891,968
Total additions to net assets	43,808,099	32,626,665
Deductions from Net Assets		
Benefits paid to participants	22,246,222	28,107,849
Administrative expenses	1,268,044	1,782,384
Interfund transfers, net	12,273,500	-
Total deductions from net assets	35,787,766	29,890,233
Net increase in net assets available for benefits	8,020,333	2,736,432
Net assets available for benefits at beginning of year	422,352,682	419,616,250
Net assets available for benefits at end of year	$430,373,015	$422,352,682

E. Information Certified by the Custodians

The Plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator limited auditing procedures with respect to the investment information certified by Great-West Trust Company, LLC and Great-West Life & Annuity Insurance Company, LLC, the custodians of the Plan, which included total investments as of December 31, 2016 and 2015, the total investment income for the year ended December 31, 2015 and investment income for the period July 1, 2015 to December 31, 2015, and all information included in the supplemental schedule H, line 4i – schedule of assets (held at end of year) and schedule H, line 4j – schedule of reportable transactions. Great-West Financial Retirement Plan Services, on behalf of JP Morgan Chase Bank, N.A. certified investment income for the period January 1, 2015 to May 31, 2015.

F. Tax Status

The Plan obtained its latest determination letter on July 10, 2012, in which the Internal Revenue Service (the "IRS") stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the determination letter.

Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not 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, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions, however, there are currently no audits for any tax periods in progress.

G. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan terminates, all amounts credited to participant's accounts will become 100% vested. The Company has no present intent to terminate the Plan.

H. Parties-in-Interest Transactions

Parties-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

Transactions involving notes receivable from participants qualify as parties-in-interest transactions, which are exempt from the prohibited transaction rules.

I. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2016 and 2015, per the accompanying financial statements to the Form 5500:

	2016	2015
Net assets available for benefits per the financial statements	$649,455,022	$618,895,685
Deemed distributed loans per the Form 5500	(76,807)	-
Difference in valuation of fully benefit-responsive investment contracts	-	(42,938)
Net assets available for benefits per the Form 5500	$649,378,215	$618,852,747

The following is a reconciliation of the net increase in assets available for benefits as of December 31, 2016 and 2015, per the accompanying financial statements to the Form 5500:

	2016	2015
Net increase in assets available for benefits per the financial statements	$ 30,559,337	$ 5,453,270
Deemed distributed loans per the Form 5500	(76,807)	-
Difference in valuation of fully benefit-responsive investment contracts	42,938	(417,409)
Net increase in net assets available for benefits per the Form 5500	$ 30,525,468	$ 5,035,861

The reconciling items noted above are due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. In 2015 the Form 5500 was prepared using the current value of the Plan's investments in the Mellon Stable Value Fund and New York Life Insurance Company Anchor Account III Stable Value Fund, while the fair value (which approximates contract value per ASU 2015-12) of these funds was used in the statements of net assets available for benefits. Additionally, there are differences between the reporting of certain investment line items within the fair value hierarchy in Note C and the Form 5500 for the Mellon Stable Value Fund because the Mellon Stable Value Fund is not a direct filing entity and thus required to be reported at the underlying investment level in the Form 5500 and supplemental schedules.

J. Subsequent Events

In preparing the accompanying financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through August 9, 2017, the date the financial statements were available for issuance.

As of January 1, 2017, the Plan was amended and restated to incorporate all previous executed amendments.

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ 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
MARY KAY INC. PROFIT SHARING AND 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/03/1965

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
MARY KAY INC.

16251 DALLAS PARKWAY

Addison TX 75001

2b Employer Identification Number (EIN) 75-1151701

2c Plan Sponsor's telephone number 972-687-6300

2d Business code (see instructions) 325900

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	Sue Steingruber 8-24-17		Sue Steingruber
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5 Total number of participants at the beginning of the plan year	**5**	2,615
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	2,202
a(2) Total number of active participants at the end of the plan year	**6a(2)**	2,210
b Retired or separated participants receiving benefits	**6b**	2
c Other retired or separated participants entitled to future benefits	**6c**	310
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	2,522
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f Total. Add lines **6d** and **6e**	**6f**	2,524
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2,486
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	26
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:
2E 2H 2J 2K 2S 2T 3H

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)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	**(1)** [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(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) [X] **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) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [X] 1 **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

Year Ended December 31, 2016

EIN: 75-1151701
Plan #: 001

(a) Identity of Party	(b) Description of Asset	Number of Purchase Transactions	(c) Purchase Price	Number of Sell Transactions	(d) Selling Price	(g) Cost of Assets	Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) - Series of securities transactions in excess of 5% of Plan Assets								
JP Morgan	JPMorgan US Govt MMKT Fund Morgan Shares	524	$ 70,655,954	-	$ -	$ 70,655,954	$ 70,655,954	$ -
JP Morgan	JPMorgan US Govt MMKT Fund Morgan Shares	-	-	331	79,111,973	79,111,973	79,111,973	-
JP Morgan	JPMorgan US Prime MMKT Fund INST SHR	10	57,025,860	-	-	57,025,860	57,025,860	-
JP Morgan	JPMorgan US Prime MMKT Fund INST SHR	-	-	85	64,265,044	64,265,044	64,265,044	-
JP Morgan	JPMorgan Funds US Government Money Market FD INST Shares	400	72,373,358	-	-	72,373,358	72,373,358	-
JP Morgan	JPMorgan Funds US Government Money Market FD INST Shares	-	-	369	55,176,902	55,176,902	55,176,905	-

* A party-in-interest as defined by ERISA

Columns (e) and (f) are not applicable

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT YEAR END)

As of December 31, 2016

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	Interest-bearing Cash			
	Interest-bearing cash: participant-directed		*	126,430
	JPMORGAN FUNDS US GOVERNMENT MONEY MARKET FD INST SHARES	16,908,967.680	16,908,968	16,908,968
	Total Interest-bearing Cash			**17,035,398**
	U.S. Government Securities			
	Freddie Mac Pool, 4.50%, due 06/15/2018		*	8,016
	Freddie Mac Pool, 2.25%, due 09/15/2020		*	21,259
	Freddie Mac Pool, 2.75%, due 11/15/2028		*	19,266
	Freddie Mac Pool, 2.00%, due 08/15/2035		*	31,327
	Freddie Mac Pool, 3.50%, due 11/15/2028		*	18,808
	Freddie Mac Pool, 2.00%, due 10/15/2039		*	43,342
	Freddie Mac Pool, 4.00%, due 12/15/2021		*	74,268
	Freddie Mac Pool, 3.00%, due 06/15/2039		*	41,697
	Freddie Mac Pool, 2.00%, due 01/15/2039		*	52,932
	Fannie Mae Pool, 3.50%, due 06/25/2033		*	30,249
	Fannie Mae Pool, 4.00%, due 01/25/2019		*	11,552
	Fannie Mae Pool, 3.00%, due 02/25/2036		*	6,905
	Fannie Mae Pool, 2.00%, due 05/25/2025		*	27,587
	Fannie Mae Pool, 2.50%, due 04/25/2038		*	61,747
	Fannie Mae Pool, 3.00%, due 08/25/2038		*	65,387
	Fannie Mae Pool, 2.50%, due 07/25/2030		*	54,426
	Fannie Mae Pool, 3.50%, due 01/25/2023		*	66,241
	Ginnie Mae Pool, 4.50%, due 11/15/2024		*	66,989
	Government National Mortgage Association, 3.00%, due 06/20/2038		*	6,160
	Government National Mortgage Association, 3.50%, due 04/20/2039		*	19,951
	Government National Mortgage Association, 4.00%, due 11/20/2038		*	8,576
	Government National Mortgage Association, 1.00%, due 12/16/2036		*	31,067
	Government National Mortgage Association, 2.00%, due 03/20/2037		*	4,455
	Government National Mortgage Association, 3.00%, due 10/20/2040		*	22,616
	Government National Mortgage Association, 2.00%, due 03/16/2052		*	33,707
	Government National Mortgage Association, 3.50%, due 10/20/2041		*	50,892
	Government National Mortgage Association, 2.00%, due 09/16/2051		*	73,468
	Government National Mortgage Association, 3.50% due 09/20/2038		*	43,379
	Government National Mortgage Association, 4.50%, due 09/20/2038		*	111,120
	Government National Mortgage Association, 2.00%, due 03/20/2042		*	72,346
	US Treasury Note, 1.38%, due 01/31/2021		*	129,656
	US Treasury Note, 1.00%, due 10/15/2019		*	149,694
	Freddie Mac Gold Pool, 3.00%, due 12/01/2021		*	30,511
	Freddie Mac Pool, 2.25%, due 09/15/2020		*	25,580
	Freddie Mac Pool, 2.75%, due 07/15/2038		*	8,483
	Freddie Mac Pool, 3.50%, due 08/15/2035		*	30,585
	Freddie Mac Pool, 2.00%, due 09/15/2018		*	3,041
	Freddie Mac Pool, 2.50%, due 04/15/2025		*	1,847
	Freddie Mac Pool, 3.00%, due 10/15/2018		*	5,268
	Freddie Mac Pool, 2.00%, due 03/15/2035		*	8,156
	Freddie Mac Pool, 2.25%, due 12/15/2025		*	15,529
	Freddie Mac Pool, 2.25%, due 03/15/2033		*	2,000
	Fannie Mae Pool, 2.25%, due 11/25/2023		*	3,021
	Fannie Mae Pool, 2.75%, due 06/25/2020		*	3,238
	Fannie Mae Pool, 2.50%, due 05/25/2020		*	2,171
	Fannie Mae Pool, 2.50%, due 04/25/2036		*	17,206
	Fannie Mae Pool, 4.00%, due 11/25/2024		*	34,441
	Government National Mortgage Association, 3.00%, due 05/20/2037		*	331
	Government National Mortgage Association, 3.00%, due 07/20/2038		*	8,638
	Government National Mortgage Association, 3.00%, due 06/20/2038		*	16,801
	Government National Mortgage Association, 3.00%, due 11/20/2037		*	3,485
	Government National Mortgage Association, 3.50%, due 06/16/2041		*	36,629
	Government National Mortgage Association, 2.83%, due 09/16/2040		*	11,526
	Government National Mortgage Association, 2.50%, due 11/16/2040		*	27,101
	Government National Mortgage Association, 1.80%, due 04/16/2039		*	32,186
	US Treasury Note, 0.88%, due 09/15/2019		*	88,546
	US Treasury Note, 1.00%, due 10/15/2019		*	131,537
	US Treasury Note, 1.00%, due 11/15/2019		*	51,365
	US Treasury Note, 1.00%, due 11/30/2018		*	176,316
	FHLMC ABS SER.K717 CL.A2 Monthly 2.99 9/25/21	775,000.000	806,727	801,194
	FNMA POOL #452225 Monthly 6 3/1/29	20,479.860	21,017	23,337
	FNMA POOL #FN MA2589 Monthly 3 4/1/26	1,354,538.410	1,421,630	1,397,519
	GNMA POOL #GN 569238 Monthly 6.5 3/15/32	32,082.680	33,396	36,647
	FNMA POOL #913253 HARM Monthly 2.57 3/1/37	335,130.730	348,117	350,159
	UNITED STATES OF AMERICA TREASURY BONDS Semi Annual 0.88 10/15/18	1,191,000.000	1,191,981	1,185,231
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 1.75 9/30/19	3,948,000.000	4,025,016	3,986,864
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 1.25 1/31/20	9,486,000.000	9,537,842	9,416,335
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 1.38 5/31/21	5,915,000.000	5,937,782	5,797,392
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 1.13 9/30/21	983,000.000	946,026	948,172
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 1.63 7/31/20	2,645,000.000	2,677,121	2,643,244
	GNMA ABS SER.2013-33 CL.AC Monthly 1.74 5/16/46	507,178.030	504,484	480,719
	GNMA ABS SER.2012-46 CL.AB Monthly 1.77 11/16/38	161,356.820	162,970	160,823
	GNMA ABS SER.2013-72 CL.A Monthly 2.04 10/16/46	815,508.160	828,059	781,942

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT YEAR END)

As of December 31, 2016

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	GNMA ABS SER.2013-96 CL.A Monthly 1.4 11/16/41	644,550.300	637,299	620,063
	FNMA UNSECURED NOTES Semi Annual 1.5 6/22/20	1,750,000.000	1,743,893	1,741,842
	FNMA UNSECURED NOTES Semi Annual 1.38 2/26/21	1,500,000.000	1,495,029	1,470,758
	FNMA UNSECURED GLOBAL NOTES Semi Annual 2.13 4/24/26	800,000.000	799,792	756,553
	FNMA UNSECURED GLOBAL NOTES Semi Annual 2.63 9/6/24	1,405,000.000	1,458,220	1,418,600
	FHLMC GLOBAL NOTES Semi Annual 3.75 3/27/19	1,500,000.000	1,490,508	1,580,165
	FHLMC UNSECURED GLOBAL NOTES Semi Annual 0.88 3/7/18	1,250,000.000	1,251,224	1,248,379
	FHLMC GOLD POOL #FG G08595 Monthly 4 7/1/44	390,341.610	416,141	410,068
	FHLMC GOLD POOL #FG G08596 Monthly 4.5 7/1/44	400,405.460	435,629	429,884
	FHLMC GOLD POOL #FG C09068 Monthly 3.5 11/1/44	467,995.620	486,496	479,714
	FNMA POOL #FN 889720 Monthly 6.5 7/1/38	19,350.110	19,873	22,578
	FNMA POOL #FN 984075 Monthly 4.5 6/1/23	15,278.160	14,682	16,141
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 2 8/15/25	650,000.000	659,395	629,637
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 2.75 2/15/24	1,480,000.000	1,567,313	1,528,562
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 0.88 4/15/17	500,000.000	500,449	500,524
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 4.63 2/15/17	700,000.000	776,956	703,431
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 1.5 1/31/22	1,850,000.000	1,811,410	1,808,231
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 3.88 5/15/18	1,300,000.000	1,411,656	1,350,730
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 3.13 5/15/19	300,000.000	314,231	312,785
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 2.63 11/15/20	5,580,000.000	5,865,211	5,767,455
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 1.63 5/15/26	900,000.000	885,797	839,250
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 2.13 8/15/21	2,115,000.000	2,215,401	2,135,076
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 1.38 9/30/18	500,000.000	499,661	501,875
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 1.13 12/31/19	700,000.000	686,055	693,191
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 2 2/15/23	2,200,000.000	2,254,005	2,181,868
	UNITED STATES OF AMERICA TREASURY NOTES Semi Annual 2.13 5/15/25	3,000,000.000	2,969,703	2,940,936
	UNITED STATES OF AMERICA TREASURY INFLATION INDEX NOTES Semi Annual 1.63 1/15/18	685,000.000	757,343	811,014
	Total U.S. Government Securities			**63,143,510**
	Corporate Debt - Preferred			
	ALLY MASTER OWNER TRUST 2014-4 ABS SER.2014-4 CL.A2 Monthly 1.43 6/17/19	535,000.000	534,868	535,316
	HONDA AUTO REC OWNER TR 2016-4 ABS SER.2016-4 CL.A3 Monthly 1.21 12/18/20	795,000.000	789,565	788,657
	TOYOTA AUTO RCVBLS TR 2016-D ABS SER.2016-D CL.A3 Monthly 1.23 10/15/20	690,000.000	689,914	685,511
	COMM MORTGAGE TRUST 2007-C9 ABS SER.2007-C9 CL.A4 Monthly 5.79 12/10/49	440,126.130	471,571	443,684
	BANK OF AMERICA CC TR 2015-A2 ABS SER.2015-A2 CL.A Monthly 1.36 9/15/20	795,000.000	797,236	794,634
	CABELAS MASTER CC TR ABS FLOAT SER.2014-1 CL.A Monthly 0.79 3/16/20	420,000.000	420,000	420,038
	CABELAS MASTER CC TR ABS FLOAT SER.2015-1A CL.A2 Monthly 0.98 3/15/23	480,000.000	480,000	480,070
	CAPITAL ONE MULTI-ASSET EXE TR ABS SER.2015-A1 CL.A Monthly 1.39 1/15/21	745,000.000	746,513	744,651
	CAPITAL ONE MULTI-ASSET EXE TR ABS SER.2016-A3 CL.A3 Monthly 1.34 4/15/22	250,000.000	248,203	247,233
	CHASE ISSUANCE TRUST ABS SER.2016-A2 CL.A Monthly 1.37 6/15/21	775,000.000	777,361	767,526
	CHASE ISSUANCE TRUST ABS SER.2016-A4 CL.A Monthly 1.49 7/15/22	795,000.000	796,823	780,307
	CITIBANK CC ISSUANCE TRUST ABS SER.2014-A8 CL.A8 Semi Annual 1.73 4/9/20	680,000.000	686,588	682,606
	DISCOVER CARD EXEC NOTE TR ABS SER.2015-A2 CL.A Monthly 1.9 10/17/22	815,000.000	809,524	811,544
	DISCOVER CARD EXEC NOTE TR ABS SER.2015 CL.A3 Monthly 1.45 3/15/21	770,000.000	774,091	768,807
	WORLD FINL CC MSTR TR 2015-A ABS FLOAT SER.2015-A CL.A Monthly 0.92 2/15/22	605,000.000	605,000	606,167
	VERIZON OWNER TRUST 2016-1A ABS SER.2016-1A CL.A Monthly 1.42 1/20/21	800,000.000	802,313	794,729
	BANK OF NOVA SCOTIA SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.05 10/30/18	380,000.000	381,436	381,527
	ROYAL BANK OF CANADA SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.2 1/23/17	570,000.000	572,052	570,074
	TOTAL CAPITAL CANADA LTD SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.45 1/15/18	355,000.000	354,482	354,965
	BNP PARIBAS SENIOR UNSEC MED TERM NOTES Semi Annual 2.4 12/12/18	560,000.000	566,203	564,398
	HSBC HLDGS PLC SENIOR UNSECURED GLOBAL NOTES Semi Annual 4.88 1/14/22	185,000.000	199,776	199,715
	SHELL INTERNATIONAL FINANCE BV SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.88 5/10/2	400,000.000	397,464	391,087
	SHELL INTERNATIONAL FINANCE BV SENIOR UNSECURED GLOBAL NOTES Quarterly 0 9/12/19	480,000.000	480,000	480,141
	ABBOTT LABORATORIES SENIOR UNSECURED GLOBAL NOTE Semi Annual 2.35 11/22/19	410,000.000	409,598	410,483
	AMAZON.COM INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.2 11/29/17	385,000.000	382,286	385,148
	AMERICAN HONDA FINANCE CORP SENIOR UNSECURED NOTES Semi Annual 1.65 7/12/21	400,000.000	400,036	385,224
	AMGEN INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.25 5/22/17	315,000.000	314,090	315,032
	APPLE INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.7 2/22/19	355,000.000	357,560	355,672
	BANK OF NEW YORK MELLON CORP SENIOR UNSECURED NOTES Semi Annual 2.05 5/3/21	220,000.000	219,897	215,930
	BANK OF NEW YORK MELLON CORP SENIOR UNSEC MEDIUM TERM NOTES Semi Annual 2.1 1/15/19	465,000.000	464,303	467,054
	BNSF RAILWAY COMPANY LLC SENIOR UNSECURED GLOBAL NOTES Semi Annual 5.65 5/1/17	310,000.000	365,369	314,180
	CHEVRON CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.96 3/3/20	395,000.000	402,481	393,686
	CISCO SYSTEMS INC SENIOR UNSECURED NOTES Semi Annual 4.45 1/15/20	365,000.000	392,028	391,184
	CISCO SYSTEMS INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.13 3/1/19	80,000.000	80,672	81,054
	DIGNITY HEALTH SECURED NOTES Semi Annual 2.64 11/1/19	250,000.000	252,553	252,178
	GENERAL ELECTRIC CO SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.7 10/9/22	380,000.000	394,170	379,930
	JOHNSON & JOHNSON SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.88 12/5/19	670,000.000	668,238	674,148
	ORACLE CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.2 10/15/17	500,000.000	496,235	500,119
	ORACLE CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.9 9/15/21	400,000.000	401,508	390,877
	PACIFICORP SECURED 1ST MORTGAGE NOTES Semi Annual 3.85 6/15/21	365,000.000	400,938	386,835
	PHILIP MORRIS INTL INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.88 1/15/19	540,000.000	531,311	540,064
	PRUDENTIAL FINL INC SR UNSECURED NOTES Semi Annual 5.38 6/21/20	495,000.000	563,646	542,200
	TOYOTA MOTOR CREDIT CORP SENIOR UNSECURED MTN NOTES Semi Annual 1.45 1/12/18	365,000.000	364,500	365,106
	UNITEDHEALTH GROUP INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.4 10/15/17	390,000.000	389,762	390,568
	UNITEDHEALTH GROUP INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.63 3/15/19	375,000.000	373,463	373,560
	WACHOVIA CORP GLOBAL MTN SENIOR UNSECURED GLOBAL NOTES Semi Annual 5.75 6/15/17	340,000.000	387,753	346,475
	WELLS FARGO & CO SR UNSECURED MED TERM NOTES Semi Annual 2.55 12/7/20	500,000.000	499,465	500,572
	EUROPEAN INVESTMENT BANK SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.38 6/15/20	1,190,000.000	1,193,820	1,167,409
	HYUNDAI AUTO REC TR 2016-B ABS SER.2016-B CL.A3 Monthly 1.29 4/15/21	575,000.000	574,923	570,367

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT YEAR END)

As of December 31, 2016

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	WORLD ONMI AUTO TR 2014-A ABS SER.2014-A CL.A3 Monthly 0.94 4/15/19	242,944.730	242,913	242,782
	CHASE ISSUANCE TRUST ABS SER.2015-A5 CL.A5 Monthly 1.36 4/15/20	875,000.000	874,846	874,485
	CHASE ISSUANCE TRUST ABS SER.2016-A5 CL.A5 Monthly 1.27 7/15/21	800,000.000	799,780	789,070
	DISCOVER CARD EXEC NOTE TR ABS SER.2014-A5 CL.A Monthly 1.39 4/15/20	900,000.000	899,922	901,335
	FORD CREDIT AUTO LEASE 2015-A ABS SER.2015-A CL.A3 Monthly 1.13 6/15/18	658,222.920	658,207	658,300
	BANK OF MONTREAL SENIOR UNSEC MED TERM NOTES Semi Annual 2.38 1/25/19	725,000.000	737,877	731,276
	TORONTO-DOMINION BANK SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.8 7/13/21	390,000.000	389,072	377,664
	ACE INA HOLDINGS SR UNSECURED GLOBAL NOTES Semi Annual 3.15 3/15/25	620,000.000	624,146	617,777
	AMAZON.COM INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.8 12/5/24	750,000.000	796,464	788,122
	AMGEN INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.2 5/22/19	630,000.000	631,343	634,863
	APPLE INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.4 5/3/23	670,000.000	654,700	652,391
	BAPTIST HEALTH SO FLOR INC SECURED NOTES Semi Annual 4.59 8/15/21	269,000.000	283,676	291,272
	BURLINGTON NORTHERN SANTA FE SENIOR UNSECURED GLOBAL NOTES Semi Annual 3 3/15/23	630,000.000	632,532	637,649
	CIGNA CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 4 2/15/22	520,000.000	545,371	543,256
	CME GROUP INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3 9/15/22	550,000.000	580,815	562,569
	CATERPILLAR FIN SERV CORP SENIOR UNSECURED MT NOTES Semi Annual 1.3 3/1/18	460,000.000	457,447	458,946
	CISCO SYSTEMS INC SR UNSECURED GLOBAL NOTES Quarterly 0 3/3/17	460,000.000	460,000	460,216
	COSTCO WHOLESALE CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.7 12/15/19	625,000.000	624,983	624,337
	GENERAL ELEC CAP CORP MTN BE SENIOR UNSECURED GLOBAL NOTES Semi Annual 5.63 5/1/18	695,000.000	797,911	733,500
	GILEAD SCIENCES INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.65 3/1/26	525,000.000	560,351	532,317
	INTEL CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.3 10/1/21	665,000.000	691,795	691,045
	MICROSOFT CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.38 5/1/23	620,000.000	608,491	608,626
	NATIONAL RURAL UTILS COOP FIN SECURED GLOBAL MED TERM NOTES Semi Annual 3.25 11/1/25	550,000.000	553,237	557,794
	NEVADA POWER CO GEN & REF MTG SEC GLOBAL NOTES Semi Annual 6.5 5/15/18	375,000.000	451,271	399,990
	ORACLE CORP SR UNSEC FLOAT GLOBAL NOTES Quarterly 0 7/7/17	540,000.000	540,805	540,409
	ORACLE CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.65 7/15/26	795,000.000	800,498	754,623
	PACCAR FINL CORP SR UNSECURED MED TERM NOTES Semi Annual 1.6 3/15/17	560,000.000	561,708	560,666
	PRUDENTIAL FINL INC SR UNSECURED MED TERM NOTES Semi Annual 2.35 8/15/19	600,000.000	606,161	605,788
	PUBLIC SVC ELEC GAS CO MTN BE SECURED 1ST MTG MED TERM NOTES Semi Annual 2.25 9/15/26	800,000.000	797,368	742,366
	SIMON PROPERTY GROUP LP SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.38 10/1/24	725,000.000	734,799	731,756
	STARBUCKS CORP SENIOR UNSECURED GLOBAL NOTE Semi Annual 2 12/5/18	350,000.000	353,371	353,497
	TOYOTA MOTOR CREDIT CORP SR UNSECURED MED TERM NOTES Semi Annual 2.1 1/17/19	765,000.000	769,296	769,200
	U S BANCORP MTNS BK ENT SENIOR UNSECURED MTN NOTES Semi Annual 1.65 5/15/17	440,000.000	444,091	440,627
	WELLS FARGO & CO SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.13 4/22/19	675,000.000	676,813	677,184
	WISCONSIN PWR & LT CO SENIOR UNSEC NOTES Semi Annual 5 7/15/19	375,000.000	397,106	399,998
	Total Corporate Debt - Preferred			**45,334,138**
	Corporate Debt - All Other			
	AEP Texas Central Transition Funding 1.98%, due 6/1/2021		*	116,269
	Carmax Auto Owner Trust, 1.25%, due 11/15/2019		*	38,800
	Centerpoint Energy Transition Bond, 2.16%, due 10/15/2021		*	70,228
	Chase Issuance Trust, 1.26%, due 07/15/2019		*	66,239
	CNH Equipment Trust, 0.84%, due 05/15/2019		*	22,465
	CNH Equipment Trust, 1.66%, due 11/16/2020		*	48,643
	CNH Equipment Trust, 0.91%, due 05/15/2019		*	15,163
	Commercial Mortgage Passthrough, 1.68%, due 12/10/2045		*	64,868
	Commercial Mortgage Passthrough, 3.01%, due 08/10/2046		*	104,583
	Commercial Mortgage Passthrough, 3.15%, due 02/10/2047		*	64,684
	GM Financial Auto Leasing Trust, 1.69%, due 03/20/2019		*	67,237
	JPMBB Commercial Mortgage Securities Trust, 1.26%, due 08/15/2046		*	20,855
	JPMBB Commercial Mortgage Securities Trust, 3.05%, due 04/15/2047		*	75,505
	LB- UBS Commercial Mortgage Trust, 5.87%, due 09/15/2045		*	52,695
	Morgan Stanley BAML Trust, 1.31%, due 04/15/2047		*	46,469
	Morgan Stanley BAML Trust, 2.92%, due 02/15/2047		*	62,171
	Morgan Stanley BAML Trust, 1.60%, due 05/15/2049		*	25,774
	Nissan Auto Receivables Owner Trust, 0.67%, due 08/15/2018		*	12,038
	Toyota Auto Receivables Owner Trust, 1.30%, due 04/15/2020		*	62,469
	World Omni Auto Receivables Owner Trust, 1.30%, due 02/15/2022		*	31,347
	CarMax Auto Owner Trust, 1.40%, due 08/15/2021		*	23,578
	CarMax Auto Owner Trust, 0.80%, due 07/16/2018		*	7,617
	Centerpoint Energy Transition Bond, 0.90%, due 04/15/2018		*	4,713
	Citigroup Commercial Mortgage Trust, 2.45%, due 07/10/2049		*	33,671
	Commercial Mortgage Passthrough, 1.52%, due 10/10/2049		*	34,994
	LB- UBS Commercial Mortgage Trust, 4.57%, due 01/15/2031		*	1,510
	LB- UBS Commercial Mortgage Trust, 5.87%, due 09/15/2045		*	52,695
	Morgan Stanley BAML Trust, 1.25%, due 01/15/2047		*	33,339
	Nissan Auto Receivables Owner Trust, 0.72% due 08/15/2018		*	5,836
	FORD CREDIT FLRPLN MASTER TR ABS SER.2015-1 CL.A1 Monthly 1.42 1/15/20	565,000.000	564,874	564,478
	FORD CREDIT AUTO OWNER 2015-B ABS SER.2015-B CL.A3 Monthly 1.16 11/15/19	877,843.920	876,369	877,043
	NISSAN AUTO REC OWN TR 2015-B ABS SER.2015-B CL.A3 Monthly 1.34 3/16/20	880,000.000	876,528	879,206
	NISSAN AUTO REC OWN TR 2016-C ABS SER.2016-C CL.A3 Monthly 1.18 1/15/21	1,070,000.000	1,069,898	1,059,351
	COMM MTGE TR 2014-CCRE15 ABS SER.2014-CR15 CL.A2 Monthly 2.93 2/10/47	425,000.000	438,182	433,950
	COMM MORTGAGE TRUST 2012-LC4 ABS SER.2012-LC4 CL.A4 Monthly 3.29 12/10/44	485,000.000	503,802	503,736
	COMM MTGE TR 2014-CCRE14 ABS SER.2014-CR14 CL.A2 Monthly 3.15 2/10/47	795,000.000	820,803	807,549
	GS MTG SECURITIES TR 2011-GC5 ABS SER.2011-GC5 CL.A2 Monthly 3 8/10/44	15,263.430	15,565	15,256
	GS MTG SECURITIES TR 2012-GCJ7 ABS SER.2012-GCJ7 CL.A2 Monthly 2.32 5/10/45	280,546.220	282,037	280,885
	JPMBB COMM MTG SEC TR 2013-C14 ABS SER.2013-C14 CL.A2 Monthly 3.02 8/15/46	395,000.000	410,975	403,302
	CITIBANK CC ISSUANCE TRUST ABS SER.2014-A6 CL.A6 Semi Annual 2.15 7/15/21	730,000.000	741,920	735,722
	POTASH CORP SASK INC SENIOR UNSECURED YANKEE NOTES Semi Annual 3.25 12/1/17	490,000.000	528,154	496,390

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT YEAR END)

As of December 31, 2016

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	ANHEUSER-BUSH INBEV FIN SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.65 2/1/21	380,000.000	394,512	382,183
	PETROLEOS MEXICANOS SENIOR UNSECURED GLOBAL NOTES Semi Annual 5.75 3/1/18	133,000.000	148,146	137,555
	AFLAC INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.4 3/16/20	630,000.000	630,583	632,211
	AT&T INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.88 8/15/21	340,000.000	357,224	351,032
	AMERICAN ELECTRIC POWER CO INC SENIOR UNSECURED NOTES Semi Annual 1.65 12/15/17	700,000.000	702,326	700,233
	AMERICAN EXPRESS CREDIT CORP SENIOR UNSEC MEDIUM TERM NOTES Semi Annual 2.38 3/24/17	345,000.000	355,698	345,867
	AMERICAN EXPRESS CREDIT CORP SENIOR UNSECURED FLOAT NOTES Quarterly 0 9/14/20	555,000.000	557,170	564,246
	BANK OF AMERICA CORP SENIOR NOTES Semi Annual 5.63 7/1/20	675,000.000	759,611	742,198
	CVS HEALTH CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.8 7/20/20	350,000.000	361,277	355,112
	CAPITAL ONE FINANCIAL CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 4.75 7/15/21	330,000.000	354,734	356,920
	CITIGROUP INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.4 2/18/20	980,000.000	978,539	978,012
	COMMONWEALTH EDISON CO SEC GLOBAL 1ST MORTGAGE NOTES Semi Annual 2.15 1/15/19	340,000.000	339,245	341,223
	CONOCOPHILLIPS CO SENIOR UNSECURED GLOBAL NOTES Semi Annual 4.2 3/15/21	375,000.000	399,814	398,333
	DOW CHEMICAL CO SR UNSEC GLOBAL NOTES Semi Annual 4.25 11/15/20	365,000.000	396,627	386,564
	DUKE ENERGY CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.8 9/1/21	265,000.000	264,974	255,275
	EBAY INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.5 3/9/18	395,000.000	399,349	398,468
	EL PASO NATURAL GAS CO SENIOR UNSECURED GLOBAL NOTES Semi Annual 5.95 4/15/17	390,000.000	398,810	394,384
	ENBRIDGE ENERGY PARTNERS LP SENIOR UNSECURED GLOBAL NOTES Semi Annual 6.5 4/15/18	275,000.000	329,563	289,377
	EXPRESS SCRIPTS HOLDING CO SENIOR UNSEC GLOBAL NOTES Semi Annual 2.25 6/15/19	370,000.000	368,172	369,958
	GOLDMAN SACHS GROUP INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 5.25 7/27/21	910,000.000	1,020,065	997,351
	HCP INC SENIOR UNSECURED NOTES Semi Annual 5.63 5/1/17	247,000.000	276,961	250,283
	WELLTOWER INC SENIOR UNSECURED NOTES Semi Annual 6.13 4/15/20	485,000.000	563,759	538,363
	HYUNDAI CAP AMER INC UNSECURED NOTES Semi Annual 2.88 8/9/18	345,000.000	350,920	349,017
	JPMORGAN CHASE & CO SENIOR UNSECURED NOTES Semi Annual 2.55 10/29/20	1,195,000.000	1,186,838	1,194,118
	KROGER CO SENIOR GLOBAL UNSEC NOTES Semi Annual 3.3 1/15/21	380,000.000	405,129	390,461
	MET LIFE GLOBAL FUNDING I SECURED NOTES Semi Annual 1.75 12/19/18	615,000.000	614,459	615,210
	BERKSHIRE HATHAWAY ENERGY CO SENIOR UNSECURED GLOBAL NOTES Semi Annual 5.75 4/1/18	330,000.000	377,966	346,875
	MOODY'S CORP SENIOR UNSECURED NOTES Semi Annual 5.5 9/1/20	407,000.000	449,588	446,998
	NBCUNIVERSAL MEDIA LLC SENIOR UNSECURED GLOBAL NOTES Semi Annual 4.38 4/1/21	355,000.000	399,130	383,513
	NEXTERA ENERGY CAP HLDGS INC SENIOR UNSECURED NOTES Semi Annual 1.65 9/1/18	450,000.000	450,031	448,587
	NORDSTROM INC SR UNSEC GLOBAL NOTES Semi Annual 6.25 1/15/18	360,000.000	393,404	376,843
	NORTHROP GRUMMAN CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.75 6/1/18	365,000.000	359,839	366,003
	PNC FUNDING CORP SENIOR UNSECURED NOTES Semi Annual 6.7 6/10/19	585,000.000	668,678	649,050
	PHILLIPS 66 SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.95 5/1/17	340,000.000	353,073	341,897
	PROLOGIS LP SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.35 2/1/21	400,000.000	412,904	411,617
	RYDER SYSTEM INC SENIOR UNSEC MEDIUM TERM NOTES Semi Annual 2.55 6/1/19	365,000.000	367,183	367,747
	SANTANDER HOLDINGS SENIOR UNSECURED NOTES Semi Annual 3.45 8/27/18	370,000.000	373,707	375,601
	SPRINT SPECTRUM SECURED NOTES Quarterly 3.36 9/20/21	400,000.000	401,500	400,748
	U S BANCORP MTNS BK ENT SUBORDINATED MED TERM NOTES Semi Annual 2.95 7/15/22	390,000.000	394,247	392,312
	UNITED TECHNOLOGIES CORP SR UNSEC FLOAT GLOBAL NOTES Quarterly 0 11/1/19	375,000.000	375,000	375,948
	VERIZON COMMUNICATIONS INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.63 2/21/20	355,000.000	360,307	358,406
	WALGREENS BOOTS ALLIANCE INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.3 11/18/21	380,000.000	401,820	387,133
	SUNCOR ENERGY INC SENIOR UNSECURED YANKEE NOTES Semi Annual 6.1 6/1/18	420,000.000	496,040	444,669
	ACTAVIS FUNDING SERVICES SR UNSEC GLOBAL NOTES Semi Annual 3 3/12/20	235,000.000	234,988	238,258
	ANHEUSER-BUSCH INBEV WORLDWIDE GLOBAL NOTES Semi Annual 5.38 1/15/20	570,000.000	647,124	621,696
	ANHEUSER-BUSH INBEV FIN SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.65 2/1/26	340,000.000	339,432	345,165
	BP CAPITAL MARKETS PLC SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.68 5/3/19	560,000.000	560,000	556,037
	AT&T INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.45 6/30/20	595,000.000	598,528	590,854
	AT&T INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.8 3/15/22	550,000.000	536,344	563,826
	ADOBE SYSTEMS INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 4.75 2/1/20	350,000.000	387,198	376,055
	AETNA INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.75 11/15/22	585,000.000	574,029	574,702
	AMERICAN EXPRESS CREDIT CORP SENIOR UNSECURED NOTES Semi Annual 2.38 5/26/20	620,000.000	615,846	619,653
	AMERICAN INTERNATIONAL GRP INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.3 3/1/21	600,000.000	613,350	614,570
	BANK OF AMERICA CORP SR UNSECURED MED TERM NOTES Semi Annual 3.3 1/11/23	725,000.000	711,992	727,422
	CSX CORP SENIOR UNSECURED NOTES Semi Annual 3.7 10/30/20	720,000.000	767,861	747,940
	CVS HEALTH CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.25 8/12/19	600,000.000	601,565	603,293
	CAPITAL ONE FINANCIAL CORP SENIOR UNSECURED NOTES Semi Annual 2.45 4/24/19	605,000.000	606,963	608,831
	CITIGROUP INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.7 3/30/21	580,000.000	585,098	578,673
	COMCAST CORP NOTES Semi Annual 5.15 3/1/20	585,000.000	681,525	638,571
	ERP OPERATING LP SENIOR UNSECURED NOTES Semi Annual 5.75 6/15/17	261,000.000	296,875	266,114
	ENTERPRISE PRODS OPER LP GUARANTEED NOTES Semi Annual 6.3 9/15/17	570,000.000	665,940	587,875
	FORD MOTOR CREDIT CO LLC SENIOR UNSECURED NOTES Semi Annual 6.63 8/15/17	590,000.000	679,091	607,955
	GOLDMAN SACHS GROUP INC SENIOR NOTES Semi Annual 6 6/15/20	500,000.000	577,830	554,471
	JPMORGAN CHASE & CO SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.63 5/13/24	705,000.000	704,281	717,117
	MAGELLAN MIDSTREAM PARTNERS LP SENIOR UNSECURED NOTES Semi Annual 4.25 2/1/21	570,000.000	604,132	604,300
	MARSH & MCLENNAN COMPANIES INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.75 3/14/	575,000.000	574,194	585,782
	MARRIOTT INTERNATIONAL INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.13 10/15/21	460,000.000	462,728	465,077
	MCKESSON CORP SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.7 12/15/22	700,000.000	673,532	684,678
	METLIFE INC SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.6 4/10/24	600,000.000	610,506	615,915
	MORGAN STANLEY SENIOR UNSECURED GLOBAL NOTES Semi Annual 2.5 4/21/21	700,000.000	699,199	692,390
	PUGET ENERGY INC SECURED GLOBAL NOTES Semi Annual 5.63 7/15/22	486,000.000	570,815	538,162
	SEMPRA ENERGY SENIOR UNSECURED NOTES Semi Annual 2.88 10/1/22	710,000.000	709,816	703,209
	TIME WARNER INC GLOBAL NOTES Semi Annual 4.75 3/29/21	560,000.000	628,317	599,929
	VERIZON COMMUNICATIONS INC SENIOR UNSEC GLOBAL NOTES Semi Annual 3.65 9/14/18	620,000.000	647,922	640,471
	Total Corporate Debt - Other			**45,780,208**
	Corporate Stocks - Common			
	ANHEUSER-BUSCH INBEV-SPN ADR COMMON STOCK	6,985.000	494,587	736,498
	ASSOCIATED BRITISH FOODS LTD COMMON STOCK	5,655.000	158,971	191,252

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT YEAR END)

As of December 31, 2016

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	CANADIAN NATIONAL RAILWAY CO COMMON STOCK	5,380.000	342,013	362,612
	SAP AG COMMON STOCK	6,370.000	547,900	550,559
	SUNCOR ENERGY INC COMMON STOCK	11,260.000	342,439	368,089
	AON PLC COMMON STOCK	4,395.000	430,329	490,174
	ACCENTURE PLC COMMON STOCK CL.A	2,190.000	261,462	256,515
	SIGNET JEWELERS LTD COMMON STOCK	2,735.000	235,976	257,801
	ACTELION LTD COMMON STOCK UNSPONSORED ADR	5,445.000	168,712	296,480
	ASHTEAD GROUP PLC COMMON STOCK UNSPONSORED ADR	2,870.000	183,494	227,878
	ASSA ABLOY AB COMMON STOCK UNSPONSORED ADR	53,980.000	238,970	499,315
	BANCA MEDIOLANUM SPA COMMON STOCK SPONSORED ADR	14,245.000	232,534	205,413
	BHP BILLITON LTD COMMON STOCK - ADR	14,815.000	652,253	530,081
	BRITISH AMERICAN TOBACCO COMMON STOCK - ADR	6,255.000	518,394	704,751
	CAPGEMINI SA COMMON STOCK UNSPONSORED ADR	16,237.500	261,346	273,034
	CARLSBERG AS COMMON STOCK SPONSORED ADR	21,895.000	405,758	377,908
	COMPAGNIE FINANCIERE RICHEMONT COMMON STOCK - ADR	30,295.000	267,139	198,735
	COMPASS GROUP PLC COMMON STOCK SPONSORED ADR	25,190.000	431,405	470,549
	CONTINENTAL AG COMMON STOCK SPONSORED ADR	7,075.000	302,774	272,388
	DAIWA HOUSE INDUSTRY CO LTD COMMON STOCK UNSPONSORED ADR	24,000.000	472,979	651,600
	FANUC CORPORATION COMMON STOCK UNSPONSORED ADR	16,675.000	264,757	277,639
	FRESENIUS SE & CO COMMON STOCK SPONSORED ADR	20,892.000	275,267	406,976
	GEA GROUP AG COMMON STOCK SPONSORED ADR	4,635.000	198,534	186,512
	INFORMA PLC COMMON STOCK - ADR	19,670.000	275,572	330,456
	JAPAN TOBACCO INC COMMON STOCK UNSPONSORED ADR	17,395.000	289,447	284,147
	KBC GROEP NV COMMON STOCK UNSPONSORED ADR	5,205.000	159,411	161,290
	KDDI CORPORATION COMMON STOCK UNSPONSORED ADR	24,617.000	277,778	311,405
	KOMATSU LTD COMMON STOCK - SPONS ADR	12,140.000	330,294	275,335
	MAKITA CORPORATION COMMON STOCK SPONSORED ADR	7,410.000	393,693	495,803
	NOVARTIS AG COMMON STOCK SPONSORED ADR	11,425.000	697,633	832,197
	PRUDENTIAL PLC COMMON STOCK - ADR	20,000.000	581,375	795,800
	RED ELECTRICA CORPORACION SA COMMON STOCK UNSPONSORED ADR	32,848.000	267,242	306,472
	RELX PLC COMMON STOCK SPONSORED ADR	19,130.000	330,341	343,766
	ROYAL DUTCH SHELL PLC COMMON STOCK - ADR	9,040.000	511,126	491,595
	KONINKLIJKE KPN NV COMMON STOCK SPONSORED ADR	59,585.000	179,307	178,755
	RYANAIR HOLDINGS PLC COMMON STOCK - ADR	3,981.000	196,491	331,458
	RYOHIN KEIKAKU CO LTD COMMON STOCK UNSPONSORED ADR	11,045.000	351,475	434,869
	SAMPO OYJ COMMON STOCK CL.A UNSPONS ADR	25,530.000	432,958	571,617
	SEVEN & I HLDGS CO LTD COMMON STOCK - ADR	18,040.000	307,311	342,038
	SHIRE PHARMACEUTICALS COMMON STOCK SPONSORED ADR	3,520.000	690,129	599,738
	SOFTBANK GROUP CORP COMMON STOCK - ADR	13,220.000	476,001	436,657
	SONY CORP - SPONSORED ADR COMMON STOCK - ADR	10,755.000	291,336	301,463
	STATOIL ASA COMMON STOCK - ADR	16,440.000	265,797	299,866
	SUMITOMO MITSUI FINL GROUP COMMON STOCK - ADR	70,992.000	598,869	542,379
	SWEDBANK AB COMMON STOCK - ADR	15,235.000	335,626	367,925
	TELENOR ASA COMMON STOCK - ADR	20,340.000	433,795	303,371
	TEVA PHARMACEUTICAL INDS LTD COMMON STOCK SPONSORED ADR	8,835.000	482,673	320,269
	UNILEVER PLC COMMON STOCK SPONSORED ADR	10,985.000	383,425	447,090
	VALEO SA COMMON STOCK SPONSORED ADR	19,965.000	335,396	570,999
	VINCI SA COMMON STOCK UNSPONSORED ADR	27,030.000	419,398	458,699
	WOLSELEY PLC COMMON STOCK - ADR	83,990.000	347,571	509,819
	WOLTERS KLUWER NV COMMON STOCK SPONSORED ADR	10,485.000	303,910	380,606
	WORLDPAY GROUP PLC COMMON STOCK UNSPONSORED ADR	28,075.000	329,793	278,083
	AARON'S INC COMMON STOCK	3,163.000	72,706	101,184
	ACTUANT CORP COMMON STOCK CL.A	6,900.000	158,059	179,055
	AECOM TECHNOLOGY CORP COMMON STOCK	9,122.000	195,713	331,676
	AIR METHODS CORP COMMON STOCK	6,155.000	152,543	196,037
	ALLSTATE CORP COMMON STOCK	5,300.000	132,268	392,836
	ALLY FINANCIAL INC COMMON STOCK	20,800.000	383,808	395,616
	ALTRA INDUSTRIAL MOTION CORP COMMON STOCK	3,200.000	102,489	118,080
	ASHLAND GLOBAL HOLDINGS INC COMMON STOCK	3,200.000	302,386	349,728
	ASSURANT INC COMMON STOCK	2,950.000	121,430	273,937
	AVALONBAY COMMUNITIES INC COMMON STOCK	1,600.000	211,323	283,440
	B&G FOODS HOLDING CORP COMMON STOCK	3,100.000	96,124	135,780
	BANCFIRST CORP COMMON STOCK	400.000	17,071	37,220
	BELDEN INC COMMON STOCK	1,650.000	52,725	123,371
	BIG LOTS INC COMMON STOCK	2,200.000	72,315	110,462
	BLOOMIN' BRANDS INC COMMON STOCK	5,300.000	115,357	95,559
	BRUNSWICK CORP COMMON STOCK	4,176.000	109,075	227,759
	CBL & ASSOCIATED PROPERTIES IN COMMON STOCK	10,600.000	215,838	121,900
	CIT GROUP INC COMMON STOCK	9,300.000	356,747	396,924
	CSRA INC-W/I COMMON STOCK	4,987.000	103,396	158,786
	CVB FINANCIAL CORP COMMON STOCK	1,811.000	16,374	41,526
	CYS INVESTMENTS INC COMMON STOCK	12,412.000	146,236	95,945
	CABOT CORP COMMON STOCK	1,858.000	60,831	93,903
	CALLON PETROLEUM CO COMMON STOCK	8,800.000	101,631	135,256
	CAPSTEAD MORTGAGE CORP COMMON STOCK	10,000.000	123,382	101,900
	CARE CAPITAL PROPERTIES INC COMMON STOCK	3,400.000	91,031	85,000
	CARRIZO OIL & GAS INC COMMON STOCK	2,158.000	73,407	80,601
	CATHAY BANCORP INC COMMON STOCK	3,008.000	56,938	114,394
	CLEAN HARBORS INC COMMON STOCK	1,900.000	77,403	105,735

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

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	CLEARWATER PAPER CORP COMMON STOCK	1,700.000	103,992	111,435
	COLFAX CORP COMMON STOCK	5,700.000	153,533	204,801
	COMMERCE BANCSHARES INC COMMON STOCK	1,370.000	43,828	79,200
	COMPUTER SCIENCES CORP COMMON STOCK	2,187.000	43,686	129,952
	CONVERGYS CORP COMMON STOCK	7,421.000	91,821	182,260
	CULLEN/FROST BANKERS INC COMMON STOCK	6,481.000	353,779	571,819
	DR HORTON INC COMMON STOCK	9,400.000	228,455	256,902
	DANA HOLDING CORPORATION COMMON STOCK	29,505.000	542,696	560,005
	DEL FRISCOS RESTAURANT GROUP COMMON STOCK	4,840.000	66,380	82,280
	DOVER CORP COMMON STOCK	3,450.000	202,278	258,509
	DUPONT FABROS TECHNOLOGY, INC. COMMON STOCK	7,400.000	206,263	325,082
	EQT CORP COMMON STOCK	7,100.000	516,029	464,340
	EPR PROPERTIES COMMON STOCK	5,200.000	265,175	373,204
	EASTMAN CHEMICAL CO COMMON STOCK	3,200.000	258,091	240,672
	EL PASO ELECTRIC CO COMMON STOCK	3,598.000	70,155	167,307
	ENERSYS COMMON STOCK	3,676.000	145,105	287,096
	ENVISION HEALTHCARE CORP COMMON STOCK	3,578.000	182,696	226,452
	ESSENDANT INC COMMON STOCK	4,940.000	116,931	103,246
	FMC TECHNOLOGIES INC COMMON STOCK	4,400.000	144,613	156,332
	FNB CORP PA COMMON STOCK	7,191.000	65,235	115,272
	FNF GROUP COMMON STOCK	9,600.000	299,583	326,016
	FIFTH THIRD BANCORP COMMON STOCK	10,400.000	197,517	280,488
	FIRST MERCHANTS CORP COMMON STOCK	1,900.000	39,746	71,535
	FORUM ENERGY TECHNOLOGIES INC COMMON STOCK	4,900.000	105,336	107,800
	HB FULLER CO COMMON STOCK	3,639.000	137,368	175,800
	FULTON FINL CORP PA COMMON STOCK	4,200.000	44,348	78,960
	GENESCO INC COMMON STOCK	1,600.000	113,370	99,360
	GENESEE & WYO INC COMMON STOCK CL.A	2,400.000	128,492	166,584
	GERMAN AMERICAN BANCORP COMMON STOCK	500.000	13,591	26,305
	GREAT PLAINS ENERGY INC COMMON STOCK	16,000.000	385,020	437,600
	GREAT WESTERN BANCORP INC COMMON STOCK	6,596.000	198,022	287,520
	GULFPORT ENERGY CORP COMMON STOCK	4,700.000	127,701	101,708
	HANCOCK HLDG CO COMMON STOCK	2,100.000	52,203	90,510
	HEALTHSOUTH CORP COMMON STOCK	2,422.000	101,088	99,883
	HILL ROM HLDGS INC COMMON STOCK	1,306.000	37,176	73,319
	HOPE BANCORP INC COMMON STOCK	3,933.000	34,709	86,093
	INSIGHT ENTERPRISES INC COMMON STOCK	2,350.000	22,856	95,034
	INTEGRATED DEVICE TECHNOLOGY COMMON STOCK	8,183.000	75,408	192,791
	INTERFACE INC COMMON STOCK	4,700.000	81,087	87,185
	KLX INC COMMON STOCK	2,200.000	62,238	99,242
	KEYSIGHT TECHNOLOGIES INC COMMON STOCK	6,300.000	216,777	230,391
	LTC PROPERTIES INC COMMON STOCK	3,000.000	134,481	140,940
	LAKELAND FINANCIAL CORP COMMON STOCK	600.000	8,420	28,416
	LAMAR ADVERTISING CO-A COMMON STOCK	4,548.000	245,549	305,808
	LEGG MASON INC COMMON STOCK	4,000.000	128,055	119,640
	M & T BANK CORPORATION COMMON STOCK	1,300.000	128,686	203,359
	MFA FINL INC COMMON STOCK	31,500.000	242,513	240,345
	MGM GROWTH PROPERTIES LLC COMMON STOCK CL.A	5,300.000	133,201	134,143
	MEDNAX INC COMMON STOCK	6,000.000	418,300	399,960
	MICROSEMI CORP COMMON STOCK	4,200.000	118,090	226,674
	MINERALS TECHNOLOGIES INC COMMON STOCK	2,200.000	71,838	169,950
	MISTRAS GROUP INC COMMON STOCK	1,792.000	41,433	46,019
	MOOG INC COMMON STOCK CL.A	2,331.000	78,170	153,100
	MURPHY OIL CORP COMMON STOCK	12,183.000	410,824	379,257
	NAVIGANT CONSULTING INC COMMON STOCK	2,833.000	37,853	74,168
	OCEANFIRST FINANCIAL CORP COMMON STOCK	2,840.000	55,302	85,285
	OIL STS INTL INC COMMON STOCK	3,000.000	113,273	117,000
	OWENS ILL INC COMMON STOCK	11,600.000	321,124	201,956
	OXFORD INDS INC COMMON STOCK	1,500.000	92,150	90,195
	PTC INC COMMON STOCK	2,818.000	44,835	130,389
	PACIFIC CONTINENTAL CORP COMMON STOCK	2,640.000	43,186	57,684
	PACKAGING CORP AMER COMMON STOCK	3,700.000	230,087	313,834
	PARK STERLING CORP COMMON STOCK	3,200.000	28,800	34,528
	PINNACLE FINANCIAL PARTNERS COMMON STOCK	1,829.000	63,936	126,750
	PINNACLE WEST CAP CORP COMMON STOCK	4,850.000	222,550	378,446
	PLANTRONICS INC COMMON STOCK	3,200.000	129,745	175,232
	PORTLAND GEN ELEC CO COMMON STOCK	4,000.000	138,095	173,320
	PROGRESS SOFTWARE CORP COMMON STOCK	3,098.000	55,803	98,919
	PROSPERITY BANCSHARES INC COMMON STOCK	4,857.000	209,083	348,635
	PROVIDENCE SERVICE CORP COMMON STOCK	2,312.000	62,782	87,972
	QUANEX BUILDING PRODUCTS COMMON STOCK	5,100.000	91,087	103,530
	QUANTA SERVICES INC COMMON STOCK	4,000.000	92,255	139,400
	RED ROBIN GOURMET BURGERS INC COMMON STOCK	1,858.000	116,323	104,791
	REPUBLIC SERVICES INC COMMON STOCK	5,500.000	219,984	313,775
	RYDER SYSTEM INC COMMON STOCK	2,100.000	107,750	156,324
	S&T BANCORP INC COMMON STOCK	2,500.000	50,949	97,600
	SP PLUS CORP COMMON STOCK	3,100.000	69,177	87,265
	SAIA INC COMMON STOCK	1,900.000	77,688	83,885
	SCIENCE APPLICATIONS INTL CORP COMMON STOCK	1,264.000	57,057	107,187

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

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	SEACOR HOLDINGS INC COMMON STOCK	1,500.000	113,216	106,920
	SPARTANNASH CO COMMON STOCK	2,030.000	37,486	80,266
	SPIRIT AIRLINES INC COMMON STOCK	1,800.000	73,915	104,148
	STAG INDUSTRIAL INC COMMON STOCK	13,127.000	252,372	313,341
	STANDEX INTL CORP COMMON STOCK	2,659.000	78,262	233,593
	STEELCASE INC COMMON STOCK	7,450.000	74,473	133,355
	STOCK YDS BANCORP INC COMMON STOCK	1,138.000	19,726	53,429
	SYKES ENTERPRISES INC COMMON STOCK	2,689.000	40,954	77,605
	TCF FINANCIAL CORP COMMON STOCK	17,543.000	238,266	343,667
	TRANSDIGM GROUP INC COMMON STOCK	1,740.000	233,687	433,190
	TREEHOUSE FOODS INC COMMON STOCK	5,623.000	425,418	405,924
	UGI CORP COMMON STOCK	5,250.000	125,013	241,920
	UNIVERSAL HEALTH SERVICES INC COMMON STOCK	3,900.000	431,932	414,882
	VECTREN CORP COMMON STOCK	3,400.000	91,974	177,310
	VISTA OUTDOOR INC COMMON STOCK	3,800.000	149,904	140,220
	WSFS FINANCIAL CORP COMMON STOCK	2,700.000	50,513	125,145
	WATTS WATER TECHNOLOGIES INC COMMON STOCK	1,600.000	90,789	104,320
	WERNER ENTERPRISES INC COMMON STOCK	5,097.000	103,156	137,364
	WYNDHAM WORLDWIDE CORP COMMON STOCK	5,700.000	284,787	435,309
	ZEBRA TECHNOLOGIES CORP COMMON STOCK	1,416.000	81,326	121,436
	ZIMMER BIOMET HOLDINGS INC COMMON STOCK	4,200.000	421,398	433,440
	AIRCASTLE LTD COMMON STOCK	3,228.000	58,130	67,304
	ARGO GROUP INTL HLDGS LTD COMMON STOCK	2,810.000	83,379	185,179
	ASPEN INSURANCE HOLDINGS LTD COMMON STOCK	3,800.000	124,144	209,000
	DELPHI AUTOMOTIVE PLC COMMON STOCK	3,900.000	209,218	262,665
	WEATHERFORD INTERNATIONAL PLC COMMON STOCK	56,200.000	412,331	280,438
	MARVELL TECHNOLOGY GROUP LTD COMMON STOCK	21,300.000	253,092	295,431
	ROYAL CARIBBEAN CRUISES LTD COMMON STOCK	2,600.000	196,985	213,304
	ABBOTT LABORATORIES COMMON STOCK	37,800.000	1,484,000	1,451,898
	ALLIANCE DATA SYSTEMS CORP COMMON STOCK	5,000.000	1,040,039	1,142,500
	AMERICAN EXPRESS CO COMMON STOCK	11,500.000	566,865	851,920
	AMETEK INC COMMON STOCK	18,800.000	915,424	913,680
	BALL CORP COMMON STOCK	13,900.000	949,647	1,043,473
	BANK OF AMERICA CORP COMMON STOCK	35,200.000	754,870	777,920
	BECTON DICKINSON & CO COMMON STOCK	4,100.000	354,395	678,755
	BERKSHIRE HATHAWAY INC COMMON STOCK CL.B	6,300.000	697,725	1,026,774
	BRINKER INTERNATIONAL INC COMMON STOCK	12,500.000	579,224	619,125
	CBRE GROUP INC COMMON STOCK CL.A	27,600.000	768,630	869,124
	CARDINAL HEALTH INC COMMON STOCK	13,600.000	627,303	978,792
	CARNIVAL CORP COMMON STOCK	17,200.000	621,138	895,432
	CHEVRON CORP COMMON STOCK	4,700.000	431,455	553,190
	COGNIZANT TECH SOLUTIONS CORP COMMON STOCK	19,700.000	1,113,469	1,103,791
	CROWN HOLDINGS INC COMMON STOCK	21,500.000	974,786	1,130,255
	DIAGEO CAPITAL PLC COMMON STOCK	8,900.000	784,441	925,066
	DONALDSON INC COMMON STOCK	18,810.000	663,833	791,525
	EXXON MOBIL CORP COMMON STOCK	13,000.000	936,199	1,173,380
	FNF GROUP COMMON STOCK	38,600.000	1,101,382	1,310,856
	GILDAN ACTIVEWEAR INC COMMON STOCK	49,700.000	1,349,848	1,260,889
	HANESBRANDS INC COMMON STOCK	35,300.000	793,599	761,421
	JPMORGAN CHASE & CO COMMON STOCK	15,100.000	624,885	1,302,979
	JOHNSON & JOHNSON COMMON STOCK	7,600.000	526,332	875,596
	LABORATORY CORP AMERICA HLDGS COMMON STOCK	12,300.000	1,201,279	1,579,074
	LINEAR TECHNOLOGY CORP COMMON STOCK	19,000.000	750,451	1,184,650
	OMNICOM GROUP INC COMMON STOCK	16,200.000	799,971	1,378,782
	PNC FINANCIAL SERVICES GROUP COMMON STOCK	6,700.000	365,899	783,632
	PARKER HANNIFIN CORP COMMON STOCK	7,200.000	725,570	1,008,000
	PHILIP MORRIS INTL INC COMMON STOCK	8,000.000	650,005	731,920
	PROGRESSIVE CORP COMMON STOCK	38,200.000	859,377	1,356,100
	ROCKWELL COLLINS INC COMMON STOCK	11,500.000	997,725	1,066,740
	STATE STREET CORP COMMON STOCK	15,900.000	821,929	1,235,748
	3M COMPANY COMMON STOCK	3,700.000	311,131	660,709
	TWENTY FIRST CENTY FOX INC COMMON STOCK CL.A	46,100.000	1,442,861	1,292,644
	UNITED PARCEL SERVICE INC COMMON STOCK CL.B	8,800.000	663,258	1,008,832
	UNITEDHEALTH GROUP INC COMMON STOCK	6,300.000	438,808	1,008,252
	WELLS FARGO & CO COMMON STOCK	22,500.000	740,515	1,239,975
	WESTERN UN CO COMMON STOCK	27,600.000	449,171	599,472
	WHIRLPOOL CORP COMMON STOCK	5,000.000	762,889	908,850
	WORLD FUEL SERVICES CORP COMMON STOCK	24,500.000	1,035,807	1,124,795
	ALLERGAN PLC COMMON STOCK	4,700.000	895,432	987,047
	AXALTA COATING SYSTEMS LTD COMMON STOCK	42,800.000	1,117,707	1,164,160
	EATON CORP PLC COMMON STOCK	18,800.000	1,152,460	1,261,292
	RENAISSANCERE HOLDINGS LTD COMMON STOCK	11,600.000	1,123,876	1,580,152
	CHUBB LIMITED COMMON STOCK	7,900.000	899,135	1,043,748
	TE CONNECTIVITY LTD COMMON STOCK	7,300.000	485,233	505,744
	AERCAP HOLDINGS NV COMMON STOCK	34,800.000	1,486,644	1,448,028
	UNILEVER NV COMMON STOCK - ADR	29,100.000	1,161,317	1,194,846
	ACTIVISION BLIZZARD INC COMMON STOCK	4,172.000	109,812	150,651
	ALIGN TECHNOLOGY INC COMMON STOCK	1,234.000	99,051	118,624
	ALLIANCE DATA SYSTEMS CORP COMMON STOCK	525.000	74,511	119,963

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	AMPHENOL CORP COMMON STOCK CL.A	1,610.000	59,254	108,192
	ARAMARK HOLDINGS CORP COMMON STOCK	7,191.000	236,820	256,863
	BALL CORP COMMON STOCK	1,047.000	82,258	78,598
	BARD CR INC COMMON STOCK	1,012.000	189,081	227,356
	BEACON ROOFING SUPPLY INC COMMON STOCK	3,182.000	140,093	146,595
	BERRY PLASTICS GROUP INC COMMON STOCK	3,024.000	125,191	147,360
	BIOMARIN PHARMACEUTICAL INC COMMON STOCK	1,698.000	157,689	140,662
	BLUE BUFFALO PET PRODUCTS IN COMMON STOCK	3,062.000	74,752	73,610
	BRIGHT HORIZONS FAMILY SOLUTNS COMMON STOCK	1,372.000	52,705	96,067
	BROWN-FORMAN CORP COMMON STOCK CL.B	1,522.000	48,634	68,368
	BRUNSWICK CORP COMMON STOCK	3,811.000	180,031	207,852
	CDK GLOBAL INC COMMON STOCK	4,508.000	216,136	269,083
	CF INDUSTRIES HOLDINGS INC COMMON STOCK	1,579.000	49,988	49,707
	CADENCE DESIGN SYSTEMS INC COMMON STOCK	9,211.000	169,471	232,301
	CARRIZO OIL & GAS INC COMMON STOCK	3,475.000	166,610	129,791
	CINTAS CORPORATION COMMON STOCK	2,305.000	189,227	266,366
	COGENT COMMUNICATIONS GROUP COMMON STOCK	2,391.000	91,524	98,868
	COMPUTER SCIENCES CORP COMMON STOCK	1,020.000	62,070	60,608
	CONCHO RESOURCES INC COMMON STOCK	601.000	74,313	79,693
	COOPER COMPANIES INC COMMON STOCK	1,619.000	199,786	283,212
	DEXCOM INC COMMON STOCK	751.000	54,414	44,835
	DOLLAR GENERAL CORP COMMON STOCK	2,436.000	189,233	180,435
	DOLLAR TREE INC COMMON STOCK	1,376.000	110,702	106,200
	E TRADE FINANCIAL CORP COMMON STOCK	2,709.000	56,852	93,867
	EAGLE MATERIALS INC COMMON STOCK	1,745.000	125,543	171,935
	EDWARDS LIFESCIENCES CORP COMMON STOCK	1,165.000	122,837	109,161
	ELECTRONIC ARTS INC COMMON STOCK	3,962.000	97,833	312,047
	EQUIFAX INC COMMON STOCK	2,368.000	235,376	279,969
	EURONET WORLDWIDE INC COMMON STOCK	3,310.000	221,841	239,743
	EXPEDIA INC COMMON STOCK	1,172.000	140,687	132,764
	FMC CORP COMMON STOCK	1,287.000	69,320	72,793
	FORTINET INC COMMON STOCK	2,095.000	55,963	63,101
	GARTNER INC COMMON STOCK CL.A	1,015.000	53,228	102,586
	GLOBAL PAYMENTS INC COMMON STOCK	3,396.000	119,136	235,716
	HD SUPPLY HLDGS INC COMMON STOCK	4,275.000	138,557	181,730
	HENRY (JACK) & ASSOCIATES INC COMMON STOCK	1,081.000	38,720	95,971
	HUNT J B TRANS SVCS INC COMMON STOCK	1,124.000	88,637	109,107
	ILLUMINA INC COMMON STOCK	629.000	68,188	80,537
	IMAX CORP COMMON STOCK	2,471.000	58,973	77,589
	INCYTE CORP COMMON STOCK	2,359.000	169,861	236,537
	INTEGRATED DEVICE TECHNOLOGY COMMON STOCK	3,864.000	94,676	91,036
	KAR AUCTION SERVICES INC COMMON STOCK	4,127.000	111,082	175,893
	LKQ CORP COMMON STOCK	5,374.000	112,860	164,713
	LAM RESEARCH CORP COMMON STOCK	1,840.000	110,172	194,543
	MGM RESORTS INTERNATIONAL COMMON STOCK	5,244.000	140,425	151,185
	MARTIN MARIETTA MATERIALS INC COMMON STOCK	772.000	146,192	171,021
	MEAD JOHNSON NUTRITION CO COMMON STOCK CL.A	0.000	0	0
	MONSTER BEVERAGE CORP COMMON STOCK	1,482.000	46,759	65,712
	MOODY'S CORP COMMON STOCK	852.000	82,173	80,318
	NASDAQ INC COMMON STOCK	2,795.000	163,520	187,600
	O'REILLY AUTOMOTIVE INC COMMON STOCK	819.000	140,442	228,018
	PAREXEL INTL CORP COMMON STOCK	1,337.000	89,565	87,868
	POPULAR INC COMMON STOCK	262.000	11,557	11,481
	QORVO INC COMMON STOCK	3,140.000	214,099	165,572
	RAYMOND JAMES FINANCIAL INC COMMON STOCK	3,300.000	146,214	228,591
	RED HAT INC COMMON STOCK	1,871.000	123,149	130,409
	ROSS STORES INC COMMON STOCK	4,853.000	195,817	318,357
	SBA COMMUNICATIONS CORP COMMON STOCK CL.A	1,470.000	168,009	151,792
	SEI INVESTMENTS CO COMMON STOCK	517.000	25,544	25,519
	SHERWIN-WILLIAMS CO COMMON STOCK	674.000	111,522	181,131
	SIGNATURE BK NEW YORK N Y COMMON STOCK	1,222.000	137,688	183,544
	SMITH A O COMMON STOCK	2,672.000	117,774	126,519
	TELEFLEX INC COMMON STOCK	762.000	119,451	122,796
	TEXAS ROADHOUSE INC COMMON STOCK	1,661.000	77,674	80,127
	UNITED CONTINENTAL HLDGS INC COMMON STOCK	1,475.000	88,188	107,498
	UNIVERSAL DISPLAY CORP COMMON STOCK	2,238.000	125,556	125,999
	UNIVERSAL HEALTH SERVICES INC COMMON STOCK	512.000	59,935	54,467
	VANTIV INC COMMON STOCK CL.A	3,005.000	111,090	179,158
	VULCAN MATERIALS CO COMMON STOCK	1,286.000	143,897	160,943
	WABTEC CORP COMMON STOCK	699.000	52,135	58,031
	WASTE CONNECTIONS INC COMMON STOCK	2,719.000	152,818	213,686
	WEBSTER FINL CORP CONN COMMON STOCK	1,776.000	73,666	96,401
	WISDOMTREE INVESTMENTS INC COMMON STOCK	4,886.000	71,290	54,430
	WOODWARD INC COMMON STOCK	1,699.000	103,283	117,316
	ZOETIS INC COMMON STOCK	4,749.000	240,325	254,214
	ALKERMES PLC COMMON STOCK	1,461.000	54,478	81,202
	AON PLC COMMON STOCK	1,930.000	172,209	215,253
	GENPACT LTD COMMON STOCK	3,605.000	92,832	87,746
	STERIS PLC COMMON STOCK	2,502.000	182,597	168,610

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT YEAR END)

As of December 31, 2016

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	WILLIS TOWERS WATSON PLC COMMON STOCK	1,120.000	141,553	136,954
	MOBILEYE NV COMMON STOCK	2,239.000	77,157	85,351
	QIAGEN N.V. COMMON STOCK	2,521.000	69,864	70,638
	ROYAL CARIBBEAN CRUISES LTD COMMON STOCK	520.000	47,707	42,661
	FLEXTRONICS INTL LTD COMMON STOCK	4,411.000	61,285	63,386
	ACADIA HEALTHCARE COMPANY INC COMMON STOCK	23,230.000	1,250,540	768,913
	ADOBE SYSTEMS INC COMMON STOCK	16,142.000	1,444,198	1,661,819
	AIR PRODUCTS & CHEMICALS INC COMMON STOCK	4,700.000	683,015	675,954
	ALEXION PHARMACEUTICALS INC COMMON STOCK	10,950.000	1,871,225	1,339,733
	ALPHABET INC COMMON STOCK CL.C	4,130.000	1,785,444	3,187,617
	AMAZON.COM INC COMMON STOCK	2,701.000	826,746	2,025,399
	AMERICAN TOWER CORP COMMON STOCK	21,666.000	1,681,498	2,289,663
	BIOMARIN PHARMACEUTICAL INC COMMON STOCK	11,001.000	811,259	911,323
	CVS HEALTH CORP COMMON STOCK	17,635.000	1,704,674	1,391,578
	CELGENE CORP COMMON STOCK	20,002.000	1,431,817	2,315,232
	CHIPOTLE MEXICAN GRILL INC COMMON STOCK	1,222.000	665,910	461,085
	CONCHO RESOURCES INC COMMON STOCK	3,390.000	483,275	449,514
	COSTCO WHOLESALE CORP COMMON STOCK	8,830.000	925,404	1,413,771
	EQUINIX INC COMMON STOCK	4,304.000	857,150	1,538,293
	FACEBOOK INC COMMON STOCK	21,522.000	1,643,939	2,476,106
	FASTENAL CO COMMON STOCK	14,400.000	687,843	676,512
	ILLUMINA INC COMMON STOCK	3,639.000	561,710	465,938
	MONSTER BEVERAGE CORP COMMON STOCK	26,415.000	1,142,113	1,171,241
	PAYPAL HOLDINGS INC COMMON STOCK	29,650.000	1,158,377	1,170,286
	PRICELINE GRP INC COMMON STOCK	1,293.000	1,049,196	1,895,616
	SALESFORCE COM INC COMMON STOCK	30,669.000	1,358,624	2,099,600
	CHARLES SCHWAB CORP COMMON STOCK	34,305.000	593,007	1,354,018
	SERVICENOW INC COMMON STOCK	17,634.000	1,077,601	1,310,912
	SPLUNK INC COMMON STOCK	24,784.000	1,219,947	1,267,702
	STARBUCKS CORP COMMON STOCK	35,762.000	1,071,711	1,985,506
	UNDER ARMOUR INC COMMON STOCK CL.A	11,740.000	428,543	341,047
	UNDER ARMOUR INC COMMON STOCK CL.C	3,936.000	130,488	99,069
	VISA INC COMMON STOCK CL.A	31,241.000	1,096,631	2,437,423
	ALLERGAN PLC COMMON STOCK	7,138.000	1,661,717	1,499,051
	CHUBB LIMITED COMMON STOCK	14,803.000	1,173,958	1,955,772
	MOBILEYE NV COMMON STOCK	34,503.000	1,283,793	1,315,254
	AK STEEL HOLDING CORP COMMON STOCK	20,048.000	163,125	204,690
	ABIOMED INC COMMON STOCK	570.000	48,609	64,228
	ACACIA COMMUNICATIONS INC COMMON STOCK	417.000	37,259	25,750
	ACADIA PHARMACEUTICALS INC COMMON STOCK	1,122.000	29,415	32,358
	AGIOS PHARMACEUTICALS INC COMMON STOCK	642.000	33,817	26,791
	AIR LEASE CORP COMMON STOCK	5,075.000	178,019	174,225
	ALLISON TRANSMISSION HOLDINGS COMMON STOCK	2,778.000	95,278	93,591
	APOGEE ENTERPRISES INC COMMON STOCK	1,954.000	92,033	104,656
	ARCH COAL INC COMMON STOCK CL.A	718.000	59,824	56,040
	ARIAD PHARMACEUTICALS INC COMMON STOCK	7,163.000	83,801	89,108
	ASTEC INDUSTRIES INC COMMON STOCK	931.000	62,610	62,805
	BEACON ROOFING SUPPLY INC COMMON STOCK	4,838.000	209,624	222,887
	BELDEN INC COMMON STOCK	1,547.000	79,995	115,669
	BIO-TECHNE CORP COMMON STOCK	569.000	61,151	58,510
	BLACKLINE INC COMMON STOCK	1,024.000	25,418	28,293
	BLUEPRINT MEDICINES CORP COMMON STOCK	2,300.000	57,500	64,515
	BROADSOFT INC. COMMON STOCK	726.000	27,896	29,948
	BUILDERS FIRSTSOURCE IN COMMON STOCK	10,943.000	129,768	120,045
	BURLINGTON STORES COMMON STOCK	1,570.000	83,883	133,058
	CSRA INC-W/I COMMON STOCK	1,911.000	59,432	60,846
	CALLON PETROLEUM CO COMMON STOCK	4,964.000	88,124	76,297
	CAVIUM INC COMMON STOCK	1,413.000	92,382	88,228
	CHEMICAL FINANCIAL CORP COMMON STOCK	1,700.000	90,221	92,089
	CIRRUS LOGIC INC COMMON STOCK	2,215.000	91,182	125,236
	CLIFFS NATURAL RESOURCES INC COMMON STOCK	13,558.000	134,629	114,023
	COGNEX CORP COMMON STOCK	2,503.000	148,520	159,241
	COHERENT INC COMMON STOCK	821.000	89,327	112,793
	COLUMBIA BANKING SYSTEM INC COMMON STOCK	1,401.000	59,379	62,597
	COTIVITI HOLDINGS INC COMMON STOCK	2,992.000	70,656	102,925
	DAVE & BUSTERS ENTERTAINMENT COMMON STOCK	4,076.000	173,676	229,479
	DIGITALGLOBE INC COMMON STOCK	7,003.000	192,206	200,636
	EAGLE MATERIALS INC COMMON STOCK	1,265.000	119,483	124,640
	8X8 INC COMMON STOCK	5,239.000	77,832	74,918
	ELECTRONICS FOR IMAGING INC COMMON STOCK	1,384.000	59,539	60,702
	ETSY INC COMMON STOCK	9,652.000	133,145	113,701
	EVERCORE PARTNERS INC COMMON STOCK CL.A	2,369.000	153,003	162,750
	EXACT SCIENCES CORP COMMON STOCK	2,073.000	38,165	27,695
	EXELIXIS INC COMMON STOCK	11,686.000	129,638	174,238
	EXTENDED STAY AMER INC COMMON STOCK	7,207.000	118,815	116,393
	FCB FINANCIAL HOLDINGS COMMON STOCK CL.A	386.000	18,110	18,412
	FIVE BELOW COMMON STOCK	2,850.000	111,028	113,886
	FIVE9 INC COMMON STOCK	5,111.000	63,489	72,525
	GIGAMON INC COMMON STOCK	1,211.000	58,843	55,161

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

FORM 5500, SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT YEAR END)

As of December 31, 2016

EIN: 75-1151701
Plan #: 001

(a) Party In Interest**	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment (shares)	(d) Cost*	(e) Current Value
	GLACIER BANCORP INC COMMON STOCK	380.000	14,081	13,767
	GLAUKOS CORP COMMON STOCK	2,650.000	78,597	90,895
	GODADDY INC COMMON STOCK CL.A	1,266.000	35,192	44,247
	GRANITE CONSTR INC COMMON STOCK	1,034.000	61,457	56,870
	GRUBHUB INC COMMON STOCK	1,667.000	56,140	62,713
	HANCOCK HLDG CO COMMON STOCK	1,470.000	57,635	63,357
	HEALTHEQUITY INC COMMON STOCK	2,758.000	106,858	111,754
	HOME BANCSHARES INC COMMON STOCK	2,358.000	61,703	65,482
	HUBSPOT INC COMMON STOCK	1,184.000	63,001	55,648
	HUNTSMAN CORP COMMON STOCK	7,462.000	148,305	142,375
	IBERIABANK CORP COMMON STOCK	1,167.000	95,139	97,736
	IMAX CORP COMMON STOCK	3,870.000	129,914	121,518
	INPHI CORPORATION COMMON STOCK	2,615.000	103,986	116,681
	INSULET CORP COMMON STOCK	2,371.000	92,810	89,339
	INVESTORS BANCORP INC COMMON STOCK	416.000	5,767	5,803
	IROBOT CORP COMMON STOCK	3,665.000	163,964	214,219
	KNIGHT TRANSPORTATION INC COMMON STOCK	1,767.000	59,930	58,399
	LEGACY TEX FINL GROUP INC COMMON STOCK	1,524.000	60,881	65,623
	LIVE NATION ENTERTAINMENT INC COMMON STOCK	5,083.000	132,442	135,208
	MB FINANCIAL INC COMMON STOCK	1,998.000	92,860	94,366
	MRC GLOBAL INC COMMON STOCK	4,174.000	88,950	84,565
	MSC INDL DIRECT INC COMMON STOCK CL.A	987.000	90,279	91,189
	MA-COM TECH SOLUTIONS HLDGS COMMON STOCK	2,434.000	119,911	112,646
	MASIMO CORP COMMON STOCK	906.000	53,029	61,064
	MASTEC INC COMMON STOCK	3,844.000	138,580	147,033
	MATCH GROUP INC COMMON STOCK	4,817.000	80,779	82,371
	MATERIALISE NV-ADR COMMON STOCK	3,170.000	31,513	24,314
	MINERALS TECHNOLOGIES INC COMMON STOCK	2,005.000	142,459	154,886
	MONOLITHIC POWER SYSTEMS INC COMMON STOCK	1,933.000	131,081	158,371
	NEVRO CORP COMMON STOCK	755.000	48,475	54,858
	NORDSON CORP COMMON STOCK	1,700.000	137,233	190,485
	NUTANIX INC COMMON STOCK CL.A	1,062.000	29,509	28,207
	OASIS PETROLEUM INC COMMON STOCK	5,996.000	90,825	90,779
	OLLIE'S BARGAIN OUTLET HOLDING COMMON STOCK	1,920.000	50,603	54,624
	PACIFIC BIOSCIENCES OF CALIF COMMON STOCK	6,148.000	56,633	23,362
	PATTERSON UTI ENERGY INC COMMON STOCK	3,365.000	93,966	90,586
	PENUMBRA INC COMMON STOCK	1,388.000	76,909	88,554
	PINNACLE FINANCIAL PARTNERS COMMON STOCK	1,506.000	96,436	104,366
	PLANET FITNESS INC - CL A COMMON STOCK	7,581.000	143,869	152,378
	POOL CORPORATION COMMON STOCK	970.000	72,673	101,210
	PROOFPOINT INC COMMON STOCK	1,232.000	83,405	87,041
	QUANTA SERVICES INC COMMON STOCK	4,593.000	150,364	160,066
	SAGE THERAPEUTICS INC COMMON STOCK	1,839.000	88,677	93,899
	SHOPIFY INC COMMON STOCK CL.A	1,414.000	53,064	60,618
	SPARK THERAPEUTICS INC COMMON STOCK	1,758.000	95,391	87,724
	SPIRIT AIRLINES INC COMMON STOCK	2,770.000	148,285	160,272
	STAMPS.COM INC COMMON STOCK	1,149.000	110,174	131,733
	SWIFT TRANSPORTATION CO COMMON STOCK	2,454.000	60,233	59,779
	TASER INTERNATIONAL INC COMMON STOCK	4,338.000	122,724	105,153
	TENNECO INC COMMON STOCK	935.000	59,765	58,409
	TESARO INC COMMON STOCK	1,294.000	111,060	174,017
	TETRA TECH INC COMMON STOCK	1,408.000	60,053	60,755
	TEXAS CAPITAL BANCSHARES INC COMMON STOCK	1,506.000	105,098	118,070
	TWILIO INC - A COMMON STOCK	2,017.000	68,285	58,190
	2U INC COMMON STOCK	2,827.000	64,258	85,234
	US SILICA HOLDINGS INC COMMON STOCK	2,309.000	123,061	130,874
	UNITED STATES STEEL CORP COMMON STOCK	5,997.000	180,603	197,961
	UNIVERSAL ELECTRONICS INC COMMON STOCK	716.000	53,591	46,218
	VEEVA SYS INC COMMON STOCK CL.A	2,813.000	112,665	114,489
	WAGEWORKS INC COMMON STOCK	2,438.000	135,205	176,755
	WEBSTER FINL CORP CONN COMMON STOCK	3,216.000	156,225	174,564
	WESTERN ALLIANCE BANCORP COMMON STOCK	4,941.000	190,253	240,676
	WILDHORSE RESOURCE COMMON STOCK	2,900.000	43,500	42,340
	WINTRUST FINL CORP COMMON STOCK	2,112.000	142,501	153,268
	WISDOMTREE INVESTMENTS INC COMMON STOCK	9,909.000	121,236	110,386
	XPO LOGISTICS INC COMMON STOCK	2,491.000	119,730	107,512
	ZELTIQ AESTHETICS INC COMMON STOCK	4,698.000	143,235	204,457
	ATLASSIAN CORP PLC COMMON STOCK CL.A	1,827.000	55,487	43,994
	CARDTRONICS INC COMMON STOCK CL.A	2,582.000	118,479	140,900
	GASLOG LTD COMMON STOCK	12,154.000	173,161	195,679
	NABORS INDUSTRIES LTD COMMON STOCK	5,575.000	93,307	91,430
	WIX COM LTD COMMON STOCK	2,013.000	70,609	89,679
	SILICON MOTION TECHNOLOGY CORP COMMON STOCK SPONSORED ADR	650.000	27,729	27,612
	Total Corporate Stocks - Common			**163,871,770**
**	**Participant Loans: (Interest Rate 4.25 - 4.50%)**		**-0-**	**7,322,659**
	Common/Collective Funds			
	BlackRock 1-3 Year Government Bond Index Fund		*	377,452

MARY KAY INC. PROFIT SHARING AND 401(k) PLAN

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EIN: 75-1151701
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	BlackRock Asset Backed Securities Index Fund		*	618,010
	BlackRock Commercial MortgageBacked Securities Index Fund		*	86,224
	BlackRock Intermediate Government Bond Index Fund		*	379,218
	BlackRock Intermediate Term Credit Bond Index Fund		*	981,804
	BlackRock 1-3 Year Credit Bond Index Non Lendable Fund		*	205,921
	BlackRock Mortgage Backed Securities Index Fund		*	794,878
	BlackRock 1-3 Year Government Bond Index Fund		*	660,849
	BlackRock Asset-Backed Securities Index Fund		*	540,824
	BlackRock Commercial Mortgage-Backed Securities Fund		*	75,455
	BlackRock 1-3 Year Credit Bond Index Non-Lendable Fund		*	870,834
	BlackRock Intermediate Term Credit Bond Index Fund		*	166,235
	BlackRock Mortgage-Backed Securities Index Fund		*	695,597
	Voya Dedicated Multi-Sector SV Trust Fund Class 1		*	1,329,758
	Northern Trust Collective Daily 1-5 Year Credit Bond Index Fund		*	79,505
	Northern Trust Collective Short Term Government Bond Index Fund		*	178,835
	Northern Trust Collective 1-10 Year Intermediate Government Bond Index Fund		*	86,200
	Northern Trust Collective Asset-Backed Securities Bond Index Fund		*	264,959
	Northern Trust Collective Commercial Mortgage Backed Securities Index Fund		*	33,184
	Northern Trust Collective Mortgage-Backed Securities Index Fund		*	305,325
	Northern Trust Collective 1-10 Year Intermediate Credit Bond Index Fund		*	377,942
	Prudential Core Conservative Intermediate Bond Fund		*	2,446,656
	Wilmington Trust CIT		*	479,814
	The Bank of New York Mellon Collective Trust Government Short Term Investment Fund (d)		*	1,421,508
	Total Common/Collective Funds			**13,456,989**
	Pooled Separate Accounts			
	New York Life		*	2,036,659
	Metropolitan Life		*	2,347,477
	New York Life Anchor Acct III		*	29,511,323
	Total Pooled Separate Accounts			**33,895,460**
	Registered Investment Companies			
	ALGER SMID CAP GROWTH-A		*	4,813,609
	American Century Ultra-Inv		*	11,502,836
	American Funds Washington Mutual-A		*	12,953,382
	JPMorgan Equity Index-Select		*	16,580,998
	JPMorgan Large Cap Growth-R6		*	15,456,494
	T Rowe Price Small-Cap Value		*	24,011,864
	Templeton Foreign-A		*	12,227,369
	Vanguard Intermediate-Term Bond Index-Inst		*	9,744,630
	Vanguard Target Retirement Fund 2010		*	548,089
	Vanguard Target Retirement Fund 2015		*	4,076,758
	Vanguard Target Retirement Fund 2020		*	5,581,433
	Vanguard Target Retirement Fund 2025		*	8,476,405
	Vanguard Target Retirement Fund 2030		*	7,314,020
	Vanguard Target Retirement Fund 2035		*	9,589,739
	Vanguard Target Retirement Fund 2040		*	6,220,902
	Vanguard Target Retirement Fund 2045		*	4,802,835
	Vanguard Target Retirement Fund 2050		*	3,491,750
	Vanguard Target Retirement Fund 2055		*	775,725
	Vanguard Target Retirement Income Fund		*	2,266,568
	LAZARD EMERG MKT EQY-INST MUTUAL FUND	109,465.890	1,954,590	1,747,076
	MANNING & NAPIER OVERSEAS MUTUAL FUND	1,148,480.450	25,966,888	23,543,849
	VANGUARD INSTITUTIONAL INDEX FUND	201,773.410	38,648,319	41,127,473
	Total Registered Investment Companies			**226,853,804**
	Other Assets			
	Mellon Stable Value Fund J Other Assets		*	98,775
	ONTARIO (PROVINCE OF) SENIOR UNSECURED GLOBAL NOTES Semi Annual 1.65 9/27/19	315,000.000	313,970	313,229
	KOREA DEVELOPMENT BANK SR UNSECURED GLOBAL NOTES Semi Annual 3.5 8/22/17	665,000.000	699,031	671,953
	SAUDI ARABIA (KINGDOM OF) SENIOR UNSECURED NOTES Semi Annual 2.38 10/26/21	400,000.000	396,028	388,374
	UNITED MEXICAN STATES SENIOR UNSECURED GLOBAL NOTES Semi Annual 3.5 1/21/21	380,000.000	395,200	386,080
	KENTUCKY ST ASSET LIABILITY REVENUE BONDS Semi Annual 4.72 4/1/18	220,000.000	231,612	228,158
	MASSACHUSETTS ST DEV FIN AGY REVENUE BONDS SER.B Semi Annual 3.99 4/1/17	230,000.000	230,000	231,668
	MIAMI DADE CNTY FL AVIATION REVENUE BONDS Semi Annual 2.5 10/1/24	400,000.000	400,000	378,724
	NEW YORK ST DORM AUTH ST PERS BUILD AMERICA REV BONDS SER.B Semi Annual 1.89 7/1/21	755,000.000	755,000	743,086
	OAKLAND UNIVERSITY MI REVENUE BONDS Semi Annual 2.23 5/15/19	215,000.000	215,000	216,606
	PHOENIX AZ CIVIC IMPT CORP REVENUE BONDS Semi Annual 4 7/1/18	300,000.000	301,257	310,995
	PORT AUTH NY & NJ REVENUE BONDS Semi Annual 5.31 12/1/19	150,000.000	177,954	163,410
	UTAH ST RECAPITALIZATION REV BUILD AMERICA REV BONDS SER.C Semi Annual 4.34 7/1/19	180,000.000	180,000	191,673
	Total Other Assets			**4,322,731**
	Total Assets			**$ 621,016,667**

**** A party-in interest as defined by ERISA**
***** Cost omitted for participant directed investments**