

# PROSPECTUS SUPPLEMENT

## **Luxottica Group S.p.A.**

*(incorporated with limited liability in the Republic of Italy)*

**€2,000,000,000**

### **Euro Medium Term Note Programme**

**unconditionally and irrevocably guaranteed by**

## **Luxottica U.S. Holdings Corp.**

*(incorporated as a corporation under the laws of the State of Delaware)*

**and**

## **Luxottica S.r.l.**

*(incorporated with limited liability in the Republic of Italy)*

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This prospectus supplement (the "**Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 10 May 2013 (the "**Base Prospectus**") and constitutes a supplement to a base prospectus for the purposes of article 16 of the Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "**Prospectus Directive**") as implemented by article 13 of Chapter I of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities, as amended (the "**Prospectus Act 2005**") and is prepared in connection with the €2,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of Luxottica Group S.p.A. (the "**Issuer**") unconditionally and irrevocably guaranteed on a joint and several basis by Luxottica U.S. Holdings Corp. and Luxottica S.r.l. (together the "**Guarantors**" and each a "**Guarantor**"). This document is supplemental to, and should be read in conjunction with, the Base Prospectus issued by the Issuer and the Guarantors. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

The Issuer accepts responsibility for all information contained in this Supplement and each of the Guarantors accepts responsibility for the information relating to itself contained in this Supplement. To the best of the knowledge of the Issuer and in respect of the information relating to itself only, each of the Guarantors (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared for the purposes of incorporating by reference in the Base Prospectus the unaudited consolidated interim report of the Issuer for the six months ended 30 June 2013 (the "**Unaudited Consolidated Interim Report**"). Copies of the Base Prospectus, this Supplement and the document incorporated by reference can be obtained from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in Luxembourg and from the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu).

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (i) any statement in this Supplement including any statement incorporated by reference into the Base Prospectus by this Supplement and (ii) any other statement in or incorporated by reference into the Base Prospectus, the statements in this Supplement will prevail.

In accordance with article 13 paragraph 2 of the Prospectus Act 2005, investors who have already agreed to purchase or subscribe for securities to which the Base Prospectus relates before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the publication of this Supplement, to withdraw their acceptances, such period expiring at the close of business on 7 August 2013.

The date of this Supplement is 5 August 2013.

## DOCUMENTS INCORPORATED BY REFERENCE

*The information set out below supplements the section of the Base Prospectus entitled "Documents Incorporated by Reference" on pages 26 to 30 of the Base Prospectus.*

The information set out in the cross-reference tables below, which is contained in the following document, and the following document which has previously been published and have been filed with the CSSF shall be incorporated by reference in, and form part of, this Supplement:

- (h) the Unaudited Consolidated Interim Report including the information set out at the following pages in particular:

|                                                |                                                                          |
|------------------------------------------------|--------------------------------------------------------------------------|
| Consolidated Statement of financial position   | Section headed "Financial Statements" Page 26. (Page 29 on PDF.)         |
| Consolidated statement of income               | Section headed "Financial Statements" Page 27. (Page 30 on PDF.)         |
| Consolidated statement of comprehensive income | Section headed "Financial Statements" Page 28. (Page 31 on PDF.)         |
| Consolidated statement of changes in equity    | Section headed "Financial Statements" Page 29. (Page 32 on PDF.)         |
| Consolidated statement of cash flows           | Section headed "Financial Statements" Pages 30-31. (Pages 33-34 on PDF.) |
| Notes to the consolidated financial statements | Section headed "Financial Statements" Pages 32-57. (Pages 35-60 on PDF.) |
| Auditors' report                               | Section headed "Auditors' report" Page 64. (Page 67 on PDF.)             |

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive.