

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name KIKO USA, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 6 1 - 1 7 2 0 8 0 5

4. Debtor's address

	Principal place of business	Mailing address, if different from principal place of business
	470 Park Avenue South, 15th Fl. New York, NY 10016	

New York County
County

Location of principal assets, if different from principal place of business

5. Debtor's website (URL) https://www.kikocosmetics.com/

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

Debtor KIKO USA, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.naics.com/search/>.

4 4 6 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor _____ Relationship _____
District _____ When _____
Case number, if known _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor KIKO USA, Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Is the property insured?

- No
- Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor KIKO USA, Inc. Case number (if known) _____
Name

16. Estimated liabilities
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

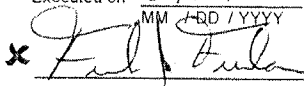
Request for Relief, Declaration, and Signatures


WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
 The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.
 I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/08/2018
MM / DD / YYYY

 Signature of authorized representative of debtor
 Title Chief Executive Officer
 Printed name Frank Furlan

18. Signature of attorney

 Signature of attorney for debtor
 Date 01-11-2018
MM / DD / YYYY

Mark Minuti
 Saul Ewing Arnstein & Lehr LLP
 1201 N. Market Street, Suite 2300
 Wilmington, DE 19801

302.421.6840 mark.minuti@saul.com
 Contact phone Email address
2659 DE
 Bar number State

And

John S. Kaplan
 Perkins Coie LLP
 1201 Third Avenue, Suite 4900
 Seattle, WA 98101

206.359.8408 jkaplan@perkinscoie.com
 Contact phone Email address
23788 WA
 Bar number State

KIKO USA, Inc.

**UNANIMOUS WRITTEN CONSENT IN LIEU OF
A SPECIAL MEETING OF THE BOARD OF DIRECTORS**

The undersigned, being all the Directors of KIKO USA, Inc., a Delaware corporation (the "**Company**"), by this instrument in lieu of a meeting of the Directors of the Company, hereby consent to the adoption of the following resolutions, pursuant to Section 141(f) of the Delaware General Corporation Law and the Bylaws of the Company:

WHEREAS, the Directors have discussed and consulted with the Company's management (the "**Management**") and financial and legal advisors (collectively, the "**Advisors**") regarding the liabilities and liquidity of the Company, strategic alternatives available to it, and the effect of the foregoing on the Company's business;

WHEREAS, the Board has determined that the appointment of Mark Samson, Managing Director of Getzler Henrich & Associates LLC, as Chief Restructuring Officer ("**CRO**") of the Company, is desirable and necessary for efficiency in its restructuring efforts and to help preserve and maximize value for the benefit of the Company, its shareholders, creditors and other parties in interest;

WHEREAS, the Directors having discussed the foregoing with the Management and the Advisors and having determined, in the judgment of Directors, that it is in the best interests of the Company, its shareholders, its creditors, and other parties in interest for the Company to file a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**").

APPROVAL OF CHAPTER 11 FILING AND PLAN

NOW, THEREFORE, IT IS:

RESOLVED, the Company hereby is authorized and empowered to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, and therefore commence a proceeding under the Bankruptcy Code (the "**Bankruptcy Case**").

RESOLVED, any of the officers or agents of the Company, including the CRO (the "**Authorized Officers**") are, and each of them individually is, authorized and empowered to execute on behalf of the Company, after consultation with any Advisor, any petitions, schedules, lists, applications, documents, declarations, statements, motions, pleadings, consents and other papers, including any proposed plan of reorganization and disclosure statement in connection with the Bankruptcy Case, and to take any and all action that they deem (or Bankruptcy Counsel advises) necessary or proper to obtain relief under the Bankruptcy Code, including, without limitation, maintain the Company's assets and any

other transaction deemed necessary or proper to protect and advance the interests of the Company.

RESOLVED, the Authorized Officers are authorized and directed, in the name of and on behalf of the Company, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials or instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur such fees and expenses as such Authorized Officers deem to be necessary, appropriate or advisable to carry out the purposes of these Resolutions and the transactions contemplated thereunder and to successfully consummate any plan, complete the Bankruptcy Case, the taking of any action to constitute conclusive evidence and the exercise of discretionary authority.

RETENTION OF PROFESSIONALS

RESOLVED, each Authorized Officer hereby is authorized and directed to engage the law firm of Perkins Coie LLP as bankruptcy and restructuring counsel to represent and assist the Company in carrying out and fulfilling its duties and obligations under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Perkins Coie LLP.

RESOLVED, each Authorized Officer hereby is authorized and directed to engage the law firm of Saul Ewing LLP as local bankruptcy and restructuring counsel to represent and assist the Company in carrying out and fulfilling its duties and obligations under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Saul Ewing LLP.

RESOLVED, Mark Samson shall be appointed as the CRO of the Company, and Getzler Henrich & Associates LLC may make additional personnel available to support the efforts of the CRO, subject to the terms of the engagement letter and approval of the Bankruptcy Court, and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Mark Samson as CRO.

RESOLVED, BMC Group shall be appointed as the claims noticing agent for the Company, , subject to the terms of the engagement letter and approval of the Bankruptcy Court, and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements,

pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of BMC Group as claims noticing agent.

RESOLVED, each Authorized Officer hereby is authorized and directed to engage any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of any other professionals as they deem necessary.

GENERAL AUTHORIZATION AND RATIFICATION

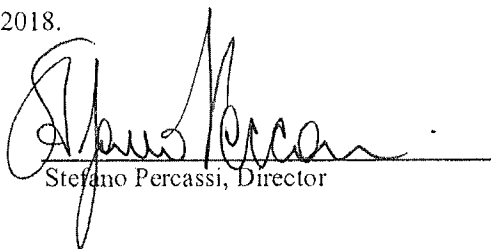
RESOLVED, that the authority provided by these resolutions is retroactive and any and all actions heretofore or hereafter taken by the Authorized Officers of the Company in connection with these resolutions are hereby in all respects confirmed, approved and ratified; the Authorized Officers of the Company, together or individually, may take any and all action and do any and all things as may be deemed by any of them to be necessary or advisable or appropriate to carry out the purposes and intent of the foregoing resolutions; and the taking of any and all such action and the performance of any and all such things by any of them in connection with the foregoing shall conclusively establish such officer's authority therefor from the Company and the approval and ratification therefor by the Company.

[signature page follows]

Handwritten signatures in black ink, appearing to be initials or names, located in the bottom right corner of the page.

The actions taken by this consent shall have the same force and effect as if taken by the undersigned at the annual meeting of the Board of Directors of the Company duly called and constituted pursuant to the Bylaws of the Company and the laws of the State of Delaware. Each of the undersigned hereby waives any notice required by law with respect to this consent or the actions taken hereby. This consent may be executed in counterparts.

Dated and effective as of January 8, 2018.



Stefano Percassi, Director

Frank Furlan, Director

Davide Cravero, Director

The actions taken by this consent shall have the same force and effect as if taken by the undersigned at the annual meeting of the Board of Directors of the Company duly called and constituted pursuant to the Bylaws of the Company and the laws of the State of Delaware. Each of the undersigned hereby waives any notice required by law with respect to this consent or the actions taken hereby. This consent may be executed in counterparts.

Dated and effective as of January 8, 2018.

Stefano Percassi, Director



Frank Furlan, Director



Davide Cravero, Director

[Signature Page-Unanimous Written Consent -Kiko USA, Inc.]

Fill in this information to identify the case:

Debtor name KIKO USA, Inc.

United States Bankruptcy Court for the: District of Delaware AAAAAAAA

Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Michilli Inc. 160 Varick Street, Suite 1101 New York, NY 10013	Evelyn Florio 646.613.9300 eflorio@michilliinc.com	Fixed Assets			285,000.00	
2	Contract S.r.l. Via G. Toniolo 20A Pero di Breda di Piave Treviso 31030 Italy	Valentina Pozzebon +39 0422 600172 valentina.pozzebon@contractsrl.com	Fixed Assets			231,702.72	
3	Onsite Media Solutions PO Box 682675 Park City, UT 84068	Keith Krayanek 435.214.0305 keith@onsitemedia.com	Fixed Assets			120,129.69	
4	Westfield World Trade Center Attn Legal Dept. 2049 Century Park East 41st Floor Los Angeles, CA 90067	Debra Yindra 310.689.2636 dyindra@westfield.com	Lease	Disputed		68,534.40	
5	Valerio Architects Inc. 5858 Wilshire Blvd, Suite 200 Los Angeles, CA 90036	Merlyn Estrada 323.954.8996 x 130 mestrada@valerioinc.com	Fixed Assets			52,625.96	
6	WIT Logistics LLC 70 East Sunrise Hwy, Suite 611 Valley Stream, NY 11581	Giorgio Laccona, COO 516.568.2080 glaccona@walkerscm.com	Other			52,124.75	
7	Fashion Show Mall LLC c/o Fashion Show 110 N. Wacker Dr. Chicago, IL 60606	Felicia D. Ojo 312.960.2656 felicia.ojo@ggpp.com	Lease			29,462.33	
8	IGuzzini Lighting USA, Ltd. 60 Madison Ave, 2nd floor New York, NY 10010	800.263.1339 AR@sistemalux.com	Fixed Assets			26,086.85	

Debtor KIKO USA, Inc.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Global Facility Management 525 Broadhollow Road Melville, NY 11747	Valerie Maccone 631.617.6500 x363 Valerie.Maccone@gfm247.com	Other			24,642.54	
10	Openmind Via Guisepppe Ferrari 39 Monza 20900 Italy	+39 02 320626320 amministrazione@openmindonline.it	Fixed Assets			18,400.00	
11	Cluster Reply S.r.l. Via Cardinal Massaia, 75 Tornio 10147 Italy	+39 011 29100 creditmanagement@reply.it	Fixed Assets			16,650.00	
12	W.B. Mason 59 Centre St Brockton, MA 02301	Lisa Fiore 888.926.2766	Other			15,540.45	
13	GGP Staten Island c/o Staten Island Mall - Phase I Attn Law/Lease Admin. 110 N. Wacker Dr. Chicago, IL 60606	Joseph M. Vitale 312.960.2563 joseph.vitale@ggp.com	Lease			15,365.65	
14	Plaza internacional Puerto Rico P O Box 674797 Detroit, MI 48267-4797	Janice Sanders 248.258.7562 jsanders@taubman.com	Lease			15,322.89	
15	Retail Next, Inc. 60 S. Market St, 10th floor San Jose, CA 95113	Tracy Parraz 408.816.1848 invoices@retailnext.net	Fixed Assets			14,525.74	
16	Sandy Alexander, Inc. 200 Entin Road Clifton, NJ 07014	Annette Singh 973.470.8100	Other			12,096.39	
17	GGP- Providence Centers, LLP c/o Providence Place Attn Law/Lease Admin. 110 N. Wacker Dr. Chicago, IL 60606	Sarah J McCain 312.960.2951 sarah.mccain@ggp.com	Lease			11,179.49	
18	Permasteelisa North America 123 Day Hill Road Windsor, CT 06095	Leanne St. Georges 860.602.1010 l.stgeorges@permasteelisagroup.com	Fixed Assets			10,056.20	
19	Mirage Granito Ceramico S.p.A Via Giardini Nord, 225 Montecuccolo 41026 Italy	+39 0536 29611	Fixed Assets			9,194.58	
20	Ruchelman P.L.L.C. 150 E. 58th Street, 22nd Fl. New York, NY 10155	Stanley Ruchelman 212.755.3333 ruchelman@ruchelaw.com	Professional			9,000.00	

UNITED STATES BANKRUPTCY COURT

District of Delaware

Debtor KIKO USA, Inc.
Name

Case number (if known) _____

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Fed. R. Bank. P. 1007(a)(3) for filing in this chapter 11 case.

<u>Name and last known address or place of business of holder</u>	<u>Security Class</u>	<u>Number of Shares</u>	<u>Percent of Ownership</u>	<u>Kind of Interest</u>
Kiko S.p.A. Via Paleocapa Bergamo 24010 Italy	Equity Holder		100%	Ownership

LIST OF EQUITY SECURITY HOLDERS

UNITED STATES BANKRUPTCY COURT

District of Delaware

Debtor KIKO USA, Inc.
Name _____

Case number (if known) _____

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are the corporations, other than a governmental entity, that directly or indirectly own 10% or more of any class of the Debtor's equity interests.

<u>Name and last known address or place of business of holder</u>	<u>Number of Shares or Securities</u>
Kiko S.p.A. Via Paleocapa Bergamo 24010 Italy	100%

CORPORATE OWNERSHIP STATEMENT

Fill in this information to identify the case and this filing:

Debtor Name KIKO USA, Inc.
 United States Bankruptcy Court for the: District of Delaware
 Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement; List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/11/2018
 MM / DD / YYYY

x Frank Furlan
 Signature of individual signing on behalf of debtor

Frank Furlan
 Printed name

Chief Executive Officer
 Position or relationship to debtor