

Amazon.com, Inc. (AMZN)

Mixed Q1; Investors Should Focus on Strong Demand Growth in Prime, FBA, and AWS

INVESTMENT HIGHLIGHTS: Amazon reported mixed 2Q17 results with revenue above and operating income below expectations. While the miss on operating income is disappointing, we believe this creates a buying opportunity. We believe the company's underlying fundamentals remained intact with continued strong demand for Prime, FBA, and AWS. Both 1P and 3P revenue, as well as total paid units accelerated during the quarter, driven by continued momentum in Prime membership as retail subscription revenue accelerated. We believe FBA program continued to gain traction both domestically and internationally. AWS continued to grow over 40% y/y. We believe the company's ongoing heavy investments in fulfillment capacity, video content, and AWS are to match with its substantial growth rates, and should not be viewed negatively.

- Amazon reported 2Q17 revenue of \$38.0B, representing 25% y/y growth or 26% y/y ex-FX, above consensus of \$37.2B. N. America revenue was \$22.4B, above consensus of \$21.7B, representing growth of 27% y/y ex-FX, an acceleration from 23% ex-FX in 1Q17. International revenue was \$11.5B, up 22% y/y ex-FX, in-line with consensus. AWS continued to ramp with revenue growing 42% y/y to \$4.1B in Q2, also in-line with consensus. Overall, we estimate Q2 GMV to be \$79.7B, increasing 30% y/y. GAAP operating income was \$628M in 2Q17, below consensus of \$1.1B, primarily driven by step-up in investments in fulfillment, video content, and AWS infrastructure, as well as increased sales force related to AWS and Advertising.
- In terms of revenue mix, retail subscription revenue totaled \$2.2B, up 53% y/y ex-FX, indicating continued growth momentum in Prime membership. According to latest estimate from Consumer Intelligence Research Partners (CIRP), U.S. Prime members reached 85M in 2Q17 and 28% of U.S. Prime members are monthly subscribers. We estimate global Prime members to be over 100M, taking into account monthly subscribers and lower international pricing.
- In Q2, third-party (3P) retail revenue continued to outpace growth of first-party (1P) revenue, up 40% y/y ex-FX, compared to 18% y/y ex-FX for 1P. Both 1P and 3P revenue accelerated q/q with particular strength in U.S. 3P units grew 32% y/y and 3P units now represents 51% of total paid units, up from 49% in 2Q16. We believe FBA program continued to gain traction both domestically and internationally. Management mentioned that Amazon fulfilled units increased nearly 40% y/y while fulfillment center square footage increased by 30% y/y. We believe company should continue increasing its fulfillment capacity to match with its FBA demand and expect ongoing heavy investment in Q3 ahead of the holiday season.

	FY 12/31/2016	FY 12/31/2017		FY 12/31/2	018	
	Actual	Old	New	Old	New	
Rev. (MM)	135,987.0A	167,439.6E	168,851.5E	203,860.3E	206,857.9E	
Growth	27.1%	23.1%	24.2%	21.8%	22.5%	
EPS: 1Q	1.07A	1.48A	1.48A	2.32E	1.68E	
EPS: 2Q	1.77A	1.35E	0.40A	3.11E	2.01E	
EPS: 3Q	0.53A	1.59E	(0.11)E	2.71E	1.66E	
EPS: 4Q	<u>1.54A</u>	<u>2.95E</u>	<u>2.08E</u>	<u>4.64E</u>	<u>4.09E</u>	
EPS: Year	4.92A	7.37E	3.85E	12.78E	9.45E	
Growth	293.6%	49.8%	(21.7)%	73.4%	145.5%	

ESTIMATE CHANGE

Stock Rating
BUY
Unchanged
Price Target
\$1,150.00

Internet & Digital Media

Kerry Rice (415) 262-4890 krice@needhamco.com

Jinjin Qian, CFA (415) 262-4869 jqian@needhamco.com

Stock Price Performance



Market Data	
Price (07/27/2017)	\$1,046.00
52-Week Range	\$1,083.31 - \$710.10
Shares Outstanding	477.98
Market Cap (MM)	\$499,962.4
Avg. Daily Volume	3,756,136.0
Total Debt/Cap.	51.42%

Needham & Company, LLC July 28, 2017

■ GAAP operating income margin was 1.7% for 2Q17, decreasing 250 bps y/y from 4.2% in 2Q16. Apart from continued investments in fulfillment capacity, video content, and AWS, the lower margin this quarter was also driven by a step-up in headcount which grew 42% y/y and 51% y/y growth stock compensation. Growth in hiring for AWS and Advertising exceeded overall company growth, in areas including software engineers and sales. Management expects seasonally low operating income for Q3, as the company brings ~80% of this year's fulfillment square footage online, and as it steps up its video spend both y/y and q/q.

- AWS continued to exhibit strong growth in 2Q17, increasing 42% y/y to reach revenue of \$4.1B, despite relatively recent price reductions Operating margin for AWS was 22.3%, down q/q from 24.3% due to new price cuts during the quarter. AWS margin was also impacted by 71% increase in capital leases as it stepped up its infrastructure investment to match large usage growth and geo expansion. The company also increased its marketing expense due to sales hiring. In the long run, however, we believe AWS margin should continue to trend upwards given increasing utilization and operational efficiency.
- Amazon guided 3Q17 revenue of \$39.25-41.75B, which represents growth of 20-28% y/y, with the midpoint above consensus of \$40.0B. GAAP operating income guidance for 3Q17 was (\$400)-300M, below consensus of \$931M. We believe guidance could prove conservative given strong Prime, 3P, and AWS growth, as well as strong performance of Amazon Prime Day in July.

Figure 1 Actual versus estimated 2Q17 results

2Q17A							
	Guidance	Actual	Needham Estimates	Beat / (Miss)	Consensus		
Total Revenue Y/Y Growth	\$35.25-37.75B	\$37,955 25%	\$37,404 23%	2%	\$37,203 22%		
Gross Profit Gross Margin		\$14,516 38%	\$14,513 39%	3%	\$14,162 38%		
Unit Growth		27%	21%	4 pts	23%		
GAAP Operating Income Non-GAAP Operating Income	\$425-1,075M	\$628 \$1,852	\$1,078 \$2,169	-42% -13%	\$1,074 \$2,119		
GAAP EPS		\$0.40	\$1.35	-72%	\$1.41		

Source: Company reports, FactSet Consensus, Needham & Company, LLC

Figure 2 Estimate Revisions

	3Q17E			
	Guidance	New Needham	Old Needham	Old Consensus
Total Revenue Y/Y Growth	\$39.25-41.75B	\$40,775 25%	\$40,352 23%	\$39,975 22%
Gross Profit Gross Margin		\$14,924 37%	\$14,930 37%	\$14,631 37%
Unit Growth		23%	21%	23%
GAAP Operating Income Non-GAAP Operating Income	(\$400)-300M	(\$50) \$1,240	\$1,284 \$2,266	\$931 \$1,866
GAAP EPS		(\$0.11)	\$1.59	\$1.11

	2017E	
New	Old	Old
Needham	Needham	Consensus
\$168,851	\$167,440	\$166,528
24%	23%	22%
\$61,982	\$62,019	\$60,821
37%	37%	37%
24%	22%	23%
\$3,183	\$5,700	\$5,031
\$8,013	\$9,463	\$8,884
\$3.85	\$7.37	\$6.67

	2018E	
New	Old	Old
Needham	Needham	Consensus
\$206,858	\$203,860	\$202,795
23%	22%	20%
\$77,835	\$76,496	\$76,399
38%	38%	38%
22%	20%	22%
\$7,391	\$10,213	\$8,428
\$13,768	\$14,759	\$13,394
\$9.45	\$12.78	\$11.38

Source: Company reports, FactSet Consensus, Needham & Company, LLC

Amazon.com, Inc. Page 2 of 7

July 28, 2017 Needham & Company, LLC

Figure 3 Projected Quarterly Income Statement

Amazon.com Quarterly Income Statement (in millions, except per share data and ratios)

		201			_	201			-	201		
	Mar-16 Q1:16A	Jun-16 Q2:16A	Sep-16 Q3:16A	Dec-16 Q4:16A	Mar-17 Q1:17A	Jun-17 Q2:17A	Sep-17 Q3:17E	Dec-17 Q4:17E	Mar-18 Q1:18E	Jun-18 Q2:18E	Sep-18 Q3:18E	Dec-1 Q4:18
Total Revenue	29,128	30,404	32,714	43,741	35,714	37,955	40,775	54,407	44,407	46,787	49,807	65,8
Cost of Revenue	18,866	19,180	21,253	28,949	22,432	23,439	25,852	35,147	27,754	28,400	31,050	41,8
Gross Profit (Loss)	10,262	11,224	11,461	14,792	13,282	14,516	14,924	19,260	16,652	18,387	18,757	24,
Gross Margin	35.2%	36.9%	35.0%	33.8%	37.2%	38.2%	36.6%	35.4%	37.5%	39.3%	37.7%	,
Operating Expenses:												
Fulfillment	3,571	3,692	4,170	5,529	4,534	4,897	5,448	7,073	5,595	5,942	6,226	8,
Marketing	1,380	1,466	1,653	2,411	1,826	2,096	2,243	2,884	2,220	2,480	2,490	3
Technology and content General and administrative	3,209	3,461	3,701	4,052	4,372	4,916	5,219	5,461	5,373	5,989	6,226	6
Stock-based compensation	442 544	497 768	554 769	624 887	709 792	755 1,158	775 1,223	762 1,415	844 1,243	842 1,497	847 1,594	1 1
Other operating expense, net	45	55	32	34	44	1,156	66	66	66	66	1,594	'
Total Operating Expenses	9,191	9,939	10,879	13,537	12,277	13,888	14,973	17,660	15,342	16,816	17,449	20
Operating Income (GAAP)	1,071	1,285	582	1,255	1,005	628	(50)	1,600	1,311	1,572	1,309	3
Consolidated Segment Operating Income (CSOI)	1,660	2,108	1,390	2,176	1,841	1,852	1,240	3,081	2,620	3,135	2,968	5
CSOI Margin	5.7%	6.9%	4.2%	5.0%	5.2%	4.9%	3.0%	5.7%	5.9%	6.7%	6.0%	
Interest income	21	24	26	30	39	44	30	23	51	44	36	
Interest expense	(117)	(116)	(118)	(133)	(139)	(143)	(169)	(173)	(213)	(213)	(213)	(
Other income (expense), net	81	(14)	8	14	48	137	137	137	137	137	137	
Total Non-operating income (expense)	(15)	(106)	(84)	(89)	(52)	38	(2)	(13)	(25)	(32)	(40)	
Income before provision for income taxes	1,056.0	1,179.0	498.0	1,166.0	953.0	666.0	(51.5)	1,587.3	1,285.4	1,539.7	1,268.8	3,1
Income tax expense (benefit) Equity-method investment activity, net of tax	475.0 (68.0)	307.0 (15.0)	229.0 (10.0)	414.0 (3.0)	229.0 0.0	467.0 (2.0)	0.0 (2.0)	555.6 (2.0)	449.9 (2.0)	538.9 (2.0)	444.1 (2.0)	1,0
Reported GAAP Net Income	513.0	857.0	259.0	749.0	724.0	197.0	(E2 E)	1,029.8	833.5	998.8	822.7	2,0
Pro Forma Net Income	904.0	1,480.7	705.4	1,346.0	1,359.1	564.7	(53.5) 1,237.8	1,994.1	1,686.6	2,016.9	1,903.6	3,2
Panastad CAAD EDS	64.07	¢4 77	£0.52	64.54	£1.40	£0.40	(\$0.44)	£2.00	64.60	£2.04	£4.66	•
Reported GAAP EPS Pro Forma EPS	\$1.07 \$1.88	\$1.77 \$3.07	\$0.53 \$1.45	\$1.54 \$2.77	\$1.48 \$2.77	\$0.40 \$1.15	(\$0.11) \$2.51	\$2.08 \$4.04	\$1.68 \$3.41	\$2.01 \$4.07	\$1.66 \$3.83	\$
	-						•					
Basic shares outstanding Diluted shares outstanding	471.0 481.0	473.0 483.0	474.0 485.0	476.0 486.0	477.0 490.0	479.0 492.0	480.0 493.0	481.0 494.0	482.0 495.0	483.0 496.0	484.0 497.0	4
EBITDA												
Depreciation and Amortization	1,827	1,909	2,084	2,297	2435.0	2633.0	2781.2	2771.4	2934.0	2884.4	2900.3	29:
Adjusted EBITDA	2898.0	3194.0	2666.0	3552.0	3440.0	3261.0	2731.5	4371.4	4244.6	4455.9	4208.9	61:
Adjusted EBITDA Margin	9.9%	10.5%	8.1%	8.1%	9.6%	8.6%	6.7%	8.0%	9.6%	9.5%	8.5%	9
MARGIN ANALYSIS												
Gross margin	35.2%	36.9%	35.0%	33.8%	37.2%	38.2%	36.6%	35.4%	37.5%	39.3%	37.7%	3
Fulfillment	12.3%	12.1%	12.7%	12.6%	12.7%	12.9%	13.4%	13.0%	12.6%	12.7%	12.5%	1:
Marketing	4.7%	4.8%	5.1%	5.5%	5.1%	5.5%	5.5%	5.3%	5.0%	5.3%	5.0%	
Technology and content	11.0%	11.4%	11.3%	9.3%	12.2%	13.0%	12.8%	10.0%	12.1%	12.8%	12.5%	1
General and administrative	1.5%	1.6%	1.7%	1.4%	2.0%	2.0%	1.9%	1.4%	1.9%	1.8%	1.7%	
Operating margin	3.7% 45.0%	4.2%	1.8% 46.0%	2.9%	2.8% 24.0%	1.7% 70.1%	-0.1% 0.0%	2.9% 35.0%	3.0% 35.0%	3.4% 35.0%	2.6% 35.0%	2
Tax rate Pro forma net margin	3.1%	26.0% 4.9%	2.2%	35.5% 3.1%	3.8%	1.5%	3.0%	35.0%	3.8%	4.3%	3.8%	3
<u>- </u>	0.170	4.570	2.270	0.170	0.070	1.070	0.070	0.1 70	0.070	4.070	0.070	
/EAR OVER YEAR GROWTH Revenues	28.2%	31.1%	29.0%	22.4%	22.6%	24.8%	24.6%	24.4%	24.3%	23.3%	22.1%	2
Gross profit	40.2%	39.9%	33.2%	29.7%	29.4%	29.3%	30.2%	30.2%	25.4%	26.7%	25.7%	2
Fulfillment	33.8%	34.5%	34.2%	25.4%	27.0%	32.6%	30.6%	27.9%	23.4%	21.3%	14.3%	1
Marketing	31.7%	33.3%	35.9%	42.0%	32.3%	43.0%	35.7%	19.6%	21.6%	18.3%	11.0%	1
echnology and content	27.3%	28.1%	28.2%	26.3%	36.2%	42.0%	41.0%	34.8%	22.9%	21.8%	19.3%	2
General and administrative	16.9%	22.7%	39.2%	82.5%	60.4%	51.9%	39.8%	22.1%	19.0%	11.5%	9.3%	3
Operating income	320.0%	176.9%	43.3%	13.3%	-6.2%	-51.1%	-108.5%	27.5%	30.4%	150.2%	-2733.7%	10
Pro forma net income	-180.4%	473.8%	142.9%	64.8%	50.4%	-61.9%	75.5%	48.2%	24.1%	257.1%	53.8%	6
QUARTER OVER QUARTER GROWTH												
Revenues	-18.5%	4.4%	7.6%	33.7%	-18.4%	6.3%	7.4%	33.4%	-18.4%	5.4%	6.5%	3
	-10.0%	9.4%	2.1%	29.1%	-10.2%	9.3%	2.8%	29.1%	-13.5%	10.4%	2.0%	2
Gross profit		3.4%	12.9%	32.6%	-18.0%	8.0%	11.2%	29.8%	-20.9%	6.2%	4.8%	3
Gross profit Fulfillment	-19.0%				24 20/	14.8%	7.0%	28.6%	-23.0%	11.7%	0.4%	2
Gross profit Fulfillment Marketing	-18.7%	6.2%	12.8%	45.9%	-24.3%							
Gross profit 'ulfillment Marketing Technology and content	-18.7% 0.1%	6.2% 7.9%	6.9%	9.5%	7.9%	12.4%	6.2%	4.6%	-1.6%	11.5%	4.0%	
Gross profit Fulfillment Warketing Technology and content General and administrative	-18.7% 0.1% 29.2%	6.2% 7.9% 12.4%	6.9% 11.5%	9.5% 12.6%	7.9% 13.6%	12.4% 6.5%	6.2% 2.6%	4.6% -1.7%	-1.6% 10.8%	11.5% -0.2%	4.0% 0.5%	2
Revenues Gross profit Fulfillment Varketing Technology and content General and administrative Operating income Pro forma net income	-18.7% 0.1%	6.2% 7.9%	6.9%	9.5%	7.9%	12.4%	6.2%	4.6%	-1.6%	11.5%	4.0%	2 14 7

Amazon.com, Inc. Page 3 of 7 Needham & Company, LLC

July 28, 2017

Figure 4 Projected Annual Income Statement

	2015A	2016A	2017E	2018E
Total Revenue	107,007.0	135,987.0	168,851.5	206,857.9
Cost of Revenue	71,651.0	88,248.0	106,869.6	129,022.9
Gross Profit (Loss)	35,356.0	47,739.0	61,981.9	77,835.0
Operating Expenses:				
Fulfillment	12,930.0	16,962.0	21,951.5	25,889.8
Marketing	5,062.0	6,910.0	9,048.2	10,417.4
Technology and content	11,317.0	14,423.0 2,117.0	19,968.6	24,173.5
General and administrative Stock-based compensation	1,523.0 2,120.0	2,117.0	3,000.4 4,587.8	3,586.3 6,112.5
Amortization of other intangibles	171.0		242.0	264.0
Restructuring-related and other	-	-	-	-
Total Operating Expenses	33,123.0	43,546.0	58,798.6	70,443.7
Operating Income (GAAP)	2,233.0	4,193.0	3,183.3	7,391.3
Consolidated Segment Operating Income (CSOI)	4,524.0	7,327.0	8,013.1	13,767.9
Interest income	7 40.0	104.0	400.4	1E0 F
Interest income	49.0 (460.0)	101.0	136.4	159.5
Interest expense Other income (expense), net	(254.0)	(484.0) 89.0	(623.8) 459.0	(867.3) 548.0
Remeasurements and Other	- (201.0)		-	-
Total Non-operating income (expense)	(665.0)	(294.0)	(28.4)	(159.8)
Income before provision for income taxes	1,568.0	3,899.0	3,154.8	7,231.6
Income tax expense (benefit)	951.0	1,425.0	1,251.6	2,531.0
Equity-method investment activity, net of tax	(21.0)	(96.0)	(6.0)	(8.0)
Reported GAAP Net Income	596.0	2,378.0	1,897.3	4,692.5
Pro Forma Net Income	241.6	4,436.1	5,155.7	8,169.0
Reported GAAP EPS	\$ 1.25	\$ 4.92	\$ 3.85	\$ 9.45
Pro Forma EPS	\$ 0.51	\$ 9.17	\$ 10.47	\$ 16.45
Basic shares outstanding	467.5	473.5	479.3	483.5
Diluted shares outstanding	475.3	483.8	492.3	496.5
EBITDA				
Depreciation and Amortization	6,281.0	8,117.0	10,620.6	11,645.8
Adjusted EBITDA	8,514.0	12,310.0	13,803.9	19,037.2
Adjusted EBITDA Margin	8.0%	9.1%	8.2%	9.2%
MARGIN ANALYSIS Gross margin	33.0%	35.1%	36.7%	37.6%
Fulfillment	33.0% 12.1%	35.1% 12.5%	13.0%	37.6% 12.5%
Marketing	4.7%	5.1%	5.4%	5.0%
Technology and content	10.6%	10.6%	11.8%	11.7%
General and administrative	1.4%	1.6%	1.8%	1.7%
Operating margin	2.1%	3.1%	1.9%	3.6%
Tax rate	60.7%	36.5%	39.7%	35.0%
Pro forma net margin	0.2%	3.3%	3.1%	3.9%
YEAR OVER YEAR GROWTH				
	20.2%	27.1%	24.2%	22.5%
Revenues		35.0%	29.8%	25.6%
Revenues Gross profit	34.8%		00.407	47 001
Revenues Gross profit Fulfillment	24.4%	31.2%	29.4%	17.9%
Revenues Gross profit Fulfillment Marketing	24.4% 20.3%	31.2% 36.5%	30.9%	15.1%
Revenues Gross profit Fulfillment Marketing Technology and content	24.4% 20.3% 33.6%	31.2% 36.5% 27.4%	30.9% 38.4%	15.1% 21.1%
Revenues Gross profit Fulfillment Marketing	24.4% 20.3%	31.2% 36.5%	30.9%	15.1%

Amazon.com, Inc. Page 4 of 7

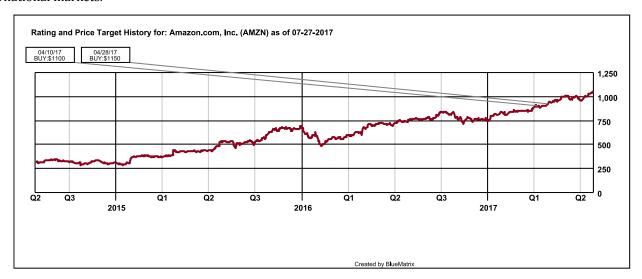


Valuation (Price Target: \$1,150.00)

• Our price target of \$1,150 is based on the sum-of-the-parts analysis, which evaluates North America and International segments using EV/Revenue multiple, and AWS segment using EV/EBITDA multiple. Our price target is also below 7.9x FY18 Sales multiple of its large-cap peers.

Risks to Target

Risks to attaining our share price target include, but are not limited to: 1) a decline in discretionary consumer spending, 2) slow adoption of Prime membership internationally, 3) increased e-commerce competition both domestically and internationally, 4) slowdown of revenue and operating margin growth of AWS due to competition and continued pricing cuts, 5) lack of traction in new products, such as groceries and home services, and 6) potential regulatory changes and uncertainties particularly in international markets.



Amazon.com, Inc. Page 5 of 7



ANALYST CERTIFICATION

I, Kerry Rice hereby certify that the views expressed in this research report accurately reflect my personal views about the subject company (ies) and its (their) securities. I, also certify that I, have not been, and will not be receiving direct or indirect compensation in exchange for expressing the specific recommendation(s) in this report.

RATINGS DISTRIBUTIONS FOR NEEDHAM & COMPANY, LLC

	% of companies under coverage with this rating	% for which investment banking services have been provided for in the past 12 months
Strong Buy	8	27
Buy	65	15
Hold	25	6
Underperform	1	0
Rating Suspended	<1	0
Restricted	<1	0

Needham & Company, LLC employs a rating system based on the following:

Strong Buy: A security, which at the time the rating is instituted, we expect to outperform the average total return of the broader market as well as the securities in the analyst's coverage universe over the next 12 months.

Buy: A security, which at the time the rating is instituted, we expect to outperform the average total return of the broader market over the next 12 months.

<u>Hold:</u> A security, which at the time the rating is instituted, we expect to perform approximately in line with the average total return of the broader market over the next 12 months.

Underperform: A security, which at the time the rating is instituted, we expect to underperform the average total return of the broader market over the next 12 months.

Rating Suspended: We have suspended the rating and/or price target, if any, for this security, because there is not a sufficient fundamental basis for determining a rating or price target. The previous rating and price target, if any, are no longer in effect and should not be relied upon. This rating also includes the previous designation of "Under Review".

<u>Restricted:</u> Needham & Company, LLC policy and/or applicable law and regulations preclude certain types of communications, including an investment recommendation, during the course of Needham & Company, LLC's engagement in an investment banking transaction and in certain other circumstances.

For disclosure purposes, in accordance with FINRA requirements, please note that our Strong Buy and Buy ratings most closely correspond to a "Buy" recommendation. When combined, 73% of companies under coverage would have a "Buy" rating and 17% have had investment banking services provided within the past 12 months. Hold ratings mostly correspond to a "Hold/Neutral" recommendation; while our Underperform rating closely corresponds to the "Sell" recommendation required by the FINRA.

Our rating system attempts to incorporate industry, company and/or overall market risk and volatility. Consequently, at any given point in time, our investment rating on a security and its implied price appreciation may not correspond to the stated 12-month price target. For valuation methods used to determine our price targets and risks related to our price targets, please contact your Needham & Company, LLC salesperson for a copy of the most recent research report.

Price charts and rating histories for companies under coverage and discussed in this report are available at http://www.needhamco.com/. You may also request this information by writing to: Needham & Company, LLC, Attn: Compliance/Research, 445 Park Ave., 3rd Floor, New York, NY 10022

By issuing this research report, each Needham & Company, LLC analyst and associate whose name appears within this report hereby certifies that (i) the recommendations and opinions expressed in the research report accurately reflect the research analyst's and associate's personal views about any and all of the subject securities or issuers discussed herein and (ii) no part of the research analyst's or associate's compensation was, is or will be directly or indirectly related to the specific recommendations or views expressed by the research analyst or associate in the research report.

Disclosures

The research analyst and research associate have received compensation based upon various factors, including quality of research, investor client feedback, and the Firm's overall revenues, which includes investment banking revenues for the following: Amazon.com, Inc.

The Firm, at the time of publication, makes a market in the subject company Amazon.com, Inc. .

Equity Options Disclosure

Any Equity Options or Technical Strategy Opinions ("Opinions") contained within this report was prepared by the Equity Options Sales and Trading Desk of Needham & Company, LLC ("Needham" or the "Firm") for distribution to Needham's clients. This Opinion consists of market information and general market commentary only. It is not intended to be an analysis of any security or to provide any information sufficient upon which to base an investment decision.

THIS EQUITY OPTIONS OR TECHNICAL STRATEGY OPINION IS NOT A PRODUCT OF NEEDHAM'S RESEARCH DEPARTMENT AND IS NOT A RESEARCH REPORT. Unless otherwise specifically stated, the information and commentary expressed herein are solely those of the author and may differ from the information, views and analysis expressed by Needham's Research Department or other departments of the Firm or its affiliates.

Needham and its affiliates may have positions (long or short), effect transactions or make a market in the securities or financial instruments referenced in this Opinion. Needham or its affiliates may engage in securities transactions that are not consistent with the information and commentary expressed in this Opinion. Needham may have provided investment banking or other services to the issuers mentioned herein and may solicit such services in the future.

If this Opinion includes extracts or summary material derived from research reports produced by Needham's Research Department, you are directed to the most recent research report for further details, including analyst certifications and other important disclosures. Copies of such reports may be obtained from your Needham sales representative or at www.needhamco.com

This material is provided for informational purposes only and is not intended as a recommendation or an offer or solicitation for the purchase or sale of any security or financial instrument. Any investment decision by you should be based on your specific investment objectives and financial situation. Please contact your Needham sales representative for specific guidance.

The information contained in this Opinion has been obtained from or is based upon sources believed to be reliable, but neither Needham nor the author makes any representation or warranty as to its accuracy or completeness. The information contained in this Opinion is as of the date specified herein. Needham does not undertake Amazon.com. Inc.

Page 6 of 7



any obligation to monitor or update the information. Past performance is not indicative of future results and no representation or warranty, express or implied, is made with respect to future performance. Needham disclaims all liability for any loss that may arise (whether direct or consequential) from any use of the information contained in this Opinion.

Structured securities, options, futures and other derivatives are complex instruments, may involve a high degree of risk, and may be appropriate investments only for sophisticated investors who are capable of understanding and assuming the risks involved. Because of the importance of tax considerations to many options transactions, any investor considering the purchase or sale of any options contract should consult with his or her tax advisor as to how taxes affect the outcome of contemplated transactions. Needham and its affiliates do not provide tax advice.

OPTIONS ARE NOT SUITABLE FOR ALL INVESTORS. For further information on the risks associated therewith, please consult the Options Clearing Corporation's options risk disclosure document available at the following web address: http://www.optionsclearing.com/about/publications/character-risks.jsp

Clients should call the Equity Options Sales and Trading Desk (212-705-0369) for additional information.

Additional Disclosures for Israeli Clients

All information presented in this document is, unless otherwise specified, under copyright of Needham & Company, LLC ("Needham"). No part of this publication may be copied or redistributed to other persons or companies without the prior written consent of Needham. These reports have been prepared by Needham and distributed by Clal Finance Batucha Brokerage, Ltd. ("Clal"), which accepts sole responsibility for its content subject to the terms set forth below.

Neither Clal or its affiliates (and any director, officer or employee thereof) nor Needham is liable for any incomplete or improper transmission of these reports or for any delay in transmission. Any unauthorized use, disclosure, copying, distribution, or taking of any action in reliance on these reports is strictly prohibited. The views and expressions in the reports are expressions of opinion and are given in good faith, but are subject to change without notice. These reports may not be reproduced in whole or in part or passed to third parties without permission. Clal or its affiliates (and any director, officer or employee thereof) and Needham do not guarantee their accuracy or completeness, and neither Clal or its affiliates (and any director, officer or employee thereof) nor Needham shall be liable in respect of any errors or omissions or for any losses or consequential losses arising from such errors or omissions.

Neither the information contained in these reports nor any opinion expressed constitutes an offer, or an invitation to make an offer, to buy or sell any securities or any options, futures or other derivatives related to such securities ("related investments"). Clal or its affiliates (and any director, officer or employee thereof) and Needham may trade for their own accounts as odd-lot dealer, market maker, block positioner, specialist and/or arbitrageur in any securities of the issuer or in related investments, and may be on the opposite side of public orders. Clal or its affiliates (and any director, officer or employee thereof) and/or Needham may have a long or short position in any securities of the issuer or in related investments. Clal or its affiliates (and any director, officer or employee thereof) and/or Needham may from time to time perform investment banking or other services for, or solicit investment banking or other business from, any entity mentioned in these reports.

These reports are prepared in general for the Israeli clients of Clal who are qualified institutional customers as defined by reference to the First Schedule to the Securities Law, 1968, of the State of Israel. They do not have regard to the specific investment objectives, financial situation and the particular needs of any specific person who may receive any of these reports. Investors should seek financial advice regarding the appropriateness of investing in any securities or investment strategies discussed or recommended in these reports and should understand that statements regarding future prospects may not be realized. Investors should note that income from such securities, if any, may fluctuate and that each security's price or value may rise or fall. Accordingly, investors may receive back less than originally invested. Past performance is not necessarily an indication of future performance.

Foreign currency rates of exchange may adversely affect the value, price or income of any security or related investment mentioned in these reports. In addition, investors in securities such as ADRs, whose value are influenced by the currency of the underlying security, effectively assume currency risk. Unless agreed in writing with Clal, this research is intended solely for use internally by the recipient.

Needham is not an authorized broker, dealer or investment adviser outside the United States. The research does not constitute an offer to provide financial services to anyone outside the United States. Any investor in Israel wishing to buy or sell the securities mentioned in this report should do so through Clal.

Neither Needham, the research analyst nor anyone else acting on behalf of Needham is an Israeli investment advisor, investment marketer or portfolio licensed under the Israeli Regulation of Investment Advice, Investment Marketing and Investment Portfolio Management law, 1995. Accordingly, Needham does not maintain the insurance specifically required of a licensee in accordance with such law.

This report is for informational purposes only and does not constitute a solicitation or an offer to buy or sell any securities mentioned herein. Information contained in this report has been obtained from sources believed to be reliable, but Needham & Company, LLC makes no representation as to its accuracy or completeness, except with respect to the Disclosure Section of the report. Any opinions expressed herein reflect our judgment as of the date of the materials and are subject to change without notice. The securities discussed in this report may not be suitable for all investors and are not intended as recommendations of particular securities, financial instruments or strategies to particular clients. Investors must make their own investment decisions based on their financial situations and investment objectives. The value of income from your investment may vary because of changes in interest rates, changes in the financial and operational conditions of the companies and other factors. Investors should be aware that the market price of securities discussed in this report may be volatile. Due to industry, company and overall market risk and volatility, at the securities current price, our investment rating may not correspond to the stated price target. Additional information regarding the securities mentioned in this report is available upon request.

© Copyright 2017, Needham & Company, LLC, Member FINRA, SIPC.

Amazon.com, Inc. Page 7 of 7