

# APPLE INC

## FORM 10-Q (Quarterly Report)

Filed 01/28/15 for the Period Ending 12/27/14

Address	ONE INFINITE LOOP CUPERTINO, CA 95014
Telephone	(408) 996-1010
CIK	0000320193
Symbol	AAPL
SIC Code	3571 - Electronic Computers
Industry	Computer Hardware
Sector	Technology
Fiscal Year	09/27

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-Q**

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(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 27, 2014

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number: **001-36743**

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**Apple Inc.**

(Exact name of registrant as specified in its charter)

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**California**

(State or other jurisdiction  
of incorporation or organization)

**94-2404110**

(I.R.S. Employer Identification No.)

**1 Infinite Loop**

**Cupertino, California**

(Address of principal executive offices)

**95014**

(Zip Code)

**(408) 996-1010**

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

5,824,748,000 shares of common stock, par value \$0.00001 per share, issued and outstanding as of January 9, 2015

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Form 10-Q  
For the Fiscal Quarter Ended December 27, 2014  
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### PART I—FINANCIAL INFORMATION

#### Item 1. Financial Statements

##### Apple Inc.

#### CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(In millions, except number of shares which are reflected in thousands and per share amounts)

	Three Months Ended	
	December 27, 2014	December 28, 2013
Net sales	\$ 74,599	\$ 57,594
Cost of sales	44,858	35,748
Gross margin	29,741	21,846
Operating expenses:		
Research and development	1,895	1,330
Selling, general and administrative	3,600	3,053
Total operating expenses	5,495	4,383
Operating income	24,246	17,463
Other income/(expense), net	170	246
Income before provision for income taxes	24,416	17,709
Provision for income taxes	6,392	4,637
Net income	\$ 18,024	\$ 13,072
Earnings per share:		
Basic	\$ 3.08	\$ 2.08
Diluted	\$ 3.06	\$ 2.07
Shares used in computing earnings per share:		
Basic	5,843,082	6,272,504
Diluted	5,881,803	6,310,161
Cash dividends declared per common share	\$ 0.47	\$ 0.44

See accompanying Notes to Condensed Consolidated Financial Statements.

**Apple Inc.**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**  
(In millions)

	<b>Three Months Ended</b>	
	<b>December 27, 2014</b>	<b>December 28, 2013</b>
Net income	\$ 18,024	\$ 13,072
Other comprehensive income/(loss):		
Change in foreign currency translation, net of tax	(66)	(67)
Change in unrecognized gains/losses on derivative instruments:		
Change in fair value of derivatives, net of tax	1,982	213
Adjustment for net losses/(gains) realized and included in net income, net of tax	(565)	72
Total change in unrecognized gains/losses on derivative instruments, net of tax	1,417	285
Change in unrealized gains/losses on marketable securities:		
Change in fair value of marketable securities, net of tax	(456)	(42)
Adjustment for net losses/(gains) realized and included in net income, net of tax	(14)	(11)
Total change in unrealized gains/losses on marketable securities, net of tax	(470)	(53)
Total other comprehensive income/(loss)	881	165
Total comprehensive income	\$ 18,905	\$ 13,237

See accompanying Notes to Condensed Consolidated Financial Statements.

**Apple Inc.**

**CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)**

(In millions, except number of shares which are reflected in thousands and par value)

	<b>December 27, 2014</b>	<b>September 27, 2014</b>
<b>ASSETS:</b>		
Current assets:		
Cash and cash equivalents	\$ 19,478	\$ 13,844
Short-term marketable securities	12,985	11,233
Accounts receivable, less allowances of \$87 and \$86, respectively	16,709	17,460
Inventories	2,283	2,111
Deferred tax assets	5,046	4,318
Vendor non-trade receivables	13,267	9,759
Other current assets	13,635	9,806
Total current assets	83,403	68,531
Long-term marketable securities	145,492	130,162
Property, plant and equipment, net	20,392	20,624
Goodwill	4,629	4,616
Acquired intangible assets, net	4,370	4,142
Other assets	3,608	3,764
Total assets	<u>\$ 261,894</u>	<u>\$ 231,839</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>		
Current liabilities:		
Accounts payable	\$ 38,001	\$ 30,196
Accrued expenses	22,724	18,453
Deferred revenue	8,987	8,491
Commercial paper	3,899	6,308
Total current liabilities	73,611	63,448
Deferred revenue – non-current	3,480	3,031
Long-term debt	32,504	28,987
Other non-current liabilities	28,971	24,826
Total liabilities	138,566	120,292
Commitments and contingencies		
Shareholders' equity:		
Common stock and additional paid-in capital, \$0.00001 par value: 12,600,000 shares authorized; 5,826,419 and 5,866,161 shares issued and outstanding, respectively	24,187	23,313
Retained earnings	97,178	87,152
Accumulated other comprehensive income/(loss)	1,963	1,082
Total shareholders' equity	123,328	111,547
Total liabilities and shareholders' equity	<u>\$ 261,894</u>	<u>\$ 231,839</u>

See accompanying Notes to Condensed Consolidated Financial Statements.

Apple Inc.

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**  
(In millions)

	<b>Three Months Ended</b>	
	<b>December 27, 2014</b>	<b>December 28, 2013</b>
Cash and cash equivalents, beginning of the period	\$ 13,844	\$ 14,259
Operating activities:		
Net income	18,024	13,072
Adjustments to reconcile net income to cash generated by operating activities:		
Depreciation and amortization	2,575	2,144
Share-based compensation expense	888	681
Deferred income tax expense	2,197	1,253
Changes in operating assets and liabilities:		
Accounts receivable, net	751	(1,098)
Inventories	(172)	(358)
Vendor non-trade receivables	(3,508)	(3,459)
Other current and non-current assets	(1,648)	(319)
Accounts payable	9,003	8,191
Deferred revenue	945	1,368
Other current and non-current liabilities	4,667	1,195
Cash generated by operating activities	33,722	22,670
Investing activities:		
Purchases of marketable securities	(44,915)	(48,397)
Proceeds from maturities of marketable securities	2,807	5,556
Proceeds from sales of marketable securities	24,166	30,302
Payments made in connection with business acquisitions, net	(23)	(525)
Payments for acquisition of property, plant and equipment	(3,217)	(1,985)
Payments for acquisition of intangible assets	(48)	(59)
Other	65	5
Cash used in investing activities	(21,165)	(15,103)
Financing activities:		
Proceeds from issuance of common stock	80	134
Excess tax benefits from equity awards	264	280
Taxes paid related to net share settlement of equity awards	(512)	(365)
Dividends and dividend equivalents paid	(2,801)	(2,769)
Repurchase of common stock	(5,030)	(5,029)
Proceeds from issuance of long-term debt, net	3,485	0
Repayments of commercial paper, net	(2,409)	0
Cash used in financing activities	(6,923)	(7,749)
Increase/(decrease) in cash and cash equivalents	5,634	(182)
Cash and cash equivalents, end of the period	\$ 19,478	\$ 14,077
Supplemental cash flow disclosure:		
Cash paid for income taxes, net	\$ 3,869	\$ 3,387
Cash paid for interest	\$ 202	\$ 161

See accompanying Notes to Condensed Consolidated Financial Statements.

## Apple Inc.

## Notes to Condensed Consolidated Financial Statements (Unaudited)

## Note 1 – Summary of Significant Accounting Policies

Apple Inc. and its wholly-owned subsidiaries (collectively “Apple” or the “Company”) designs, manufactures and markets mobile communication and media devices, personal computers and portable digital music players, and sells a variety of related software, services, accessories, networking solutions and third-party digital content and applications. The Company sells its products worldwide through its retail stores, online stores and direct sales force, as well as through third-party cellular network carriers, wholesalers, retailers and value-added resellers. In addition, the Company sells a variety of third-party iPhone, iPad, Mac and iPod compatible products, including application software, and various accessories through its online and retail stores. The Company sells to consumers, small and mid-sized businesses and education, enterprise and government customers.

## Basis of Presentation and Preparation

The accompanying condensed consolidated financial statements include the accounts of the Company. Intercompany accounts and transactions have been eliminated. The preparation of these condensed consolidated financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the amounts reported in these condensed consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates.

Certain prior period amounts in the notes to the condensed consolidated financial statements have been reclassified to conform to the current period's presentation. In the first quarter of 2015, the Company changed its reportable operating segments and began allocating certain costs to its operating segments that were previously included in other corporate expenses. The Company has reclassified the corresponding prior period amounts to conform to the current period's presentation as further described in Note 11, “Segment Information and Geographic Data.”

These condensed consolidated financial statements and accompanying notes should be read in conjunction with the Company's annual consolidated financial statements and the notes thereto for the fiscal year ended September 27, 2014, included in its Annual Report on Form 10-K (the “2014 Form 10-K”). The Company's fiscal year is the 52 or 53-week period that ends on the last Saturday of September. An additional week is included in the first fiscal quarter approximately every six years to realign fiscal quarters with calendar quarters. The Company's fiscal years 2015 and 2014 each include 52 weeks. Unless otherwise stated, references to particular years, quarters or months refer to the Company's fiscal years ended in September and the associated quarters or months of those fiscal years.

## Earnings Per Share

Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if the potentially dilutive securities had been issued. Potentially dilutive securities include outstanding stock options, shares to be purchased under the Company's employee stock purchase plan, unvested restricted stock and unvested restricted stock units (“RSUs”). The dilutive effect of potentially dilutive securities is reflected in diluted earnings per share by application of the treasury stock method. Under the treasury stock method, an increase in the fair market value of the Company's common stock can result in a greater dilutive effect from potentially dilutive securities.

The following table shows the computation of basic and diluted earnings per share for the three months ended December 27, 2014 and December 28, 2013 (net income in millions and shares in thousands):

	Three Months Ended	
	December 27, 2014	December 28, 2013
Numerator:		
Net income	\$ 18,024	\$ 13,072
Denominator:		
Weighted-average shares outstanding	5,843,082	6,272,504
Effect of dilutive securities	38,721	37,657
Weighted-average diluted shares	<u>5,881,803</u>	<u>6,310,161</u>
Basic earnings per share	\$ 3.08	\$ 2.08
Diluted earnings per share	\$ 3.06	\$ 2.07

Potentially dilutive securities whose effect would have been antidilutive were not significant for the three months ended December 27, 2014 and December 28, 2013. The Company excluded these securities from the computation of diluted earnings per share.





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### Note 2 – Financial Instruments

#### Cash, Cash Equivalents and Marketable Securities

The following tables show the Company's cash and available-for-sale securities' adjusted cost, gross unrealized gains, gross unrealized losses and fair value by significant investment category recorded as cash and cash equivalents or short- or long-term marketable securities as of December 27, 2014 and September 27, 2014 (in millions):

December 27, 2014							
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Marketable Securities	Long-Term Marketable Securities
Cash	\$ 13,757	\$ 0	\$ 0	\$ 13,757	\$ 13,757	\$ 0	\$ 0
Level 1 <sup>(1)</sup> :							
Money market funds	3,346	0	0	3,346	3,346	0	0
Mutual funds	2,544	0	(159)	2,385	0	2,385	0
Subtotal	5,890	0	(159)	5,731	3,346	2,385	0
Level 2 <sup>(2)</sup> :							
U.S. Treasury securities	35,107	16	(58)	35,065	545	692	33,828
U.S. agency securities	6,788	2	(11)	6,779	582	291	5,906
Non-U.S. government securities	6,498	58	(105)	6,451	0	177	6,274
Certificates of deposit and time deposits	2,778	0	0	2,778	272	1,168	1,338
Commercial paper	1,159	0	0	1,159	879	280	0
Corporate securities	92,371	159	(720)	91,810	97	7,932	83,781
Municipal securities	939	4	(1)	942	0	0	942
Mortgage- and asset-backed securities	13,501	32	(50)	13,483	0	60	13,423
Subtotal	159,141	271	(945)	158,467	2,375	10,600	145,492
Total	\$ 178,788	\$ 271	\$ (1,104)	\$ 177,955	\$ 19,478	\$ 12,985	\$ 145,492

  

September 27, 2014							
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Marketable Securities	Long-Term Marketable Securities
Cash	\$ 10,232	\$ 0	\$ 0	\$ 10,232	\$ 10,232	\$ 0	\$ 0
Level 1 <sup>(1)</sup> :							
Money market funds	1,546	0	0	1,546	1,546	0	0
Mutual funds	2,531	1	(132)	2,400	0	2,400	0
Subtotal	4,077	1	(132)	3,946	1,546	2,400	0
Level 2 <sup>(2)</sup> :							
U.S. Treasury securities	23,140	15	(9)	23,146	12	607	22,527
U.S. agency securities	7,373	3	(11)	7,365	652	157	6,556
Non-U.S. government securities	6,925	69	(69)	6,925	0	204	6,721
Certificates of deposit and time deposits	3,832	0	0	3,832	1,230	1,233	1,369
Commercial paper	475	0	0	475	166	309	0
Corporate securities	85,431	296	(241)	85,486	6	6,298	79,182
Municipal securities	940	8	0	948	0	0	948
Mortgage- and asset-backed securities	12,907	26	(49)	12,884	0	25	12,859
Subtotal	141,023	417	(379)	141,061	2,066	8,833	130,162
Total	\$ 155,332	\$ 418	\$ (511)	\$ 155,239	\$ 13,844	\$ 11,233	\$ 130,162

(1) The fair value of Level 1 securities is estimated based on quoted prices in active markets for identical assets or liabilities.

(2) The fair value of Level 2 securities is estimated based on observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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The Company may sell certain of its marketable securities prior to their stated maturities for strategic reasons including, but not limited to, anticipation of credit deterioration and duration management. The net realized gains or losses recognized by the Company related to such sales were not significant during the three months ended December 27, 2014 and December 28, 2013. The maturities of the Company's long-term marketable securities generally range from one to five years.

As of December 27, 2014 and September 27, 2014, gross unrealized losses related to individual securities that had been in a continuous loss position for 12 months or longer were not significant.

As of December 27, 2014, the Company considers the declines in market value of its marketable securities investment portfolio to be temporary in nature and does not consider any of its investments other-than-temporarily impaired. The Company typically invests in highly-rated securities, and its investment policy generally limits the amount of credit exposure to any one issuer. The policy generally requires investments to be investment grade, with the primary objective of minimizing the potential risk of principal loss. Fair values were determined for each individual security in the investment portfolio. When evaluating an investment for other-than-temporary impairment the Company reviews factors such as the length of time and extent to which fair value has been below its cost basis, the financial condition of the issuer and any changes thereto, changes in market interest rates and the Company's intent to sell, or whether it is more likely than not it will be required to sell the investment before recovery of the investment's cost basis. During the three months ended December 27, 2014 and December 28, 2013, the Company did not recognize any significant impairment charges.

### Derivative Financial Instruments

The Company uses derivatives to partially offset its business exposure to foreign currency and interest rate risk on expected future cash flows, on net investments in certain foreign subsidiaries and on certain existing assets and liabilities. However, the Company may choose not to hedge certain exposures for a variety of reasons including, but not limited to, accounting considerations and the prohibitive economic cost of hedging particular exposures. There can be no assurance the hedges will offset more than a portion of the financial impact resulting from movements in foreign currency exchange or interest rates.

To help protect gross margins from fluctuations in foreign currency exchange rates, certain of the Company's subsidiaries whose functional currency is the U.S. dollar may hedge a portion of forecasted foreign currency revenue, and subsidiaries whose functional currency is not the U.S. dollar and who sell in local currencies may hedge a portion of forecasted inventory purchases not denominated in the subsidiaries' functional currencies. The Company may enter into forward contracts, option contracts or other instruments to manage this risk and may designate these instruments as cash flow hedges. The Company typically hedges portions of its forecasted foreign currency exposure associated with revenue and inventory purchases, typically for up to 12 months.

To help protect the net investment in a foreign operation from adverse changes in foreign currency exchange rates, the Company may enter into foreign currency forward and option contracts to offset the changes in the carrying amounts of these investments due to fluctuations in foreign currency exchange rates. The Company designates these instruments as net investment hedges.

The Company may also enter into non-designated foreign currency contracts to partially offset the foreign currency exchange gains and losses generated by the re-measurement of certain assets and liabilities denominated in non-functional currencies.

The Company may enter into interest rate swaps, options, or other instruments to manage interest rate risk. These instruments may offset a portion of changes in income or expense, or changes in fair value of the Company's long-term debt or investments. The Company designates these instruments as either cash flow or fair value hedges. The Company's hedged interest rate transactions as of December 27, 2014 are expected to be recognized within twelve years.

### Cash Flow Hedges

The effective portions of cash flow hedges are recorded in accumulated other comprehensive income ("AOCI") until the hedged item is recognized in earnings. Deferred gains and losses associated with cash flow hedges of foreign currency revenue are recognized as a component of net sales in the same period as the related revenue is recognized, and deferred gains and losses related to cash flow hedges of inventory purchases are recognized as a component of cost of sales in the same period as the related costs are recognized. Deferred gains and losses associated with cash flow hedges of interest income or expense are recognized in other income/(expense), net in the same period as the related income or expense is recognized.

The ineffective portions and amounts excluded from the effectiveness testing of cash flow hedges are recognized in other income/(expense), net. These amounts were not significant during the three months ended December 27, 2014 and December 28, 2013.

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Derivative instruments designated as cash flow hedges must be de-designated as hedges when it is probable the forecasted hedged transaction will not occur in the initially identified time period or within a subsequent two-month time period. Deferred gains and losses in AOCI associated with such derivative instruments are reclassified immediately into other income/(expense), net. Any subsequent changes in fair value of such derivative instruments are reflected in other income and expense unless they are re-designated as hedges of other transactions. The Company did not recognize any significant net gains or losses related to the loss of hedge designation on discontinued cash flow hedges during the three months ended December 27, 2014 and December 28, 2013.

### Net Investment Hedges

The effective portions of net investment hedges are recorded in other comprehensive income ("OCI") as a part of the cumulative translation adjustment. The ineffective portions and amounts excluded from the effectiveness testing of net investment hedges are recognized in other income/(expense), net. These amounts were not significant during the three months ended December 27, 2014 and December 28, 2013.

### Fair Value Hedges

Gains and losses related to changes in fair value hedges are recognized in earnings along with a corresponding loss or gain related to the change in value of the underlying hedged item. The ineffective portions and amounts excluded from the effectiveness testing of fair value hedges recognized were not significant during the three months ended December 27, 2014 and December 28, 2013.

### Non-Designated Derivatives

Derivatives that are not designated as hedging instruments are adjusted to fair value through earnings in the financial statement line item to which the derivative relates. The net gains and losses recognized for foreign currency forward and option contracts not designated as hedging instruments was not significant during the three months ended December 27, 2014 and December 28, 2013.

The Company records all derivatives in the Condensed Consolidated Balance Sheets at fair value. The Company's accounting treatment for these derivative instruments is based on its hedge designation. The following tables show the Company's derivative instruments at gross fair value as of December 27, 2014 and September 27, 2014 (in millions):

	December 27, 2014		
	Fair Value of Derivatives Designated as Hedge Instruments	Fair Value of Derivatives Not Designated as Hedge Instruments	Total Fair Value
Derivative assets <sup>(1)</sup> :			
Foreign exchange contracts	\$ 3,561	\$ 501	\$ 4,062
Interest rate contracts	\$ 201	\$ 0	\$ 201
Derivative liabilities <sup>(2)</sup> :			
Foreign exchange contracts	\$ 51	\$ 119	\$ 170
Interest rate contracts	\$ 87	\$ 0	\$ 87

	September 27, 2014		
	Fair Value of Derivatives Designated as Hedge Instruments	Fair Value of Derivatives Not Designated as Hedge Instruments	Total Fair Value
Derivative assets <sup>(1)</sup> :			
Foreign exchange contracts	\$ 1,332	\$ 222	\$ 1,554
Interest rate contracts	\$ 81	\$ 0	\$ 81
Derivative liabilities <sup>(2)</sup> :			
Foreign exchange contracts	\$ 41	\$ 40	\$ 81

(1) The fair value of derivative assets is measured using Level 2 fair value inputs and is recorded as other current assets in the Condensed Consolidated Balance Sheets.

(2) The fair value of derivative liabilities is measured using Level 2 fair value inputs and is recorded as accrued expenses in the Condensed Consolidated Balance Sheets.

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The following tables show the pre-tax effect of the Company's derivative instruments designated as cash flow, net investment and fair value hedges on OCI and the Condensed Consolidated Statements of Operations for the three months ended December 27, 2014 and December 28, 2013 (in millions):

	Gains/(Losses) Recognized in OCI – Effective Portion		Gains/(Losses) Reclassified from AOCI into Net Income – Effective Portion	
	Three Months Ended		Three Months Ended	
	December 27, 2014	December 28, 2013	December 27, 2014	December 28, 2013
Cash flow hedges:				
Foreign exchange contracts	\$ 2,585	\$ 264	\$ 762	\$ (74)
Interest rate contracts	(88)	21	(99)	(4)
Total	<u>\$ 2,497</u>	<u>\$ 285</u>	<u>\$ 663</u>	<u>\$ (78)</u>
Net investment hedges:				
Foreign exchange contracts	<u>\$ 118</u>	<u>\$ 24</u>	<u>\$ 0</u>	<u>\$ 0</u>
	Gains/(Losses) on Derivative Instruments		Gains/(Losses) Related to Hedged Items	
	Three Months Ended		Three Months Ended	
	December 27, 2014	December 28, 2013	December 27, 2014	December 28, 2013
Fair value hedges:				
Interest rate contracts	<u>\$ 117</u>	<u>\$ 0</u>	<u>\$ (117)</u>	<u>\$ 0</u>

The following table shows the notional amounts of the Company's outstanding derivative instruments and credit risk amounts associated with outstanding or unsettled derivative instruments as of December 27, 2014 and September 27, 2014 (in millions):

	December 27, 2014		September 27, 2014	
	Notional Amount	Credit Risk Amounts	Notional Amount	Credit Risk Amounts
Instruments designated as accounting hedges:				
Foreign exchange contracts	\$ 55,761	\$ 3,561	\$ 42,945	\$ 1,333
Interest rate contracts	\$ 15,513	\$ 201	\$ 12,000	\$ 89
Instruments not designated as accounting hedges:				
Foreign exchange contracts	\$ 39,872	\$ 501	\$ 38,510	\$ 222

The notional amounts for outstanding derivative instruments provide one measure of the transaction volume outstanding and do not represent the amount of the Company's exposure to credit or market loss. The credit risk amounts represent the Company's gross exposure to potential accounting loss on derivative instruments that are outstanding or unsettled if all counterparties failed to perform according to the terms of the contract, based on then-current currency or interest rates at each respective date. The Company's exposure to credit loss and market risk will vary over time as currency and interest rates change. Although the table above reflects the notional and credit risk amounts of the Company's derivative instruments, it does not reflect the gains or losses associated with the exposures and transactions that the instruments are intended to hedge. The amounts ultimately realized upon settlement of these financial instruments, together with the gains and losses on the underlying exposures, will depend on actual market conditions during the remaining life of the instruments.

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The Company generally enters into master netting arrangements, which are designed to reduce credit risk by permitting net settlement of transactions with the same counterparty. To further limit credit risk, the Company generally enters into collateral security arrangements that provide for collateral to be received or posted when the net fair value of certain financial instruments fluctuates from contractually established thresholds. The Company presents its derivative assets and derivative liabilities at their gross fair values in its Condensed Consolidated Balance Sheets. As of December 27, 2014 and September 27, 2014, the Company received \$4.2 billion and \$2.1 billion, respectively, of cash collateral related to the derivative instruments under its collateral security arrangements, which were recorded as other current liabilities within accrued expenses in the Condensed Consolidated Balance Sheets. The Company did not have any derivative instruments with credit-risk related contingent features that would require it to post additional collateral as of December 27, 2014 and September 27, 2014.

Under master netting arrangements with the respective counterparties to the Company's derivative contracts, the Company is allowed to net settle transactions with a single net amount payable by one party to the other. As of December 27, 2014 and September 27, 2014, the potential effects of these rights of set-off associated with the Company's derivative contracts, including the effects of collateral, would be a reduction to both derivative assets and derivative liabilities of \$4.2 billion and \$1.6 billion, respectively, resulting in net derivative liabilities of \$184 million and \$549 million, respectively.

### Accounts Receivable

#### *Trade Receivables*

The Company has considerable trade receivables outstanding with its third-party cellular network carriers, wholesalers, retailers, value-added resellers, small and mid-sized businesses and education, enterprise and government customers that are not covered by collateral, third-party financing arrangements or credit insurance. As of December 27, 2014, the Company had one customer that represented 10% or more of total trade receivables, which accounted for 13%. As of September 27, 2014, the Company had two customers that represented 10% or more of total trade receivables, one of which accounted for 16% and the other 13%. The Company's cellular network carriers accounted for 63% and 72% of trade receivables as of December 27, 2014 and September 27, 2014, respectively.

#### *Vendor Non-Trade Receivables*

Additionally, the Company has non-trade receivables from certain of its manufacturing vendors resulting from the sale of components to these vendors who manufacture sub-assemblies or assemble final products for the Company. Vendor non-trade receivables from three of the Company's vendors accounted for 57%, 14% and 12% of total vendor non-trade receivables as of December 27, 2014 and three of the Company's vendors accounted for 51%, 16% and 14% of total vendor non-trade receivables as of September 27, 2014.

### Note 3 – Condensed Consolidated Financial Statement Details

The following tables show the Company's condensed consolidated financial statement details as of December 27, 2014 and September 27, 2014 (in millions):

#### **Inventories**

	<b>December 27, 2014</b>	<b>September 27, 2014</b>
Components	\$ 228	\$ 471
Finished goods	2,055	1,640
Total inventories	<u>\$ 2,283</u>	<u>\$ 2,111</u>

#### **Property, Plant and Equipment, Net**

	<b>December 27, 2014</b>	<b>September 27, 2014</b>
Land and buildings	\$ 5,152	\$ 4,863
Machinery, equipment and internal-use software	31,010	29,639
Leasehold improvements	4,585	4,513
Gross property, plant and equipment	40,747	39,015
Accumulated depreciation and amortization	(20,355)	(18,391)
Total property, plant and equipment, net	<u>\$ 20,392</u>	<u>\$ 20,624</u>

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### Accrued Expenses

	<u>December 27, 2014</u>	<u>September 27, 2014</u>
Accrued warranty and related costs	\$ 5,195	\$ 4,159
Accrued marketing and selling expenses	1,960	2,321
Accrued taxes	1,642	1,209
Accrued compensation and employee benefits	1,316	1,209
Deferred margin on component sales	1,133	1,057
Other current liabilities	11,478	8,498
Total accrued expenses	<u>\$ 22,724</u>	<u>\$ 18,453</u>

### Other Non-Current Liabilities

	<u>December 27, 2014</u>	<u>September 27, 2014</u>
Deferred tax liabilities	\$ 23,371	\$ 20,259
Other non-current liabilities	5,600	4,567
Total other non-current liabilities	<u>\$ 28,971</u>	<u>\$ 24,826</u>

### Other Income/(Expense), Net

The following table shows the detail of other income/(expense), net for the three months ended December 27, 2014 and December 28, 2013 (in millions):

	<u>Three Months Ended</u>	
	<u>December 27, 2014</u>	<u>December 28, 2013</u>
Interest and dividend income	\$ 654	\$ 427
Interest expense	(131)	(84)
Other expense, net	(353)	(97)
Total other income/(expense), net	<u>\$ 170</u>	<u>\$ 246</u>

### Note 4 – Goodwill and Other Intangible Assets

The Company's acquired intangible assets with definite useful lives primarily consist of patents and licenses and are amortized over periods typically from three to seven years. The following table summarizes the components of gross and net intangible asset balances as of December 27, 2014 and September 27, 2014 (in millions):

	<u>December 27, 2014</u>			<u>September 27, 2014</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Definite-lived and amortizable acquired intangible assets	\$ 7,641	\$ (3,371)	\$ 4,270	\$ 7,127	\$ (3,085)	\$ 4,042
Indefinite-lived and non-amortizable acquired intangible assets	100	0	100	100	0	100
Total acquired intangible assets	<u>\$ 7,741</u>	<u>\$ (3,371)</u>	<u>\$ 4,370</u>	<u>\$ 7,227</u>	<u>\$ (3,085)</u>	<u>\$ 4,142</u>

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### Note 5 – Income Taxes

As of December 27, 2014, the Company recorded gross unrecognized tax benefits of \$4.4 billion, of which \$1.6 billion, if recognized, would affect the Company's effective tax rate. As of September 27, 2014, the total amount of gross unrecognized tax benefits was \$4.0 billion, of which \$1.4 billion, if recognized, would have affected the Company's effective tax rate. The Company's total gross unrecognized tax benefits are classified as other non-current liabilities in the Condensed Consolidated Balance Sheets. The Company had \$821 million and \$630 million of gross interest and penalties accrued as of December 27, 2014 and September 27, 2014, respectively, which are classified as other non-current liabilities in the Condensed Consolidated Balance Sheets.

Management believes that an adequate provision has been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in the Company's tax audits are resolved in a manner not consistent with management's expectations, the Company could be required to adjust its provision for income taxes in the period such resolution occurs. Although timing of the resolution and/or closure of audits is not certain, the Company does not believe it is reasonably possible that its unrecognized tax benefits would materially change in the next 12 months.

### Note 6 – Debt

#### Commercial Paper

In April 2014, the Board of Directors authorized the Company to issue unsecured short-term promissory notes ("Commercial Paper") pursuant to a commercial paper program. The Company intends to use net proceeds from the commercial paper program for general corporate purposes, including dividends and share repurchases. As of December 27, 2014 and September 27, 2014, the Company had \$3.9 billion and \$6.3 billion of Commercial Paper outstanding, respectively, with a weighted-average interest rate of 0.11% and 0.12%, respectively, and maturities generally less than nine months.

The following table provides a summary of cash flows associated with the issuance and maturities of Commercial Paper for the three months ended December 27, 2014 (in millions):

Maturities less than 90 days:	
Proceeds from (repayments of) commercial paper, net	\$ 62
Maturities greater than 90 days:	
Proceeds from commercial paper	197
Repayments of commercial paper	(2,668)
Maturities greater than 90 days, net	(2,471)
Total repayments of commercial paper, net	<u>\$ (2,409)</u>



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### Long-Term Debt

As of December 27, 2014, the Company has issued floating- and fixed-rate notes with varying maturities for an aggregate principal amount of \$32.4 billion (collectively the “Notes”). The Notes are senior unsecured obligations, and interest is payable in arrears, quarterly for the domestic floating-rate notes, semi-annually for the domestic fixed-rate notes and annually for the foreign fixed-rate notes.

The following table provides a summary of the Company’s long-term debt as of December 27, 2014 and September 27, 2014:

	December 27, 2014		September 27, 2014	
	Amount (in millions)	Effective Interest Rate	Amount (in millions)	Effective Interest Rate
Floating-rate notes due 2016 <sup>(1)</sup>	\$ 1,000	0.51%	\$ 1,000	0.51%
Floating-rate notes due 2017 <sup>(2)</sup>	1,000	0.30%	1,000	0.31%
Floating-rate notes due 2018 <sup>(1)</sup>	2,000	1.10%	2,000	1.10%
Floating-rate notes due 2019 <sup>(2)</sup>	1,000	0.53%	1,000	0.54%
Fixed-rate 0.45% notes due 2016 <sup>(1)</sup>	1,500	0.51%	1,500	0.51%
Fixed-rate 1.05% notes due 2017 <sup>(2)</sup>	1,500	0.30%	1,500	0.30%
Fixed-rate 1.00% notes due 2018 <sup>(1)</sup>	4,000	1.08%	4,000	1.08%
Fixed-rate 2.10% notes due 2019 <sup>(2)</sup>	2,000	0.53%	2,000	0.53%
Fixed-rate 2.85% notes due 2021 <sup>(2)</sup>	3,000	0.78%	3,000	0.79%
Fixed-rate 1.00% Euro-denominated notes due 2022 <sup>(3)</sup>	1,709	2.94%	0	0
Fixed-rate 2.40% notes due 2023 <sup>(1)</sup>	5,500	2.44%	5,500	2.44%
Fixed-rate 3.45% notes due 2024 <sup>(2)</sup>	2,500	0.89%	2,500	0.90%
Fixed-rate 1.63% Euro-denominated notes due 2026 <sup>(3)</sup>	1,709	3.45%	0	0
Fixed-rate 3.85% notes due 2043 <sup>(1)</sup>	3,000	3.91%	3,000	3.91%
Fixed-rate 4.45% notes due 2044 <sup>(2)</sup>	1,000	4.48%	1,000	4.48%
Total borrowings	32,418		29,000	
Unamortized discount	(69)		(52)	
Hedge accounting fair value adjustments	155		39	
Total long-term debt	\$ 32,504		\$ 28,987	

<sup>(1)</sup> Tranche relates to the \$17.0 billion debt issuance in the third quarter of 2013.

<sup>(2)</sup> Tranche relates to the \$12.0 billion debt issuance in the third quarter of 2014.

<sup>(3)</sup> Tranche relates to Euro-denominated debt issuance of €2.8 billion in the first quarter of 2015.

The Company has entered, and in the future may enter, into interest rate swaps to manage interest rate risk on the Notes. Such swaps allow the Company to effectively convert fixed-rate payments into floating-rate payments or floating-rate payments into fixed-rate payments. In addition, the Company has entered, and in the future may enter, into currency swaps to manage foreign currency risk on the Notes.

In the first quarter of 2015, the Company issued €2.8 billion of Euro-denominated long-term debt. To manage foreign currency risk associated with this issuance, the Company entered into currency swaps with an aggregate notional amount of \$3.5 billion, which effectively converted the Euro-denominated notes to U.S. dollar-denominated notes.

The effective rates for the Notes include the interest on the Notes, amortization of the discount and, if applicable, adjustments related to hedging. The Company recognized \$128 million and \$84 million of interest expense on its long-term debt for the three months ended December 27, 2014 and December 28, 2013, respectively.

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Future principal payments for the Company's Notes as of December 27, 2014 are as follows (in millions):

2015	\$	0
2016		2,500
2017		2,500
2018		6,000
2019		3,000
Thereafter		18,418
Total future principal payments	\$	<u>32,418</u>

As of December 27, 2014 and September 27, 2014, the fair value of the Company's Notes, based on Level 2 inputs, was \$32.4 billion and \$28.5 billion, respectively.

### Note 7 – Shareholders' Equity

#### Dividends

The Company declared and paid cash dividends per common share during the periods presented as follows:

	<u>Dividends Per Share</u>	<u>Amount (in millions)</u>
2015:		
First quarter	\$ 0.47	\$ 2,750
2014:		
Fourth quarter	\$ 0.47	\$ 2,807
Third quarter	0.47	2,830
Second quarter	0.44	2,655
First quarter	0.44	2,739
Total cash dividends declared and paid	<u>\$ 1.82</u>	<u>\$ 11,031</u>

Future dividends are subject to declaration by the Board of Directors.

#### Share Repurchase Program

In 2014, the Company's Board of Directors increased the share repurchase authorization to \$90 billion of the Company's common stock. As of December 27, 2014, \$72.9 billion of the \$90 billion had been utilized. The Company's share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The Company has entered, and in the future may enter, into accelerated share repurchase arrangements ("ASRs") with financial institutions. In exchange for up-front payments, the financial institutions deliver shares of the Company's common stock during the purchase periods of each ASR. The total number of shares ultimately delivered, and therefore the average repurchase price paid per share, is determined at the end of the applicable purchase period of each ASR based on the volume weighted-average price of the Company's common stock during that period. The shares received are retired in the periods they are delivered, and the up-front payments are accounted for as a reduction to shareholders' equity in the Company's Condensed Consolidated Balance Sheet in the periods the payments are made. The Company reflects the ASRs as a repurchase of common stock in the period delivered for purposes of calculating earnings per share and as forward contracts indexed to its own common stock. The ASRs met all of the applicable criteria for equity classification, and therefore, were not accounted for as derivative instruments.

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A summary of the Company's ASR activity and related information during the periods presented, is as follows:

	<b>Purchase Period End Date</b>	<b>Number of Shares (in thousands)</b>	<b>Average Repurchase Price Per Share</b>	<b>ASR Amount (in millions)</b>
August 2014 ASR	(1)	68,273 (1)	(1)	\$ 9,000
January 2014 ASR	December 2014	134,247	\$ 89.39	\$ 12,000
April 2013 ASR	March 2014	172,548	\$ 69.55	\$ 12,000

(1) Includes 8.3 million net shares delivered and retired under the August 2014 ASR in the first quarter of 2015. "Number of Shares" represents those shares delivered in advance of settlement and does not represent the final number of shares to be delivered under the ASRs. The total number of shares ultimately delivered, and therefore the average repurchase price paid per share, will be determined at the end of the applicable purchase period based on the volume weighted-average price of the Company's common stock during that period. The August 2014 ASR purchase period will end in or before February 2015.

Additionally, the Company repurchased shares of its common stock in the open market, which were retired upon repurchase, during the periods presented as follows:

	<b>Number of Shares (in thousands)</b>	<b>Average Repurchase Price Per Share</b>	<b>Amount (in millions)</b>
2015:			
First quarter	45,704	\$ 109.40	\$ 5,000
2014:			
Fourth quarter	81,255	\$ 98.46	\$ 8,000
Third quarter	58,661	\$ 85.23	5,000
Second quarter	79,749	\$ 75.24	6,000
First quarter	66,847	\$ 74.79	5,000
Total open market common stock repurchases	<u>286,512</u>		<u>\$ 24,000</u>

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### Note 8 – Comprehensive Income

Comprehensive income consists of two components, net income and OCI. OCI refers to revenue, expenses, and gains and losses that under GAAP are recorded as an element of shareholders' equity but are excluded from net income. The Company's OCI consists of foreign currency translation adjustments from those subsidiaries not using the U.S. dollar as their functional currency, net deferred gains and losses on certain derivative instruments accounted for as cash flow hedges and unrealized gains and losses on marketable securities classified as available-for-sale.

The following table shows the gross amounts reclassified from AOCI into the Condensed Consolidated Statements of Operations and the associated financial statement line item, for the three months ended December 27, 2014 and December 28, 2013 (in millions):

Comprehensive Income Components	Financial Statement Line Item	December 27, 2014	December 28, 2013
Unrecognized gains/losses on derivative instruments:			
Foreign exchange contracts	Revenue	\$ (449)	\$ 184
	Cost of sales	(313)	(110)
	Other income/expense, net	0	10
Interest rate contracts	Other income/expense, net	99	4
		(663)	88
Unrealized gains/losses on marketable securities	Other income/expense, net	(22)	(17)
Total amounts reclassified from AOCI		<u>\$ (685)</u>	<u>\$ 71</u>

The following table shows the changes in AOCI by component for the three months ended December 27, 2014 (in millions):

	Cumulative Foreign Currency Translation	Unrecognized Gains/Losses on Derivative Instruments	Unrealized Gains/Losses on Marketable Securities	Total
Balance at September 27, 2014	<u>\$ (242)</u>	<u>\$ 1,364</u>	<u>\$ (40)</u>	<u>\$ 1,082</u>
Other comprehensive income/(loss) before reclassifications	(114)	2,390	(707)	1,569
Amounts reclassified from AOCI	0	(663)	(22)	(685)
Tax effect	48	(310)	259	(3)
Other comprehensive income/(loss)	(66)	1,417	(470)	881
Balance at December 27, 2014	<u>\$ (308)</u>	<u>\$ 2,781</u>	<u>\$ (510)</u>	<u>\$ 1,963</u>

### Note 9 – Benefit Plans

#### Stock Plans

The Company had 436.9 million shares reserved for future issuance under its stock plans as of December 27, 2014. RSUs granted generally vest over four years, based on continued employment, and are settled upon vesting in shares of the Company's common stock on a one-for-one basis. Each share issued with respect to RSUs granted under the Company's stock plans reduces the number of shares available for grant under the plan by two shares. RSUs cancelled and shares withheld to satisfy tax withholding obligations increase the number of shares available for grant under the plans utilizing a factor of two times the number of RSUs cancelled or shares withheld. Stock options count against the number of shares available for grant on a one-for-one basis.

#### Rule 10b5-1 Trading Plans

During the three months ended December 27, 2014, Section 16 officers Timothy D. Cook, Angela Ahrendts, Luca Maestri and Daniel Riccio had equity trading plans in place in accordance with Rule 10b5-1(c)(1) under the Exchange Act. An equity trading plan is a written document that pre-establishes the amounts, prices and dates (or formula for determining the amounts, prices and dates) of future purchases or sales of the Company's stock, including shares acquired pursuant to the Company's employee and director equity plans.

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### Restricted Stock Units

A summary of the Company's RSU activity and related information for the three months ended December 27, 2014, is as follows:

	Number of RSUs (in thousands)	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value (in millions)
Balance at September 27, 2014	103,822	\$ 70.98	
RSUs granted	36,294	\$ 101.41	
RSUs vested	(16,759)	\$ 64.30	
RSUs cancelled	(1,815)	\$ 71.49	
Balance at December 27, 2014	121,542	\$ 80.98	\$ 13,855

RSUs that vested during the three months ended December 27, 2014 and December 28, 2013 had a fair value of \$1.7 billion and \$1.1 billion, respectively, as of the vesting date.

### Stock Options

The Company had 3.5 million stock options outstanding as of December 27, 2014, with a weighted average exercise price per share of \$19.61 and weighted average remaining contractual term of 2.2 years, substantially all of which are exercisable. The aggregate intrinsic value of the stock options outstanding as of December 27, 2014 was \$330 million, which represents the value of the Company's closing stock price on the last trading day of the period in excess of the weighted-average exercise price multiplied by the number of options outstanding.

The total intrinsic value of options at the time of exercise was \$248 million and \$559 million for the three months ended December 27, 2014 and December 28, 2013, respectively.

### Share-Based Compensation

The following table shows a summary of the share-based compensation expense included in the Condensed Consolidated Statements of Operations for the three months ended December 27, 2014 and December 28, 2013 (in millions):

	Three Months Ended	
	December 27, 2014	December 28, 2013
Cost of sales	\$ 140	\$ 109
Research and development	374	289
Selling, general and administrative	374	283
Total share-based compensation expense	\$ 888	\$ 681

The income tax benefit related to share-based compensation expense was \$351 million and \$265 million for the three months ended December 27, 2014 and December 28, 2013, respectively. As of December 27, 2014, the total unrecognized compensation cost related to outstanding stock options and RSUs expected to vest was \$8.8 billion, which the Company expects to recognize over a weighted-average period of 3.1 years.

**Note 10 – Commitments and Contingencies**

**Accrued Warranty and Indemnification**

The following table shows changes in the Company's accrued warranties and related costs for the three months ended December 27, 2014 and December 28, 2013 (in millions):

	Three Months Ended	
	December 27, 2014	December 28, 2013
Beginning accrued warranty and related costs	\$ 4,159	\$ 2,967
Cost of warranty claims	(1,044)	(1,064)
Accruals for product warranty	2,080	2,077
Ending accrued warranty and related costs	<u>\$ 5,195</u>	<u>\$ 3,980</u>

The Company generally does not indemnify end-users of its operating system and application software against legal claims that the software infringes third-party intellectual property rights. Other agreements entered into by the Company sometimes include indemnification provisions under which the Company could be subject to costs and/or damages in the event of an infringement claim against the Company or an indemnified third-party. However, the Company has not been required to make any significant payments resulting from such an infringement claim asserted against it or an indemnified third-party. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss with respect to indemnification of end-users of its operating system or application software for infringement of third-party intellectual property rights. The Company did not record a liability for infringement costs related to indemnification as of December 27, 2014 or September 27, 2014.

The Company has entered into indemnification agreements with its directors and executive officers. Under these agreements, the Company has agreed to indemnify such individuals to the fullest extent permitted by law against liabilities that arise by reason of their status as directors or officers and to advance expenses incurred by such individuals in connection with related legal proceedings. It is not possible to determine the maximum potential amount of payments the Company could be required to make under these agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each claim. However, the Company maintains directors and officers liability insurance coverage to reduce its exposure to such obligations, and payments made under these agreements historically have not been material.

**Concentrations in the Available Sources of Supply of Materials and Product**

Although most components essential to the Company's business are generally available from multiple sources, a number of components are currently obtained from single or limited sources. In addition, the Company competes for various components with other participants in the markets for mobile communication and media devices and personal computers. Therefore, many components used by the Company, including those that are available from multiple sources, are at times subject to industry-wide shortage and significant pricing fluctuations that could materially adversely affect the Company's financial condition and operating results.

The Company uses some custom components that are not commonly used by its competitors, and new products introduced by the Company often utilize custom components available from only one source. When a component or product uses new technologies, initial capacity constraints may exist until the suppliers' yields have matured or manufacturing capacity has increased. If the Company's supply of components for a new or existing product were delayed or constrained, or if an outsourcing partner delayed shipments of completed products to the Company, the Company's financial condition and operating results could be materially adversely affected. The Company's business and financial performance could also be materially adversely affected depending on the time required to obtain sufficient quantities from the original source, or to identify and obtain sufficient quantities from an alternative source. Continued availability of these components at acceptable prices, or at all, may be affected if those suppliers concentrated on the production of common components instead of components customized to meet the Company's requirements.

The Company has entered into agreements for the supply of many components; however, there can be no guarantee that the Company will be able to extend or renew these agreements on similar terms, or at all. Therefore, the Company remains subject to significant risks of supply shortages and price increases that could materially adversely affect its financial condition and operating results.

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Substantially all of the Company's hardware products are manufactured by outsourcing partners that are located primarily in Asia. A significant concentration of this manufacturing is currently performed by a small number of outsourcing partners, often in single locations. Certain of these outsourcing partners are the sole-sourced suppliers of components and manufacturers for many of the Company's products. Although the Company works closely with its outsourcing partners on manufacturing schedules, the Company's operating results could be adversely affected if its outsourcing partners were unable to meet their production commitments. The Company's purchase commitments typically cover its requirements for periods up to 150 days.

### Other Off-Balance Sheet Commitments

#### *Operating Leases*

The Company leases various equipment and facilities, including retail space, under noncancelable operating lease arrangements. The Company does not currently utilize any other off-balance sheet financing arrangements. The major facility leases are typically for terms not exceeding 10 years and generally contain multi-year renewal options. As of December 27, 2014, the Company had a total of 447 retail stores. Leases for retail space are for terms ranging from five to 20 years, the majority of which are for 10 years, and often contain multi-year renewal options. As of December 27, 2014, the Company's total future minimum lease payments under noncancelable operating leases were \$4.8 billion, of which \$3.5 billion related to leases for retail space.

#### *Other Commitments*

The Company utilizes several outsourcing partners to manufacture sub-assemblies for the Company's products and to perform final assembly and testing of finished products. These outsourcing partners acquire components and build product based on demand information supplied by the Company, which typically covers periods up to 150 days. The Company also obtains individual components for its products from a wide variety of individual suppliers. Consistent with industry practice, the Company acquires components through a combination of purchase orders, supplier contracts and open orders based on projected demand information. Where appropriate, the purchases are applied to inventory component prepayments that are outstanding with the respective supplier. As of December 27, 2014, the Company had outstanding off-balance sheet third-party manufacturing commitments and component purchase commitments of \$21.6 billion.

In addition to the commitments mentioned above, the Company had other off-balance sheet obligations of \$3.9 billion as of December 27, 2014, which were comprised of commitments to acquire capital assets, including product tooling and manufacturing process equipment, and commitments related to advertising, research and development ("R&D"), Internet and telecommunications services, energy and other obligations.

### Contingencies

The Company is subject to various legal proceedings and claims that have arisen in the ordinary course of business and that have not been fully adjudicated, certain of which are discussed in Part II, Item 1 of this Form 10-Q under the heading "Legal Proceedings" and in Part II, Item 1A of this Form 10-Q under the heading "Risk Factors." In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies. However, the outcome of litigation is inherently uncertain. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these legal matters were resolved against the Company in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected.

#### *Apple Inc. v. Samsung Electronics Co., Ltd, et al.*

On August 24, 2012, a jury returned a verdict awarding the Company \$1.05 billion in its lawsuit against Samsung Electronics Co., Ltd and affiliated parties in the United States District Court, Northern District of California, San Jose Division. On March 6, 2014, the District Court entered final judgment in favor of the Company in the amount of approximately \$930 million. Because the award is now subject to appeal, the Company has not recognized the award in its results of operations.

**Note 11 – Segment Information and Geographic Data**

The Company reports segment information based on the “management” approach. The management approach designates the internal reporting used by management for making decisions and assessing performance as the source of the Company’s reportable operating segments.

The Company manages its business primarily on a geographic basis. As the Company continues to expand its business, management believes collaboration across its online, retail and indirect channels is integral to better serving its customers and optimizing its financial results. In the first quarter of 2015, management began reporting business performance and making decisions primarily on a geographic basis, including the results of its retail stores in each respective geographic segment. Accordingly, to align with the way the business is currently managed, the Company’s reportable operating segments now consist of the Americas, Europe, Greater China, Japan and Rest of Asia Pacific. Retail is no longer reported as a separate reportable operating segment. The Americas segment includes both North and South America. The Europe segment includes European countries, as well as India, the Middle East and Africa. The Greater China segment includes China, Hong Kong and Taiwan. The Rest of Asia Pacific segment includes Australia and Asian countries, other than those countries included in the Company’s other operating segments. Each operating segment provides similar hardware and software products and similar services. The accounting policies of the various segments are the same as those described in Note 1, “Summary of Significant Accounting Policies” of the Notes to Consolidated Financial Statements in Part II, Item 8 of the 2014 Form 10-K.

The Company evaluates the performance of its operating segments based on net sales and operating income. Net sales for geographic segments are generally based on the location of customers and sales through the Company’s retail stores located in those geographic locations. Operating income for each segment includes net sales to third parties, related cost of sales and operating expenses directly attributable to the segment. In the first quarter of 2015, the Company also began allocating certain costs to its operating segments that were previously included in other corporate expenses, including certain share-based compensation costs. Advertising expenses are generally included in the geographic segment in which the expenditures are incurred. Operating income for each segment excludes other income and expense and certain expenses managed outside the operating segments. Costs excluded from segment operating income include various corporate expenses such as R&D, corporate marketing expenses, certain share-based compensation expense, income taxes, various nonrecurring charges and other separately managed general and administrative costs. The Company does not include intercompany transfers between segments for management reporting purposes.



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The following table shows information by operating segment for the three months ended December 27, 2014 and December 28, 2013 (in millions):

	<b>Three Months Ended</b>	
	<b>December 27, 2014</b>	<b>December 28, 2013</b>
Americas:		
Net sales	\$ 30,566	\$ 24,789
Operating income	\$ 10,701	\$ 8,069
Europe:		
Net sales	\$ 17,214	\$ 14,335
Operating income	\$ 5,882	\$ 4,623
Greater China:		
Net sales	\$ 16,144	\$ 9,496
Operating income	\$ 6,366	\$ 3,247
Japan:		
Net sales	\$ 5,448	\$ 5,045
Operating income	\$ 2,488	\$ 2,330
Rest of Asia Pacific:		
Net sales	\$ 5,227	\$ 3,929
Operating income	\$ 1,849	\$ 1,368

A reconciliation of the Company's segment operating income to the Condensed Consolidated Statements of Operations for the three months ended December 27, 2014 and December 28, 2013 is as follows (in millions):

	<b>Three Months Ended</b>	
	<b>December 27, 2014</b>	<b>December 28, 2013</b>
Segment operating income	\$ 27,286	\$ 19,637
Research and development expense	(1,895)	(1,330)
Other corporate expenses, net	(1,145)	(844)
Total operating income	<u>\$ 24,246</u>	<u>\$ 17,463</u>

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This section and other parts of this Quarterly Report on Form 10-Q contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part II, Item 1A of this Form 10-Q under the heading "Risk Factors," which are incorporated herein by reference. The following discussion should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended September 27, 2014 (the "2014 Form 10-K") filed with the U.S. Securities and Exchange Commission (the "SEC") and the condensed consolidated financial statements and notes thereto included elsewhere in this Form 10-Q. All information presented herein is based on the Company's fiscal calendar. Unless otherwise stated, references in this report to particular years, quarters, months or periods refer to the Company's fiscal years ended in September and the associated quarters, months, or periods of those fiscal years. Each of the terms the "Company" and "Apple" as used herein refers collectively to Apple Inc. and its wholly-owned subsidiaries, unless otherwise stated. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.*

**Available Information**

The Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are filed with the SEC. The Company is subject to the informational requirements of the Exchange Act and files or furnishes reports, proxy statements, and other information with the SEC. Such reports and other information filed by the Company with the SEC are available free of charge on the Company's website at [investor.apple.com/sec.cfm](http://investor.apple.com/sec.cfm) when such reports are available on the SEC's website. The public may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov). The contents of these websites are not incorporated into this filing. Further, the Company's references to the URLs for these websites are intended to be inactive textual references only.

**Overview and Highlights***Company Background*

The Company designs, manufactures and markets mobile communication and media devices, personal computers and portable digital music players, and sells a variety of related software, services, accessories, networking solutions and third-party digital content and applications. The Company's products and services include iPhone®, iPad®, Mac®, iPod®, Apple TV®, a portfolio of consumer and professional software applications, the iOS and OS X® operating systems, iCloud®, Apple Pay™ and a variety of accessory, service and support offerings. In September 2014, the Company announced Apple Watch™, which is expected to be available in early calendar year 2015. The Company also sells and delivers digital content and applications through the iTunes Store®, App Store™, Mac App Store and iBooks Store™ (collectively "iTunes"). The Company sells its products worldwide through its retail stores, online stores and direct sales force, as well as through third-party cellular network carriers, wholesalers, retailers and value-added resellers. In addition, the Company sells a variety of third-party iPhone, iPad, Mac and iPod compatible products, including application software, and various accessories through its online and retail stores. The Company sells to consumers, small and mid-sized businesses and education, enterprise and government customers.

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### *Business Strategy*

The Company is committed to bringing the best user experience to its customers through its innovative hardware, software and services. The Company's business strategy leverages its unique ability to design and develop its own operating systems, hardware, application software and services to provide its customers products and solutions with innovative design, superior ease-of-use and seamless integration. As part of its strategy, the Company continues to expand its platform for the discovery and delivery of digital content and applications through iTunes, which allows customers to discover and download digital content, iOS and Mac applications, and books through either a Mac or Windows-based computer or through iPhone, iPad and iPod touch<sup>®</sup> devices ("iOS devices"). The Company also supports a community for the development of third-party software and hardware products and digital content that complement the Company's offerings. The Company believes a high-quality buying experience with knowledgeable salespersons who can convey the value of the Company's products and services greatly enhances its ability to attract and retain customers. Therefore, the Company's strategy also includes building and expanding its own retail and online stores and its third-party distribution network to effectively reach more customers and provide them with a high-quality sales and post-sales support experience. The Company believes ongoing investment in research and development ("R&D"), marketing and advertising is critical to the development and sale of innovative products and technologies.

### *Business Seasonality and Product Introductions*

The Company has historically experienced higher net sales in its first quarter compared to other quarters in its fiscal year due in part to seasonal holiday demand. Additionally, new product introductions can significantly impact net sales, product costs and operating expenses. Product introductions can also impact the Company's net sales to its indirect distribution channels as these channels are filled with new product inventory following a product introduction, and often, channel inventory of a particular product declines as the next related major product launch approaches. Net sales can also be affected when consumers and distributors anticipate a product introduction. However, neither historical seasonal patterns nor historical patterns of product introductions should be considered reliable indicators of the Company's future pattern of product introductions, future net sales or financial performance.

### *First Quarter Fiscal 2015 Highlights*

Net sales rose 30% or \$17.0 billion during the first quarter of 2015 compared to the same quarter in 2014. Net sales and unit sales increased for iPhone and Mac following the launches of new iPhone and Mac models, and net sales of Services increased primarily due to growth from iOS apps sales and licensing. This growth was partially offset by lower net sales and unit sales of iPad and by weakness in most foreign currencies relative to the U.S. dollar. Total net sales increased in each of the Company's operating segments, with particularly strong growth in Greater China where net sales increased 70% year-over-year.

During the first quarter of 2015, the Company introduced iPad Air<sup>®</sup> 2, iPad mini<sup>™</sup> 3, iMac<sup>®</sup> with Retina<sup>®</sup> 5K Display and an updated Mac mini; and released OS X Yosemite.

The Company utilized \$5.0 billion to repurchase its common stock and paid dividends of \$2.8 billion or \$0.47 per common share during the first quarter of 2015. Additionally, the Company issued €2.8 billion of Euro-denominated long-term debt.

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### Sales Data

In the first quarter of 2015, the Company changed its reportable operating segments and categorization of product-level net sales reporting to align with the way its business is managed and to better reflect its evolving products and services. The following table shows net sales by operating segment and net sales and unit sales by product during the three months ended December 27, 2014 and December 28, 2013 (dollars in millions and units in thousands):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net Sales by Operating Segment:			
Americas	\$ 30,566	\$ 24,789	23%
Europe	17,214	14,335	20%
Greater China	16,144	9,496	70%
Japan	5,448	5,045	8%
Rest of Asia Pacific	5,227	3,929	33%
Total net sales	<u>\$ 74,599</u>	<u>\$ 57,594</u>	30%
Net Sales by Product:			
iPhone <sup>(1)</sup>	\$ 51,182	\$ 32,498	57%
iPad <sup>(1)</sup>	8,985	11,468	(22)%
Mac <sup>(1)</sup>	6,944	6,395	9%
Services <sup>(2)</sup>	4,799	4,397	9%
Other Products <sup>(1)(3)</sup>	2,689	2,836	(5)%
Total net sales	<u>\$ 74,599</u>	<u>\$ 57,594</u>	30%
Unit Sales by Product:			
iPhone	74,468	51,025	46%
iPad	21,419	26,035	(18)%
Mac	5,519	4,837	14%

<sup>(1)</sup> Includes deferrals and amortization of related non-software services and software upgrade rights.

<sup>(2)</sup> Includes revenue from iTunes, AppleCare<sup>®</sup>, Apple Pay, licensing and other services.

<sup>(3)</sup> Includes sales of iPod, Apple TV, Beats Electronics and Apple-branded and third-party accessories.

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### Product Performance

#### *iPhone*

The following table presents iPhone net sales and unit sales information for the first quarter of 2015 and 2014 (dollars in millions and units in thousands):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net sales	\$ 51,182	\$ 32,498	57%
Percentage of total net sales	69%	56%	
Unit sales	74,468	51,025	46%

The year-over-year growth in iPhone net sales and unit sales resulted from the launch of new iPhones at the end of 2014 and in the first quarter of 2015; and expanded distribution. Demand for iPhone 6 and 6 Plus was greater than available supply during the first quarter of 2015, and overall iPhone channel inventory decreased slightly from levels at the beginning of the quarter. Overall average selling prices ("ASPs") for iPhone increased by 8% in the first quarter of 2015 compared to the first quarter of 2014 due to the introduction of iPhone 6 Plus and an increased mix of higher storage capacity iPhones, which was partially offset by the effect of weakness in most foreign currencies relative to the U.S. dollar.

#### *iPad*

The following table presents iPad net sales and unit sales information for the first quarter of 2015 and 2014 (dollars in millions and units in thousands):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net sales	\$ 8,985	\$ 11,468	(22)%
Percentage of total net sales	12%	20%	
Unit sales	21,419	26,035	(18)%

iPad net sales and unit sales declined on a year-over-year basis. The Company believes the decline in sales is due in part to a longer repurchase cycle for iPads and some level of cannibalization from the Company's other products. Additionally, while iPad channel inventory in all of the Company's operating segments increased from the beginning to the end of the quarter to support new product introductions and seasonal demand, it was less than the increase in iPad channel inventory during the first quarter of 2014. iPad ASPs declined by 5% during the first quarter of 2015 compared to the first quarter of 2014 primarily as a result of a shift in mix to lower-priced iPads and the effect of weakness in most foreign currencies relative to the U.S. dollar.

#### *Mac*

The following table presents Mac net sales and unit sales information for the first quarter of 2015 and 2014 (dollars in millions and units in thousands):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net sales	\$ 6,944	\$ 6,395	9%
Percentage of total net sales	9%	11%	
Unit sales	5,519	4,837	14%

The year-over-year growth in Mac net sales and unit sales was driven by the launch of new Mac desktops and strong demand for MacBook Air. Mac ASPs declined by 5% during the first quarter of 2015 compared to the first quarter of 2014 primarily as a result of price reductions on Mac portables in the second half of 2014 and the effect of weakness in most foreign currencies relative to the U.S. dollar.

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### Services

The following table presents net sales information of Services for the first quarter of 2015 and 2014 (dollars in millions):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net sales	\$ 4,799	\$ 4,397	9%
Percentage of total net sales	6%	8%	

The increase in net sales of Services in the first quarter of 2015 compared to the first quarter of 2014 was primarily due to growth from iTunes and licensing. iTunes generated a total of \$2.6 billion in net sales during the first quarter of 2015 compared to \$2.4 billion during the first quarter of 2014. Growth from iTunes was driven by increases in revenue from iOS app sales reflecting continued growth in the installed base of iOS devices, the expansion in third-party iOS apps available, and increased volume of in-app purchases; partially offset by a 7% year-over-year decrease in net sales of digital media consisting of music, movies, TV shows and books.

### Segment Operating Performance

The Company manages its business primarily on a geographic basis. As the Company continues to expand its business, management believes collaboration across its online, retail and indirect channels is integral to better serve its customers and optimize its financial results. In the first quarter of 2015, the Company's management began reporting business performance and making decisions primarily on a geographic basis, including the results of its retail stores in each respective geographic segment. Accordingly, to align with the way the business is currently managed, the Company's reportable operating segments now consist of the Americas, Europe, Greater China, Japan and Rest of Asia Pacific. Retail is no longer reported as a separate reportable operating segment. The Americas segment includes both North and South America. The Europe segment includes European countries, as well as India, the Middle East and Africa. The Greater China segment includes China, Hong Kong and Taiwan. The Rest of Asia Pacific segment includes Australia and Asian countries, other than those countries included in the Company's other operating segments. Each operating segment provides similar hardware and software products and similar services. Further information regarding the Company's operating segments may be found in Part I, Item 1 of this Form 10-Q in the Notes to Condensed Consolidated Financial Statements, in Note 11, "Segment Information and Geographic Data."

### Americas

The following table presents Americas net sales information for the first quarter of 2015 and 2014 (dollars in millions):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net sales	\$ 30,566	\$ 24,789	23%
Percentage of total net sales	41%	43%	

The year-over-year increase in Americas net sales was driven primarily by growth in net sales and unit sales of iPhone and Mac, partially offset by a decline in net sales and unit sales of iPad and a stronger U.S. dollar, particularly relative to Latin American currencies. Net sales from Services in the Americas increased due to continued strong sales of iOS apps, partially offset by lower digital media sales.

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### Europe

The following table presents Europe net sales information for the first quarter of 2015 and 2014 (dollars in millions):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net sales	\$ 17,214	\$ 14,335	20%
Percentage of total net sales	23%	25%	

The increase in Europe net sales during the first quarter of 2015 compared to the first quarter of 2014 primarily reflects strong growth in net sales and unit sales in iPhone and Mac, partially offset by a decline in net sales and unit sales of iPad and weaker European currencies relative to the U.S. dollar. iPhone channel inventory declined from the end of 2014 as demand for new iPhones was greater than available supply.

### Greater China

The following table presents Greater China net sales information for the first quarter of 2015 and 2014 (dollars in millions):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net sales	\$ 16,144	\$ 9,496	70%
Percentage of total net sales	22%	16%	

During the first quarter of 2015, Greater China experienced a year-over-year increase in net sales significantly higher than those experienced by the Company overall. iPhone and Mac net sales and unit sales grew strongly following the launch of new iPhone models and Mac desktops in Greater China. The addition of a significant new carrier in the second quarter of 2014 also contributed to the higher year-over-year iPhone net sales and unit sales growth. Additionally, Greater China experienced strong growth in net sales from Services primarily due to increased sales of iOS apps. This growth was partially offset by a decline in net sales and unit sales of iPad.

### Japan

The following table presents Japan net sales information for the first quarter of 2015 and 2014 (dollars in millions):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net sales	\$ 5,448	\$ 5,045	8%
Percentage of total net sales	7%	9%	

The increase in Japan net sales during the first quarter of 2015 compared to the first quarter of 2014 reflects higher net sales and unit sales of iPhone and iPad following the Company's recent product launches, partially offset by lower net sales and unit sales of Mac and a significant adverse impact from weakness in the Japanese Yen relative to the U.S. dollar. iPad net sales and unit sales increased in Japan primarily due to the introduction of new iPad models and strong cellular network carrier performance. The increase in Japan net sales was also driven by strong growth in Services primarily due to higher sales of iOS apps.

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### *Rest of Asia Pacific*

The following table presents Rest of Asia Pacific net sales information for the first quarter of 2015 and 2014 (dollars in millions):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Net sales	\$ 5,227	\$ 3,929	33%
Percentage of total net sales	7%	7%	

The increase in Rest of Asia Pacific net sales during the first quarter of 2015 compared to the first quarter of 2014 primarily reflects strong growth in net sales and unit sales in iPhone and Mac, partially offset by a decline in net sales and unit sales of iPad and weaker foreign currencies relative to the U.S. dollar. iPhone channel inventory increased sequentially during the quarter to support recent product launches and seasonal demand.

### **Gross Margin**

Gross margin for the first quarter of 2015 and 2014 was as follows (dollars in millions):

	Three Months Ended	
	December 27, 2014	December 28, 2013
Net sales	\$ 74,599	\$ 57,594
Cost of sales	44,858	35,748
Gross margin	\$ 29,741	\$ 21,846
Gross margin percentage	39.9%	37.9%

The increase in the gross margin percentage during the first quarter of 2015 compared to the first quarter of 2014 was driven by multiple factors including a favorable shift in mix to products with higher margins, improved leverage on fixed costs from higher net sales and lower commodity costs for some components, which was partially offset by higher cost structures on new products and the weakness in most foreign currencies relative to the U.S. dollar.

The Company anticipates gross margin during the second quarter of 2015 to be between 38.5% and 39.5%. The foregoing statement regarding the Company's expected gross margin percentage in the second quarter of 2015 is forward-looking and could differ from actual results. The Company's future gross margins can be impacted by multiple factors including, but not limited to, those set forth in Part II, Item 1A of this Form 10-Q under the heading "Risk Factors" and those described in this paragraph. In general, the Company believes gross margins will remain under downward pressure due to a variety of factors, including continued industry wide global product pricing pressures, increased competition, compressed product life cycles, product transitions, potential increases in the cost of components, and potential strengthening of the U.S. dollar, as well as potential increases in the costs of outside manufacturing services and a potential shift in the Company's sales mix towards products with lower gross margins. In response to competitive pressures, the Company expects it will continue to take product pricing actions, which would adversely affect gross margins. Gross margins could also be affected by the Company's ability to manage product quality and warranty costs effectively and to stimulate demand for certain of its products. Due to the Company's significant international operations, financial results can be significantly affected by fluctuations in exchange rates.



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### Operating Expenses

Operating expenses for the first quarter of 2015 and 2014 were as follows (dollars in millions):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Research and development	\$ 1,895	\$ 1,330	42%
Percentage of total net sales	2.5%	2.3%	
Selling, general and administrative	\$ 3,600	\$ 3,053	18%
Percentage of total net sales	4.8%	5.3%	
Total operating expenses	\$ 5,495	\$ 4,383	25%
Percentage of total net sales	7.4%	7.6%	

#### Research and Development

The growth in R&D expense during the first quarter of 2015 compared to the first quarter of 2014 was driven primarily by an increase in headcount and related expenses, including share-based compensation costs, and machinery and equipment to support expanded R&D activities. The Company continues to believe that focused investments in R&D are critical to its future growth and competitive position in the marketplace and are directly related to timely development of new and enhanced products that are central to the Company's core business strategy. As such, the Company expects to make further investments in R&D to remain competitive.

#### Selling, General and Administrative

The growth in selling, general and administrative expense during the first quarter of 2015 compared to the first quarter of 2014 was primarily due to increased headcount and related expenses, including share-based compensation costs; higher spending on marketing and advertising; and the Company's continued expansion of its retail stores.

### Other Income/(Expense), Net

Other income/(expense), net for the first quarter of 2015 and 2014 was as follows (dollars in millions):

	Three Months Ended		
	December 27, 2014	December 28, 2013	Change
Interest and dividend income	\$ 654	\$ 427	
Interest expense	(131)	(84)	
Other expense, net	(353)	(97)	
Total other income/(expense), net	\$ 170	\$ 246	(31)%

The decrease in other income/(expense), net during the first quarter of 2015 compared to the first quarter of 2014 was due primarily to higher expenses associated with foreign exchange rate movements, higher premium expenses on foreign exchange contracts and higher interest expense on debt, partially offset by higher interest income. The weighted-average interest rate earned by the Company on its cash, cash equivalents and marketable securities was 1.41% and 1.03% in the first quarter of 2015 and 2014, respectively.

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### Provision for Income Taxes

Provision for income taxes and effective tax rates for the first quarter of 2015 and 2014 were as follows (dollars in millions):

	Three Months Ended	
	December 27, 2014	December 28, 2013
Provision for income taxes	\$ 6,392	\$ 4,637
Effective tax rate	26.2%	26.2%

The Company's effective tax rates for the first quarter of 2015 and 2014 differ from the statutory federal income tax rate of 35% due primarily to certain undistributed foreign earnings, a substantial portion of which was generated by subsidiaries organized in Ireland, for which no U.S. taxes are provided because such earnings are intended to be indefinitely reinvested outside the U.S. Additionally, the passage of the Tax Increase Prevention Act of 2014, which temporarily reinstated the research tax credit, reduced the effective tax rate for the first quarter of 2015.

The U.S. Internal Revenue Service is currently examining the years 2010 through 2012. In addition, the Company is subject to audits by state, local and foreign tax authorities. Management believes that adequate provisions have been made for any adjustments that may result from tax examinations. However, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in the Company's tax audits are resolved in a manner not consistent with management's expectations, the Company could be required to adjust its provision for income taxes in the period such resolution occurs.

### Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled when products are transferred to customers. ASU 2014-09 will be effective for the Company beginning in its first quarter of 2018. Early adoption is not permitted. The new revenue standard may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. The Company is currently evaluating the impact of adopting the new revenue standard on its consolidated financial statements.

### Liquidity and Capital Resources

The following tables present selected financial information and statistics as of and during the three months ended December 27, 2014 and September 27, 2014 (in millions):

	December 27, 2014	September 27, 2014
Cash, cash equivalents and marketable securities	\$ 177,955	\$ 155,239
Property, plant and equipment, net	\$ 20,392	\$ 20,624
Long-term debt	\$ 32,504	\$ 28,987
Commercial paper	\$ 3,899	\$ 6,308
Working capital	\$ 9,792	\$ 5,083

	Three Months Ended	
	December 27, 2014	December 28, 2013
Cash generated by operating activities	\$ 33,722	\$ 22,670
Cash used in investing activities	\$ (21,165)	\$ (15,103)
Cash used in financing activities	\$ (6,923)	\$ (7,749)

The Company believes its existing balances of cash, cash equivalents and marketable securities will be sufficient to satisfy its working capital needs, capital asset purchases, outstanding commitments and other liquidity requirements associated with its existing operations over the next 12 months. The Company currently anticipates the cash used for future dividends and the share repurchase program will come from its current domestic cash, cash generated from on-going U.S. operating activities and from borrowings.

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As of December 27, 2014 and September 27, 2014, \$157.8 billion and \$137.1 billion, respectively, of the Company's cash, cash equivalents and marketable securities were held by foreign subsidiaries and are generally based in U.S. dollar-denominated holdings. Amounts held by foreign subsidiaries are generally subject to U.S. income taxation on repatriation to the U.S. The Company's marketable securities investment portfolio is invested primarily in highly-rated securities and its investment policy generally limits the amount of credit exposure to any one issuer. The policy requires investments generally to be investment grade with the objective of minimizing the potential risk of principal loss.

During the three months ended December 27, 2014, cash generated from operating activities of \$33.7 billion was a result of \$18.0 billion of net income, non-cash adjustments to net income of \$5.7 billion and an increase in the net change in operating assets and liabilities of \$10.0 billion. Cash used in investing activities of \$21.2 billion during the three months ended December 27, 2014 consisted primarily of cash used for purchases of marketable securities, net of sales and maturities, of \$17.9 billion and cash used to acquire property, plant and equipment of \$3.2 billion. Cash used in financing activities of \$6.9 billion during the three months ended December 27, 2014 consisted primarily of cash used to repurchase common stock of \$5.0 billion, cash used to pay dividends and dividend equivalents of \$2.8 billion and cash used for repayments of commercial paper, net of proceeds, of \$2.4 billion, partially offset by proceeds from the issuance of long-term debt of \$3.5 billion.

During the three months ended December 28, 2013, cash generated from operating activities of \$22.7 billion was a result of \$13.1 billion of net income, non-cash adjustments to net income of \$4.1 billion and an increase in the net change in operating assets and liabilities of \$5.5 billion. Cash used in investing activities of \$15.1 billion during the three months ended December 28, 2013 consisted primarily of cash used for purchases of marketable securities, net of sales and maturities, of \$12.5 billion and cash used to acquire property, plant and equipment of \$2.0 billion. Cash used in financing activities of \$7.7 billion during the three months ended December 28, 2013 consisted primarily of cash used to repurchase common stock of \$5.0 billion and cash used to pay dividends and dividend equivalents of \$2.8 billion.

### *Capital Assets*

The Company's capital expenditures were \$2.1 billion during the first quarter of 2015. The Company anticipates utilizing approximately \$13.0 billion for capital expenditures during 2015, which includes product tooling and manufacturing process equipment; data centers; corporate facilities and infrastructure, including information systems hardware, software and enhancements; and retail store facilities.

### *Debt*

In April 2014, the Board of Directors authorized the Company to issue unsecured short-term promissory notes ("Commercial Paper") pursuant to a commercial paper program. The Company intends to use the net proceeds from the commercial paper program for general corporate purposes, including dividends and share repurchases. As of December 27, 2014, the Company had \$3.9 billion of Commercial Paper outstanding, with a weighted-average interest rate of 0.11% and maturities generally less than nine months.

As of December 27, 2014, the Company has issued floating- and fixed-rate notes with varying maturities for an aggregate principal amount of \$32.4 billion (collectively the "Notes"). The Company has entered, and in the future may enter, into interest rate swaps to manage interest rate risk on the Notes. Interest rate swaps allow the Company to effectively convert fixed-rate payments into floating-rate payments or floating-rate payments into fixed-rate payments. In addition, the Company has entered, and in the future may enter, into currency swaps to manage foreign currency risk on the Notes. In the first quarter of 2015, the Company issued €2.8 billion of Euro-denominated long-term debt. To manage foreign currency risk associated with this issuance, the Company entered into currency swaps with an aggregate notional amount of \$3.5 billion, which effectively converted the Euro-denominated notes to U.S. dollar-denominated notes.

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### Capital Return Program

In April 2014, the Company's Board of Directors increased the share repurchase program authorization from \$60 billion to \$90 billion of the Company's common stock, of which \$72.9 billion had been utilized as of December 27, 2014. The share repurchase program is expected to be completed by the end of December 2015. The Company's share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated or open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act.

The increase to the Company's share repurchase program authorization resulted in a total capital return program of over \$130 billion. The Company expects to complete the capital return program by the end of December 2015 by paying dividends and dividend equivalents, repurchasing shares and remitting withheld taxes related to net share settlement of restricted stock units. To assist in funding its capital return program, the Company expects to access the debt markets, both domestically and internationally.

The following table presents the Company's dividends, dividend equivalents, share repurchases and net share settlement activity from the start of the capital return program in August 2012 through December 2014 (in millions):

	<b>Dividends and Dividend Equivalents Paid</b>	<b>Accelerated Share Repurchases</b>	<b>Open Market Share Repurchases</b>	<b>Taxes Related to Settlement of Equity Awards</b>	<b>Total</b>
Q1 2015	\$ 2,801	\$ 0	\$ 5,000	\$ 512	\$ 8,313
2014	11,126	21,000	24,000	1,158	57,284
2013	10,564	13,950	9,000	1,082	34,596
2012	2,488	0	0	56	2,544
Total	<u>\$ 26,979</u>	<u>\$ 34,950</u>	<u>\$ 38,000</u>	<u>\$ 2,808</u>	<u>\$ 102,737</u>

In November 2014, the Company paid cash dividends of \$0.47 per common share, totaling \$2.8 billion. The Company plans to increase its dividend on an annual basis subject to declaration by the Board of Directors.

### Off-Balance Sheet Arrangements and Contractual Obligations

The Company has not entered into any transactions with unconsolidated entities whereby the Company has financial guarantees, subordinated retained interests, derivative instruments, or other contingent arrangements that expose the Company to material continuing risks, contingent liabilities, or any other obligation under a variable interest in an unconsolidated entity that provides financing, liquidity, market risk, or credit risk support to the Company, or engages in leasing, hedging, or R&D services with the Company.

### Operating Leases

The Company's major facility leases are typically for terms not exceeding 10 years and generally contain multi-year renewal options. As of December 27, 2014, the Company had a total of 447 retail stores. Leases for retail space are for terms ranging from five to 20 years, the majority of which are for 10 years, and often contain multi-year renewal options. As of December 27, 2014, the Company's total future minimum lease payments under noncancelable operating leases were \$4.8 billion, of which \$3.5 billion related to leases for retail space.

### Purchase Commitments

The Company utilizes several outsourcing partners to manufacture sub-assemblies for the Company's products and to perform final assembly and testing of finished products. These outsourcing partners acquire components and build product based on demand information supplied by the Company, which typically covers periods up to 150 days. The Company also obtains individual components for its products from a wide variety of individual suppliers. Consistent with industry practice, the Company acquires components through a combination of purchase orders, supplier contracts, and open orders based on projected demand information. Where appropriate, the purchases are applied to inventory component prepayments that are outstanding with the respective supplier. As of December 27, 2014, the Company had outstanding off-balance sheet third-party manufacturing commitments and component purchase commitments of \$21.6 billion.

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### *Other Obligations*

In addition to the commitments mentioned above, the Company had other off-balance sheet obligations of \$3.9 billion as of December 27, 2014, that were comprised of commitments to acquire capital assets, including product tooling and manufacturing process equipment, and commitments related to advertising, R&D, Internet and telecommunications services, energy and other obligations.

The Company's other non-current liabilities in the Condensed Consolidated Balance Sheets consist primarily of deferred tax liabilities, gross unrecognized tax benefits and the related gross interest and penalties. As of December 27, 2014, the Company had non-current deferred tax liabilities of \$23.4 billion. Additionally, as of December 27, 2014, the Company had gross unrecognized tax benefits of \$4.4 billion and an additional \$821 million for gross interest and penalties classified as non-current liabilities. At this time, the Company is unable to make a reasonably reliable estimate of the timing of payments due to uncertainties in the timing of tax audit outcomes.

### **Indemnification**

The Company generally does not indemnify end-users of its operating system and application software against legal claims that the software infringes third-party intellectual property rights. Other agreements entered into by the Company sometimes include indemnification provisions under which the Company could be subject to costs and/or damages in the event of an infringement claim against the Company or an indemnified third-party. However, the Company has not been required to make any significant payments resulting from such an infringement claim asserted against it or an indemnified third-party. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss with respect to indemnification of end-users of its operating system or application software for infringement of third-party intellectual property rights. The Company did not record a liability for infringement costs related to indemnification as of December 27, 2014 or September 27, 2014.

The Company has entered into indemnification agreements with its directors and executive officers. Under these agreements, the Company has agreed to indemnify such individuals to the fullest extent permitted by law against liabilities that arise by reason of their status as directors or officers and to advance expenses incurred by such individuals in connection with related legal proceedings. It is not possible to determine the maximum potential amount of payments the Company could be required to make under these agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each claim. However, the Company maintains directors and officers liability insurance coverage to reduce its exposure to such obligations, and payments made under these agreements historically have not been material.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements and related disclosures in conformity with U.S. generally accepted accounting principles ("GAAP") and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make judgments, assumptions, and estimates that affect the amounts reported in its condensed consolidated financial statements and accompanying notes. Note 1, "Summary of Significant Accounting Policies" in Part I, Item 1 of this Form 10-Q and in the Notes to Consolidated Financial Statements in Part II, Item 8 of the 2014 Form 10-K describes the significant accounting policies and methods used in the preparation of the Company's condensed consolidated financial statements. Management bases its estimates on historical experience and on various other assumptions it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates and such differences may be material.

Management believes the Company's critical accounting policies and estimates are those related to revenue recognition, valuation and impairment of marketable securities, inventory valuation and valuation of manufacturing-related assets and estimated purchase commitment cancellation fees, warranty costs, income taxes, and legal and other contingencies. Management considers these policies critical because they are both important to the portrayal of the Company's financial condition and operating results, and they require management to make judgments and estimates about inherently uncertain matters. The Company's senior management has reviewed these critical accounting policies and related disclosures with the Audit and Finance Committee of the Company's Board of Directors.

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### *Revenue Recognition*

Net sales consist primarily of revenue from the sale of hardware, software, digital content and applications, accessories, and service and support contracts. The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collection is probable. Product is considered delivered to the customer once it has been shipped and title, risk of loss and rewards of ownership have been transferred. For most of the Company's product sales, these criteria are met at the time the product is shipped. For online sales to individuals, for some sales to education customers in the U.S., and for certain other sales, the Company defers revenue until the customer receives the product because the Company retains a portion of the risk of loss on these sales during transit. For payment terms in excess of the Company's standard payment terms, revenue is recognized as payments become due unless the Company has positive evidence that the sales price is fixed or determinable, such as a successful history of collection, without concession, on comparable arrangements. The Company recognizes revenue from the sale of hardware products, software bundled with hardware that is essential to the functionality of the hardware and third-party digital content sold on the iTunes Store in accordance with general revenue recognition accounting guidance. The Company recognizes revenue in accordance with industry specific software accounting guidance for the following types of sales transactions: (i) standalone sales of software products, (ii) sales of software upgrades and (iii) sales of software bundled with hardware not essential to the functionality of the hardware.

For multi-element arrangements that include hardware products containing software essential to the hardware product's functionality, undelivered software elements that relate to the hardware product's essential software and/or undelivered non-software services, the Company allocates revenue to all deliverables based on their relative selling prices. In such circumstances, the Company uses a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price ("TPE") and (iii) best estimate of selling price ("ESP"). VSOE generally exists only when the Company sells the deliverable separately and is the price actually charged by the Company for that deliverable. ESPs reflect the Company's best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis.

For sales of qualifying versions of iOS devices, Mac and Apple TV, the Company has indicated it may from time to time provide future unspecified software upgrades and features free of charge to customers. The Company also provides various non-software services to owners of qualifying versions of iOS devices and Mac. Because the Company has neither VSOE nor TPE for the unspecified software upgrade rights or the non-software services, revenue is allocated to these rights and services based on the Company's ESPs. Revenue allocated to the unspecified software upgrade rights and non-software services based on the Company's ESPs is deferred and recognized on a straight-line basis over the estimated period the software upgrades and non-software services are expected to be provided for each of these devices, which ranges from two to four years.

The Company's process for determining ESPs involves management's judgment and considers multiple factors that may vary over time depending upon the unique facts and circumstances related to each deliverable. Should future facts and circumstances change, the Company's ESPs and the future rate of related amortization for software upgrades and non-software services related to future sales of these devices could change. Factors subject to change include the unspecified software upgrade rights offered, the estimated value of unspecified software upgrade rights, the estimated or actual costs incurred to provide non-software services and the estimated period software upgrades and non-software services are expected to be provided.

The Company records reductions to revenue for estimated commitments related to price protection and other customer incentive programs. For transactions involving price protection, the Company recognizes revenue net of the estimated amount to be refunded, provided the refund amount can be reasonably and reliably estimated and the other conditions for revenue recognition have been met. The Company's policy requires that, if refunds cannot be reliably estimated, revenue is not recognized until reliable estimates can be made or the price protection lapses. For the Company's other customer incentive programs, the estimated cost is recognized at the later of the date at which the Company has sold the product or the date at which the program is offered. The Company also records reductions to revenue for expected future product returns based on the Company's historical experience. Future market conditions and product transitions may require the Company to increase customer incentive programs that could result in reductions to future revenue. Additionally, certain customer incentive programs require management to estimate the number of customers who will actually redeem the incentive. Management's estimates are based on historical experience and the specific terms and conditions of particular incentive programs. If a greater than estimated proportion of customers redeems such incentives, the Company would be required to record additional reductions to revenue, which would have an adverse impact on the Company's results of operations.



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### *Valuation and Impairment of Marketable Securities*

The Company's investments in available-for-sale securities are reported at fair value. Unrealized gains and losses related to changes in the fair value of securities are recognized in accumulated other comprehensive income, net of tax, in the Company's Condensed Consolidated Balance Sheets. Changes in the fair value of available-for-sale securities impact the Company's net income only when such securities are sold or an other-than-temporary impairment is recognized. Realized gains and losses on the sale of securities are determined by specific identification of each security's cost basis. The Company regularly reviews its investment portfolio to determine if any security is other-than-temporarily impaired, which would require the Company to record an impairment charge in the period any such determination is made. In making this judgment, the Company evaluates, among other things, the duration and extent to which the fair value of a security is less than its cost; the financial condition of the issuer and any changes thereto; and the Company's intent to sell, or whether it will more likely than not be required to sell, the security before recovery of its amortized cost basis. The Company's assessment on whether a security is other-than-temporarily impaired could change in the future due to new developments or changes in assumptions related to any particular security.

### *Inventory Valuation and Valuation of Manufacturing-Related Assets and Estimated Purchase Commitment Cancellation Fees*

The Company must order components for its products and build inventory in advance of product shipments and has invested in manufacturing process equipment, including capital assets held at its suppliers' facilities. In addition, the Company has made prepayments to certain of its suppliers associated with long-term supply agreements to secure supply of inventory components. The Company records a write-down for inventories of components and products, including third-party products held for resale, which have become obsolete or are in excess of anticipated demand or net realizable value. The Company performs a detailed review of inventory that considers multiple factors including demand forecasts, product life cycle status, product development plans, current sales levels and component cost trends. The Company also reviews its manufacturing-related capital assets and inventory prepayments for impairment whenever events or circumstances indicate the carrying amount of such assets may not be recoverable. If the Company determines that an asset is not recoverable, it records an impairment loss equal to the amount by which the carrying value of such an asset exceeds its fair value.

The industries in which the Company competes are subject to a rapid and unpredictable pace of product and component obsolescence and demand changes. In certain circumstances the Company may be required to record additional write-downs of inventory, inventory prepayments and/or manufacturing-related capital assets. These circumstances include future demand or market conditions for the Company's products being less favorable than forecasted, unforeseen technological changes or changes to the Company's product development plans that negatively impact the utility of any of these assets, or significant deterioration in the financial condition of one or more of the Company's suppliers that hold any of the Company's manufacturing process equipment or to whom the Company has made an inventory prepayment. Such write-downs would adversely affect the Company's results of operations in the period when the write-downs were recorded.

The Company records accruals for estimated cancellation fees related to component orders that have been cancelled or are expected to be cancelled. Consistent with industry practice, the Company acquires components through a combination of purchase orders, supplier contracts and open orders in each case based on projected demand. Where appropriate, the purchases are applied to inventory component prepayments that are outstanding with the respective supplier. Purchase commitments typically cover the Company's forecasted component and manufacturing requirements for periods up to 150 days. If there is an abrupt and substantial decline in demand for one or more of the Company's products, if the Company's product development plans change, or if there is an unanticipated change in technological requirements for any of the Company's products, then the Company may be required to record additional accruals for cancellation fees that would adversely affect its results of operations in the period when the cancellation fees are identified and recorded.

### *Warranty Costs*

The Company provides for the estimated cost of warranties at the time the related revenue is recognized based on historical and projected warranty claim rates, historical and projected cost-per-claim and knowledge of specific product failures that are outside of the Company's typical experience. Each quarter, the Company re-evaluates these estimates to assess the adequacy of its recorded warranty liabilities considering the size of the installed base of products subject to warranty protection and adjusts the amounts as necessary. If actual product failure rates or repair costs differ from estimates, revisions to the estimated warranty liabilities would be required and could materially affect the Company's results of operations.

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### *Income Taxes*

The Company records a tax provision for the anticipated tax consequences of the reported results of operations. The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company recognizes tax benefits from uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

Management believes it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with future reversals of existing taxable temporary differences, will be sufficient to fully recover the deferred tax assets. In the event that the Company determines all or part of the net deferred tax assets are not realizable in the future, the Company will make an adjustment to the valuation allowance that would be charged to earnings in the period such determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of GAAP and complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on the Company's financial condition and operating results.

### *Legal and Other Contingencies*

As discussed in Part II, Item 1 of this Form 10-Q under the heading "Legal Proceedings" and in Part I, Item 1 of this Form 10-Q in the Notes to Condensed Consolidated Financial Statements, in Note 10, "Commitments and Contingencies," the Company is subject to various legal proceedings and claims that arise in the ordinary course of business. The Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable. There is significant judgment required in both the probability determination and as to whether an exposure can be reasonably estimated. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies for legal and other contingencies. However, the outcome of legal proceedings and claims brought against the Company is subject to significant uncertainty. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these legal matters were resolved against the Company in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

In the first quarter of 2015, the Company issued €2.8 billion of Euro-denominated long-term debt. To manage foreign currency risk associated with this issuance, the Company entered into currency swaps with an aggregate notional amount of \$3.5 billion, which effectively converted the Euro-denominated notes to U.S. dollar-denominated notes. Notwithstanding the resulting foreign currency risk applicable to the long-term debt, there have been no material changes to the Company's market risk during the first quarter of 2015. For a discussion of the Company's exposure to market risk, refer to the Company's market risk disclosures set forth in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" of the 2014 Form 10-K.

### **Item 4. Controls and Procedures**

#### *Evaluation of Disclosure Controls and Procedures*

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were effective as of December 27, 2014 to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

#### *Changes in Internal Control Over Financial Reporting*

There were no changes in the Company's internal control over financial reporting during the first quarter of 2015, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



**PART II—OTHER INFORMATION****Item 1. Legal Proceedings**

The Company is subject to the various legal proceedings and claims discussed below as well as certain other legal proceedings and claims that have not been fully resolved and that have arisen in the ordinary course of business. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies. However, the outcome of legal proceedings and claims brought against the Company is subject to significant uncertainty. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these legal matters were resolved against the Company in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected. See the risk factor "*The Company could be impacted by unfavorable results of legal proceedings, such as being found to have infringed on intellectual property rights*" in Part II, Item 1A of this Form 10-Q under the heading "Risk Factors." The Company settled certain matters during the first quarter of 2015 that did not individually or in the aggregate have a material impact on the Company's financial condition or results of operations.

*The Apple iPod iTunes Antitrust Litigation (formerly Charoensak v. Apple Computer, Inc. and Tucker v. Apple Computer, Inc.)*

These related cases were filed on January 3, 2005 and July 21, 2006 in the United States District Court for the Northern District of California on behalf of a purported class of direct purchasers of iPods and iTunes Store content, alleging various claims including alleged unlawful tying of music and video purchased on the iTunes Store with the purchase of iPods and unlawful acquisition or maintenance of monopoly market power under §§1 and 2 of the Sherman Act, the Cartwright Act, California Business & Professions Code §17200 (unfair competition), the California Consumer Legal Remedies Act and California monopolization law. After a three week trial in December 2014, the jury returned a verdict in favor of the Company and, on January 5, 2015, the District Court entered judgment in favor of the Company, dismissing all claims against it with prejudice.

*Apple eBooks Antitrust Litigation (United States of America v. Apple Inc., et al.)*

On April 11, 2012, the U.S. Department of Justice filed a civil antitrust action against the Company and five major book publishers in the U.S. District Court for the Southern District of New York, alleging an unreasonable restraint of interstate trade and commerce in violation of §1 of the Sherman Act and seeking, among other things, injunctive relief, the District Court's declaration that the Company's agency agreements with the publishers are null and void and/or the District Court's reformation of such agreements. On July 10, 2013, the District Court found, following a bench trial, that the Company conspired to restrain trade in violation of §1 of the Sherman Act and relevant state statutes to the extent those laws are congruent with §1 of the Sherman Act. The District Court entered a permanent injunction, which took effect on October 6, 2013 and will be in effect for five years unless the judgment is overturned on appeal. The Company has taken the necessary steps to comply with the terms of the District Court's order, including renegotiating agreements with the five major eBook publishers, updating its antitrust training program and hiring an antitrust compliance monitor. The Company appealed the District Court's decision. Pursuant to a settlement agreement reached by the parties in June 2014, any damages the Company may be obligated to pay will be determined by the outcome of the appellate decision.

**Item 1A. Risk Factors**

The following description of risk factors includes any material changes to, and supersedes the description of, risk factors associated with the Company's business previously disclosed in Part I, Item 1A of the 2014 Form 10-K under the heading "Risk Factors." The business, financial condition and operating results of the Company can be affected by a number of factors, whether currently known or unknown, including but not limited to those described below, any one or more of which could, directly or indirectly, cause the Company's actual results of operations and financial condition to vary materially from past, or from anticipated future, results of operations and financial condition. Any of these factors, in whole or in part, could materially and adversely affect the Company's business, financial condition, results of operations and common stock price.

The following discussion of risk factors contains forward-looking statements. These risk factors may be important to understanding any statement in this Form 10-Q or elsewhere. The following information should be read in conjunction with the condensed consolidated financial statements and related notes in Part I, Item 1, "Financial Statements" and Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-Q.

Because of the following factors, as well as other factors affecting the Company's financial condition and operating results, past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods.

*Global and regional economic conditions could materially adversely affect the Company.*

The Company's operations and performance depend significantly on global and regional economic conditions. Uncertainty about global and regional economic conditions poses a risk as consumers and businesses may postpone spending in response to tighter credit, higher unemployment, financial market volatility, government austerity programs, negative financial news, declines in income or asset values and/or other factors. These worldwide and regional economic conditions could have a material adverse effect on demand for the Company's products and services. Demand also could differ materially from the Company's expectations as a result of currency fluctuations because the Company generally raises prices on goods and services sold outside the U.S. to correspond with the effect of a strengthening of the U.S. dollar. Other factors that could influence worldwide or regional demand include increases in fuel and other energy costs, conditions in the real estate and mortgage markets, unemployment, labor and healthcare costs, access to credit, consumer confidence and other macroeconomic factors affecting consumer spending behavior. These and other economic factors could materially adversely affect demand for the Company's products and services.

In the event of financial turmoil affecting the banking system and financial markets, additional consolidation of the financial services industry, or significant financial service institution failures, there could be a new or incremental tightening in the credit markets, low liquidity and extreme volatility in fixed income, credit, currency and equity markets. This could have a number of effects on the Company's business, including the insolvency or financial instability of outsourcing partners or suppliers or their inability to obtain credit to finance development and/or manufacture products resulting in product delays; inability of customers, including channel partners, to obtain credit to finance purchases of the Company's products; failure of derivative counterparties and other financial institutions; and restrictions on the Company's ability to issue new debt. Other income and expense also could vary materially from expectations depending on gains or losses realized on the sale or exchange of financial instruments; impairment charges resulting from revaluations of debt and equity securities and other investments; interest rates; cash balances; volatility in foreign exchange rates; and changes in fair value of derivative instruments. Increased volatility in the financial markets and overall economic uncertainty would increase the risk of the actual amounts realized in the future on the Company's financial instruments differing significantly from the fair values currently assigned to them.

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*Global markets for the Company's products and services are highly competitive and subject to rapid technological change, and the Company may be unable to compete effectively in these markets.*

The Company's products and services compete in highly competitive global markets characterized by aggressive price cutting and resulting downward pressure on gross margins, frequent introduction of new products, short product life cycles, evolving industry standards, continual improvement in product price/performance characteristics, rapid adoption of technological and product advancements by competitors and price sensitivity on the part of consumers.

The Company's ability to compete successfully depends heavily on its ability to ensure a continuing and timely introduction of innovative new products and technologies to the marketplace. The Company believes it is unique in that it designs and develops nearly the entire solution for its products, including the hardware, operating system, numerous software applications and related services. As a result, the Company must make significant investments in R&D. The Company currently holds a significant number of patents and copyrights and has registered and/or has applied to register numerous patents, trademarks and service marks. In contrast, many of the Company's competitors seek to compete primarily through aggressive pricing and very low cost structures, and emulating the Company's products and infringing on its intellectual property. If the Company is unable to continue to develop and sell innovative new products with attractive margins or if competitors infringe on the Company's intellectual property, the Company's ability to maintain a competitive advantage could be adversely affected.

The Company markets certain mobile communication and media devices based on the iOS mobile operating system and also markets related third-party digital content and applications. The Company faces substantial competition in these markets from companies that have significant technical, marketing, distribution and other resources, as well as established hardware, software and digital content supplier relationships; and the Company has a minority market share in the smartphone market. Additionally, the Company faces significant price competition as competitors reduce their selling prices and attempt to imitate the Company's product features and applications within their own products or, alternatively, collaborate with each other to offer solutions that are more competitive than those they currently offer. The Company also competes with illegitimate ways to obtain third-party digital content and applications and with business models that include content provided to users for free. Some of the Company's competitors have greater experience, product breadth and distribution channels than the Company. Because some current and potential competitors have substantial resources and/or experience and a lower cost structure, they may be able to provide products and services at little or no profit or even at a loss. The Company also expects competition to intensify as competitors attempt to imitate the Company's approach to providing components seamlessly within their individual offerings or work collaboratively to offer integrated solutions. The Company's financial condition and operating results depend substantially on the Company's ability to continually improve iOS and iOS devices in order to maintain their functional and design advantages.

The Company is the only authorized maker of hardware using OS X, which has a minority market share in the personal computer market. This market has been contracting and is dominated by computer makers using competing operating systems, most notably Windows. In the market for personal computers and accessories, the Company faces a significant number of competitors, many of which have broader product lines, lower priced products and a larger installed customer base. Historically, consolidation in this market has resulted in larger competitors. Price competition has been particularly intense as competitors selling Windows-based personal computers have aggressively cut prices and lowered product margins. An increasing number of Internet-enabled devices that include software applications and are smaller and simpler than traditional personal computers compete for market share with the Company's existing products. The Company's financial condition and operating results also depend on its ability to continually improve the Mac platform to maintain its functional and design advantages.

There can be no assurance the Company will be able to continue to provide products and services that compete effectively.

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*To remain competitive and stimulate customer demand, the Company must successfully manage frequent product introductions and transitions.*

Due to the highly volatile and competitive nature of the industries in which the Company competes, the Company must continually introduce new products, services and technologies, enhance existing products and services, and effectively stimulate customer demand for new and upgraded products. The success of new product introductions depends on a number of factors including, but not limited to, timely and successful product development, market acceptance, the Company's ability to manage the risks associated with new product production ramp-up issues, the availability of application software for new products, the effective management of purchase commitments and inventory levels in line with anticipated product demand, the availability of products in appropriate quantities and at expected costs to meet anticipated demand, and the risk that new products may have quality or other defects or deficiencies in the early stages of introduction. Accordingly, the Company cannot determine in advance the ultimate effect of new product introductions and transitions.

*The Company depends on the performance of distributors, carriers and other resellers.*

The Company distributes its products through cellular network carriers, wholesalers, national and regional retailers, and value-added resellers, many of whom distribute products from competing manufacturers. The Company also sells its products and third-party products in most of its major markets directly to education, enterprise and government customers, and consumers and small and mid-sized businesses through its online and retail stores.

Carriers providing cellular network service for iPhone typically subsidize users' purchases of the device. There is no assurance that such subsidies will be continued at all or in the same amounts upon renewal of the Company's agreements with these carriers or in agreements the Company enters into with new carriers.

Many resellers have narrow operating margins and have been adversely affected in the past by weak economic conditions. Some resellers have perceived the expansion of the Company's direct sales as conflicting with their business interests as distributors and resellers of the Company's products. Such a perception could discourage resellers from investing resources in the distribution and sale of the Company's products or lead them to limit or cease distribution of those products. The Company has invested and will continue to invest in programs to enhance reseller sales, including staffing selected resellers' stores with Company employees and contractors, and improving product placement displays. These programs could require a substantial investment while providing no assurance of return or incremental revenue. The financial condition of these resellers could weaken, these resellers could stop distributing the Company's products, or uncertainty regarding demand for the Company's products could cause resellers to reduce their ordering and marketing of the Company's products.

*The Company faces substantial inventory and other asset risk in addition to purchase commitment cancellation risk.*

The Company records a write-down for product and component inventories that have become obsolete or exceed anticipated demand or net realizable value and accrues necessary cancellation fee reserves for orders of excess products and components. The Company also reviews its long-lived assets, including capital assets held at its suppliers' facilities and inventory prepayments, for impairment whenever events or circumstances indicate the carrying amount of an asset may not be recoverable. If the Company determines that impairment has occurred, it records a write-down equal to the amount by which the carrying value of the assets exceeds its fair value. Although the Company believes its provisions related to inventory, capital assets, inventory prepayments and other assets and purchase commitments are currently adequate, no assurance can be given that the Company will not incur additional related charges given the rapid and unpredictable pace of product obsolescence in the industries in which the Company competes.

The Company must order components for its products and build inventory in advance of product announcements and shipments. Consistent with industry practice, components are normally acquired through a combination of purchase orders, supplier contracts and open orders, in each case based on projected demand. Where appropriate, the purchases are applied to inventory component prepayments that are outstanding with the respective supplier. Purchase commitments typically cover forecasted component and manufacturing requirements for periods up to 150 days. Because the Company's markets are volatile, competitive and subject to rapid technology and price changes, there is a risk the Company will forecast incorrectly and order or produce excess or insufficient amounts of components or products, or not fully utilize firm purchase commitments.

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*Future operating results depend upon the Company's ability to obtain components in sufficient quantities.*

Because the Company currently obtains components from single or limited sources, the Company is subject to significant supply and pricing risks. Many components, including those that are available from multiple sources, are at times subject to industry-wide shortages and significant commodity pricing fluctuations. While the Company has entered into agreements for the supply of many components, there can be no assurance that the Company will be able to extend or renew these agreements on similar terms, or at all. A number of suppliers of components may suffer from poor financial conditions, which can lead to business failure for the supplier or consolidation within a particular industry, further limiting the Company's ability to obtain sufficient quantities of components. The follow-on effects from global economic conditions on the Company's suppliers, described in "*Global and regional economic conditions could materially adversely affect the Company*" above, also could affect the Company's ability to obtain components. Therefore, the Company remains subject to significant risks of supply shortages and price increases.

The Company and other participants in the markets for mobile communication and media devices and personal computers also compete for various components with other industries that have experienced increased demand for their products. The Company uses some custom components that are not common to the rest of these industries. The Company's new products often utilize custom components available from only one source. When a component or product uses new technologies, initial capacity constraints may exist until the suppliers' yields have matured or manufacturing capacity has increased. Continued availability of these components at acceptable prices, or at all, may be affected for any number of reasons, including if those suppliers decide to concentrate on the production of common components instead of components customized to meet the Company's requirements. The supply of components for a new or existing product could be delayed or constrained, or a key manufacturing vendor could delay shipments of completed products to the Company.

*The Company depends on component and product manufacturing and logistical services provided by outsourcing partners, many of whom are located outside of the U.S.*

Substantially all of the Company's manufacturing is performed in whole or in part by a few outsourcing partners located primarily in Asia. The Company has also outsourced much of its transportation and logistics management. While these arrangements may lower operating costs, they also reduce the Company's direct control over production and distribution. It is uncertain what effect such diminished control will have on the quality or quantity of products or services, or the Company's flexibility to respond to changing conditions. Although arrangements with these partners may contain provisions for warranty expense reimbursement, the Company may remain responsible to the consumer for warranty service in the event of product defects and could experience an unanticipated product defect or warranty liability. While the Company relies on its partners to adhere to its supplier code of conduct, material violations of the supplier code of conduct could occur.

The Company relies on sole-sourced outsourcing partners in the U.S., Asia and Europe to supply and manufacture many critical components, and on outsourcing partners primarily located in Asia, for final assembly of substantially all of the Company's hardware products. Any failure of these partners to perform may have a negative impact on the Company's cost or supply of components or finished goods. In addition, manufacturing or logistics in these locations or transit to final destinations may be disrupted for a variety of reasons including, but not limited to, natural and man-made disasters, information technology system failures, commercial disputes, military actions or economic, business, labor, environmental, public health, or political issues.

The Company has invested in manufacturing process equipment, much of which is held at certain of its outsourcing partners, and has made prepayments to certain of its suppliers associated with long-term supply agreements. While these arrangements help ensure the supply of components and finished goods, if these outsourcing partners or suppliers experience severe financial problems or other disruptions in their business, such continued supply could be reduced or terminated and the net realizable value of these assets could be negatively impacted.

*The Company's products and services may experience quality problems from time to time that can result in decreased sales and operating margin and harm to the Company's reputation.*

The Company sells complex hardware and software products and services that can contain design and manufacturing defects. Sophisticated operating system software and applications, such as those sold by the Company, often contain "bugs" that can unexpectedly interfere with the software's intended operation. The Company's online services may from time to time experience outages, service slowdowns, or errors. Defects may also occur in components and products the Company purchases from third parties. There can be no assurance the Company will be able to detect and fix all defects in the hardware, software and services it sells. Failure to do so could result in lost revenue, significant warranty and other expenses and harm to the Company's reputation.

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*The Company relies on access to third-party digital content, which may not be available to the Company on commercially reasonable terms or at all.*

The Company contracts with numerous third parties to offer their digital content through the iTunes Store. This includes the right to make available music, movies, TV shows and books currently available through the iTunes Store. The licensing or other distribution arrangements with these third parties are for relatively short terms and do not guarantee the continuation or renewal of these arrangements on reasonable terms, if at all. Some third-party content providers and distributors currently or in the future may offer competing products and services, and could take action to make it more difficult or impossible for the Company to license or otherwise distribute their content in the future. Other content owners, providers or distributors may seek to limit the Company's access to, or increase the cost of, such content. The Company may be unable to continue to offer a wide variety of content at reasonable prices with acceptable usage rules, or continue to expand its geographic reach. Failure to obtain the right to make available third-party digital content, or to make available such content on commercially reasonable terms, could have a material adverse impact on the Company's financial condition and operating results.

Some third-party digital content providers require the Company to provide digital rights management and other security solutions. If requirements change, the Company may have to develop or license new technology to provide these solutions. There is no assurance the Company will be able to develop or license such solutions at a reasonable cost and in a timely manner. In addition, certain countries have passed or may propose and adopt legislation that would force the Company to license its digital rights management, which could lessen the protection of content and subject it to piracy and also could negatively affect arrangements with the Company's content providers.

*The Company's future performance depends in part on support from third-party software developers.*

The Company believes decisions by customers to purchase its hardware products depend in part on the availability of third-party software applications and services. There is no assurance that third-party developers will continue to develop and maintain software applications and services for the Company's products. If third-party software applications and services cease to be developed and maintained for the Company's products, customers may choose not to buy the Company's products.

With respect to its Mac products, the Company believes the availability of third-party software applications and services depends in part on the developers' perception and analysis of the relative benefits of developing, maintaining and upgrading such software for the Company's products compared to Windows-based products. This analysis may be based on factors such as the market position of the Company and its products, the anticipated revenue that may be generated, expected future growth of Mac sales and the costs of developing such applications and services. If the Company's minority share of the global personal computer market causes developers to question the Mac's prospects, developers could be less inclined to develop or upgrade software for the Company's Mac products and more inclined to devote their resources to developing and upgrading software for the larger Windows market.

With respect to iOS devices, the Company relies on the continued availability and development of compelling and innovative software applications, which are distributed through a single distribution channel, the App Store. iOS devices are subject to rapid technological change, and, if third-party developers are unable to or choose not to keep up with this pace of change, third-party applications might not successfully operate and may result in dissatisfied customers. As with applications for the Company's Mac products, the availability and development of these applications also depend on developers' perceptions and analysis of the relative benefits of developing software for the Company's iOS devices rather than its competitors' platforms, such as Android. If developers focus their efforts on these competing platforms, the availability and quality of applications for the Company's iOS devices may suffer.

*The Company relies on access to third-party intellectual property, which may not be available to the Company on commercially reasonable terms or at all.*

Many of the Company's products include third-party intellectual property, which requires licenses from those third parties. Based on past experience and industry practice, the Company believes such licenses generally can be obtained on reasonable terms. There is, however, no assurance that the necessary licenses can be obtained on acceptable terms or at all. Failure to obtain the right to use third-party intellectual property, or to use such intellectual property on commercially reasonable terms, could preclude the Company from selling certain products or otherwise have a material adverse impact on the Company's financial condition and operating results.



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*The Company could be impacted by unfavorable results of legal proceedings, such as being found to have infringed on intellectual property rights.*

The Company is subject to various legal proceedings and claims that have not yet been fully resolved and that have arisen in the ordinary course of business, and additional claims may arise in the future.

For example, technology companies, including many of the Company's competitors, frequently enter into litigation based on allegations of patent infringement or other violations of intellectual property rights. In addition, patent holding companies seek to monetize patents they have purchased or otherwise obtained. As the Company has grown, the intellectual property rights claims against it have increased and may continue to increase. In particular, the Company's cellular enabled products compete with products from mobile communication and media device companies that hold significant patent portfolios, and the number of patent claims against the Company has significantly increased. The Company is vigorously defending infringement actions in courts in a number of U.S. jurisdictions and before the U.S. International Trade Commission, as well as internationally in various countries. The plaintiffs in these actions frequently seek injunctions and substantial damages.

Regardless of the scope or validity of such patents or other intellectual property rights, or the merits of any claims by potential or actual litigants, the Company may have to engage in protracted litigation. If the Company is found to infringe one or more patents or other intellectual property rights, regardless of whether it can develop non-infringing technology, it may be required to pay substantial damages or royalties to a third-party, or it may be subject to a temporary or permanent injunction prohibiting the Company from marketing or selling certain products.

In certain cases, the Company may consider the desirability of entering into licensing agreements, although no assurance can be given that such licenses can be obtained on acceptable terms or that litigation will not occur. These licenses may also significantly increase the Company's operating expenses.

Regardless of the merit of particular claims, litigation may be expensive, time-consuming, disruptive to the Company's operations and distracting to management. In recognition of these considerations, the Company may enter into arrangements to settle litigation.

In management's opinion, there is not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies, including matters related to infringement of intellectual property rights. However, the outcome of litigation is inherently uncertain.

Although management considers the likelihood of such an outcome to be remote, if one or more legal matters were resolved against the Company in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected. Further, such an outcome could result in significant compensatory, punitive or trebled monetary damages, disgorgement of revenue or profits, remedial corporate measures or injunctive relief against the Company that could materially adversely affect its financial condition and operating results.

*The Company is subject to laws and regulations worldwide, changes to which could increase the Company's costs and individually or in the aggregate adversely affect the Company's business.*

The Company is subject to laws and regulations affecting its domestic and international operations in a number of areas. These U.S. and foreign laws and regulations affect the Company's activities including, but not limited to, in areas of labor, advertising, digital content, consumer protection, real estate, billing, e-commerce, promotions, quality of services, telecommunications, mobile communications and media, television, intellectual property ownership and infringement, tax, import and export requirements, anti-corruption, foreign exchange controls and cash repatriation restrictions, data privacy requirements, anti-competition, environmental, health and safety.

By way of example, laws and regulations related to mobile communications and media devices in the many jurisdictions in which the Company operates are extensive and subject to change. Such changes could include, among others, restrictions on the production, manufacture, distribution and use of devices, locking devices to a carrier's network, or mandating the use of devices on more than one carrier's network. These devices are also subject to certification and regulation by governmental and standardization bodies, as well as by cellular network carriers for use on their networks. These certification processes are extensive and time consuming, and could result in additional testing requirements, product modifications, or delays in product shipment dates, or could preclude the Company from selling certain products.

Compliance with these laws, regulations and similar requirements may be onerous and expensive, and they may be inconsistent from jurisdiction to jurisdiction, further increasing the cost of compliance and doing business. Any such costs, which may rise in the future as a result of changes in these laws and regulations or in their interpretation, could individually or in the aggregate make the Company's products and services less attractive to the Company's customers, delay the introduction of new products in one or more regions, or cause the Company to change or limit its business practices. The Company has implemented policies and procedures designed to ensure compliance with applicable laws and regulations, but there can be no assurance that the Company's employees, contractors, or agents will not violate such laws and regulations or the Company's policies and procedures.

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*The Company's business is subject to the risks of international operations.*

The Company derives a significant portion of its revenue and earnings from its international operations. Compliance with applicable U.S. and foreign laws and regulations, such as import and export requirements, anti-corruption laws, tax laws, foreign exchange controls and cash repatriation restrictions, data privacy requirements, environmental laws, labor laws and anti-competition regulations, increases the costs of doing business in foreign jurisdictions. Although the Company has implemented policies and procedures to comply with these laws and regulations, a violation by the Company's employees, contractors, or agents could nevertheless occur.

The Company also could be significantly affected by other risks associated with international activities including, but not limited to, economic and labor conditions, increased duties, taxes and other costs and political instability. Margins on sales of the Company's products in foreign countries, and on sales of products that include components obtained from foreign suppliers, could be materially adversely affected by international trade regulations, including duties, tariffs and antidumping penalties. The Company is also exposed to credit and collectability risk on its trade receivables with customers in certain international markets. There can be no assurance the Company can effectively limit its credit risk and avoid losses.

*The Company's retail stores have required and will continue to require a substantial investment and commitment of resources and are subject to numerous risks and uncertainties.*

The Company's retail stores have required substantial investment in equipment and leasehold improvements, information systems, inventory and personnel. The Company also has entered into substantial operating lease commitments for retail space. Certain stores have been designed and built to serve as high-profile venues to promote brand awareness and serve as vehicles for corporate sales and marketing activities. Because of their unique design elements, locations and size, these stores require substantially more investment than the Company's more typical retail stores. Due to the high cost structure associated with the Company's retail stores, a decline in sales or the closure or poor performance of individual or multiple stores could result in significant lease termination costs, write-offs of equipment and leasehold improvements, and severance costs.

Many factors unique to retail operations, some of which are beyond the Company's control, pose risks and uncertainties. These risks and uncertainties include, but are not limited to, macro-economic factors that could have an adverse effect on general retail activity, as well as the Company's inability to manage costs associated with store construction and operation, the Company's failure to manage relationships with its existing retail partners, more challenging environments in managing retail operations outside the U.S., costs associated with unanticipated fluctuations in the value of retail inventory, and the Company's inability to obtain and renew leases in quality retail locations at a reasonable cost.

*Investment in new business strategies and acquisitions could disrupt the Company's ongoing business and present risks not originally contemplated.*

The Company has invested, and in the future may invest, in new business strategies or acquisitions. Such endeavors may involve significant risks and uncertainties, including distraction of management from current operations, greater than expected liabilities and expenses, inadequate return of capital and unidentified issues not discovered in the Company's due diligence. These new ventures are inherently risky and may not be successful.

*The Company's business and reputation may be impacted by information technology system failures or network disruptions.*

The Company may be subject to information technology system failures and network disruptions. These may be caused by natural disasters, accidents, power disruptions, telecommunications failures, acts of terrorism or war, computer viruses, physical or electronic break-ins, or other events or disruptions. System redundancy may be ineffective or inadequate, and the Company's disaster recovery planning may not be sufficient for all eventualities. Such failures or disruptions could prevent access to the Company's online stores and services, preclude retail store transactions, compromise Company or customer data, and result in delayed or cancelled orders. System failures and disruptions could also impede the manufacturing and shipping of products, delivery of online services, transactions processing and financial reporting.



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*There may be breaches of the Company's information technology systems that materially damage business partner and customer relationships, curtail or otherwise adversely impact access to online stores and services, or subject the Company to significant reputational, financial, legal and operational consequences.*

The Company's business requires it to use and store customer, employee and business partner personally identifiable information ("PII"). This may include, among other information, names, addresses, phone numbers, email addresses, contact preferences, tax identification numbers and payment account information. Although malicious attacks to gain access to PII affect many companies across various industries, the Company is at a relatively greater risk of being targeted because of its high profile and the amount of PII it manages.

The Company requires user names and passwords in order to access its information technology systems. The Company also uses encryption and authentication technologies designed to secure the transmission and storage of data and prevent access to Company data or accounts. As with all companies, these security measures are subject to third-party security breaches, employee error, malfeasance, faulty password management, or other irregularities. For example, third parties may attempt to fraudulently induce employees or customers into disclosing user names, passwords or other sensitive information, which may in turn be used to access the Company's information technology systems. To help protect customers and the Company, the Company monitors accounts and systems for unusual activity and may freeze accounts under suspicious circumstances, which may result in the delay or loss of customer orders.

The Company devotes significant resources to network security, data encryption and other security measures to protect its systems and data, but these security measures cannot provide absolute security. To the extent the Company was to experience a breach of its systems and was unable to protect sensitive data, such a breach could materially damage business partner and customer relationships, and curtail or otherwise adversely impact access to online stores and services. Moreover, if a computer security breach affects the Company's systems or results in the unauthorized release of PII, the Company's reputation and brand could be materially damaged, use of the Company's products and services could decrease, and the Company could be exposed to a risk of loss or litigation and possible liability. While the Company maintains insurance coverage that, subject to policy terms and conditions and subject to a significant self-insured retention, is designed to address certain aspects of cyber risks, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise in the continually evolving area of cyber risk.

*The Company's business is subject to a variety of U.S. and international laws, rules, policies and other obligations regarding data protection.*

The Company is subject to federal, state and international laws relating to the collection, use, retention, security and transfer of PII. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between the Company and its subsidiaries, and among the Company, its subsidiaries and other parties with which the Company has commercial relations. Several jurisdictions have passed laws in this area, and other jurisdictions are considering imposing additional restrictions. These laws continue to develop and may be inconsistent from jurisdiction to jurisdiction. Complying with emerging and changing international requirements may cause the Company to incur substantial costs or require the Company to change its business practices. Noncompliance could result in penalties or significant legal liability.

The Company's privacy policy, which includes related practices concerning the use and disclosure of data, is posted on its website. Any failure by the Company, its suppliers or other parties with whom the Company does business to comply with its posted privacy policy or with other federal, state or international privacy-related or data protection laws and regulations could result in proceedings against the Company by governmental entities or others.

The Company is also subject to payment card association rules and obligations under its contracts with payment card processors. Under these rules and obligations, if information is compromised, the Company could be liable to payment card issuers for associated expenses and penalties. In addition, if the Company fails to follow payment card industry security standards, even if no customer information is compromised, the Company could incur significant fines or experience a significant increase in payment card transaction costs.

*The Company's success depends largely on the continued service and availability of key personnel.*

Much of the Company's future success depends on the continued availability and service of key personnel, including its Chief Executive Officer, executive team and other highly skilled employees. Experienced personnel in the technology industry are in high demand and competition for their talents is intense, especially in Silicon Valley, where most of the Company's key personnel are located.

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*The Company's business may be impacted by political events, war, terrorism, public health issues, natural disasters and other business interruptions.*

War, terrorism, geopolitical uncertainties, public health issues and other business interruptions have caused and could cause damage or disruption to international commerce and the global economy, and thus could have a material adverse effect on the Company, its suppliers, logistics providers, manufacturing vendors and customers, including channel partners. The Company's business operations are subject to interruption by, among others, natural disasters, whether as a result of climate change or otherwise, fire, power shortages, nuclear power plant accidents, terrorist attacks and other hostile acts, labor disputes, public health issues and other events beyond its control. Such events could decrease demand for the Company's products, make it difficult or impossible for the Company to make and deliver products to its customers, including channel partners, or to receive components from its suppliers, and create delays and inefficiencies in the Company's supply chain. Should major public health issues, including pandemics, arise, the Company could be adversely affected by more stringent employee travel restrictions, additional limitations in freight services, governmental actions limiting the movement of products between regions, delays in production ramps of new products and disruptions in the operations of the Company's manufacturing vendors and component suppliers. The majority of the Company's R&D activities, its corporate headquarters, information technology systems and other critical business operations, including certain component suppliers and manufacturing vendors, are in locations that could be affected by natural disasters. In the event of a natural disaster, the Company could incur significant losses, require substantial recovery time and experience significant expenditures in order to resume operations.

*The Company expects its quarterly revenue and operating results to fluctuate.*

The Company's profit margins vary across its products and distribution channels. The Company's software, accessories, and service and support contracts generally have higher gross margins than certain of the Company's other products. Gross margins on the Company's hardware products vary across product lines and can change over time as a result of product transitions, pricing and configuration changes, and component, warranty, and other cost fluctuations. The Company's direct sales generally have higher associated gross margins than its indirect sales through its channel partners. In addition, the Company's gross margin and operating margin percentages, as well as overall profitability, may be materially adversely impacted as a result of a shift in product, geographic or channel mix, component cost increases, the strengthening U.S. dollar, price competition, or the introduction of new products, including those that have higher cost structures with flat or reduced pricing.

The Company has typically experienced higher net sales in its first quarter compared to other quarters due in part to seasonal holiday demand. Additionally, new product introductions can significantly impact net sales, product costs and operating expenses. The Company could be subject to unexpected developments late in a quarter, such as lower-than-anticipated demand for the Company's products, issues with new product introductions, an internal systems failure, or failure of one of the Company's logistics, components supply, or manufacturing partners.

*The Company's stock price is subject to volatility.*

The Company's stock price has experienced substantial price volatility in the past and may continue to do so in the future. Additionally, the Company, the technology industry and the stock market as a whole have experienced extreme stock price and volume fluctuations that have affected stock prices in ways that may have been unrelated to these companies' operating performance. Price volatility over a given period may cause the average price at which the Company repurchases its own stock to exceed the stock's price at a given point in time. The Company believes its stock price reflects expectations of future growth and profitability. The Company also believes its stock price reflects expectations that its cash dividend will continue at current levels or grow and that its current share repurchase program will be fully consummated. Future dividends are subject to declaration by the Company's Board of Directors, and the Company's share repurchase program does not obligate it to acquire any specific number of shares. If the Company fails to meet expectations related to future growth, profitability, dividends, share repurchases or other market expectations, its stock price may decline significantly, which could have a material adverse impact on investor confidence and employee retention.

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*The Company's financial performance is subject to risks associated with changes in the value of the U.S. dollar versus local currencies.*

The Company's primary exposure to movements in foreign currency exchange rates relates to non-U.S. dollar denominated sales and operating expenses worldwide. Weakening of foreign currencies relative to the U.S. dollar adversely affects the U.S. dollar value of the Company's foreign currency-denominated sales and earnings, and generally leads the Company to raise international pricing, potentially reducing demand for the Company's products. Margins on sales of the Company's products in foreign countries and on sales of products that include components obtained from foreign suppliers, could be materially adversely affected by foreign currency exchange rate fluctuations. In some circumstances, for competitive or other reasons, the Company may decide not to raise local prices to fully offset the dollar's strengthening, or at all, which would adversely affect the U.S. dollar value of the Company's foreign currency denominated sales and earnings. Conversely, a strengthening of foreign currencies relative to the U.S. dollar, while generally beneficial to the Company's foreign currency-denominated sales and earnings, could cause the Company to reduce international pricing and incur losses on its foreign currency derivative instruments, thereby limiting the benefit. Additionally, strengthening of foreign currencies may also increase the Company's cost of product components denominated in those currencies, thus adversely affecting gross margins.

The Company uses derivative instruments, such as foreign currency forward and option contracts, to hedge certain exposures to fluctuations in foreign currency exchange rates. The use of such hedging activities may not offset any, or more than a portion, of the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place.

*The Company is exposed to credit risk and fluctuations in the market values of its investment portfolio.*

Given the global nature of its business, the Company has both domestic and international investments. Credit ratings and pricing of the Company's investments can be negatively affected by liquidity, credit deterioration, financial results, economic risk, political risk, sovereign risk or other factors. As a result, the value and liquidity of the Company's cash, cash equivalents and marketable securities may fluctuate substantially. Therefore, although the Company has not realized any significant losses on its cash, cash equivalents and marketable securities, future fluctuations in their value could result in a significant realized loss.

*The Company is exposed to credit risk on its trade accounts receivable, vendor non-trade receivables and prepayments related to long-term supply agreements, and this risk is heightened during periods when economic conditions worsen.*

The Company distributes its products through third-party cellular network carriers, wholesalers, retailers and value-added resellers. The Company also sells its products directly to small and mid-sized businesses and education, enterprise and government customers. A substantial majority of the Company's outstanding trade receivables are not covered by collateral, third-party financing arrangements or credit insurance. The Company's exposure to credit and collectability risk on its trade receivables is higher in certain international markets and its ability to mitigate such risks may be limited. The Company also has unsecured vendor non-trade receivables resulting from purchases of components by outsourcing partners and other vendors that manufacture sub-assemblies or assemble final products for the Company. In addition, the Company has made prepayments associated with long-term supply agreements to secure supply of inventory components. As of December 27, 2014, a significant portion of the Company's trade receivables was concentrated within cellular network carriers, and its vendor non-trade receivables and prepayments related to long-term supply agreements were concentrated among a few individual vendors located primarily in Asia. While the Company has procedures to monitor and limit exposure to credit risk on its trade and vendor non-trade receivables, as well as long-term prepayments, there can be no assurance such procedures will effectively limit its credit risk and avoid losses.

*The Company could be subject to changes in its tax rates, the adoption of new U.S. or international tax legislation or exposure to additional tax liabilities.*

The Company is subject to taxes in the U.S. and numerous foreign jurisdictions, including Ireland, where a number of the Company's subsidiaries are organized. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. The Company's future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation, including in the U.S. and Ireland. For example, in June 2014, the European Commission opened a formal investigation to examine whether decisions by the tax authorities in Ireland with regard to the corporate income tax to be paid by two of the Company's Irish subsidiaries comply with European Union rules on state aid. If the European Commission were to take a final decision against Ireland, it could require Ireland to recover from the Company past taxes reflective of the disallowed state aid.

The Company is also subject to the examination of its tax returns and other tax matters by the Internal Revenue Service and other tax authorities and governmental bodies. The Company regularly assesses the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of its provision for taxes. There can be no assurance as to the outcome of these examinations. If the Company's effective tax rates were to increase, particularly in the U.S. or Ireland, or if the ultimate determination of the Company's taxes owed is for an amount in excess of amounts previously accrued, the Company's operating results, cash flows and financial condition could be adversely affected.

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### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Share repurchase activity during the three months ended December 27, 2014 was as follows (in millions, except number of shares, which are reflected in thousands, and per share amounts):

Q1 Fiscal Periods	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>
September 28, 2014 to November 1, 2014:				
Open market and privately negotiated purchases	16,246	\$ 104.02	16,246	
November 2, 2014 to November 29, 2014:				
August 2014 ASR	6,500 <sup>(2)</sup>	(2)	6,500 <sup>(2)</sup>	
Open market and privately negotiated purchases	24,664	\$ 112.31	24,664	
November 30, 2014 to December 27, 2014:				
August 2014 ASR	1,850 <sup>(2)</sup>	(2)	1,850 <sup>(2)</sup>	
Open market and privately negotiated purchases	4,794	\$ 112.64	4,794	
Total	<u>54,054</u>			<u>\$ 17,050</u>

<sup>(1)</sup> In 2012, the Company's Board of Directors authorized a program to repurchase up to \$10 billion of the Company's common stock beginning in 2013. The Company's Board of Directors increased the authorization to repurchase the Company's common stock to \$60 billion in April 2013 and to \$90 billion in April 2014. As of December 27, 2014, \$72.9 billion of the \$90 billion had been utilized. The remaining \$17.1 billion in the table represents the amount available to repurchase shares under the authorized repurchase program as of December 27, 2014. The Company's share repurchase program does not obligate it to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act.

<sup>(2)</sup> In August 2014, the Company entered into a new accelerated share repurchase arrangement ("ASR") to purchase up to \$9.0 billion of the Company's common stock. In exchange for up-front payments totaling \$9.0 billion, the financial institutions committed to deliver shares during the ASR's purchase period, which will end in or before February 2015. The total number of shares ultimately delivered, and therefore the average price paid per share, will be determined at the end of the applicable purchase period based on the volume weighted-average price of the Company's common stock during that period. During the first quarter of 2015, 8.3 million net shares were delivered and retired under the August 2014 ASR, and the final number of shares to be delivered will be determined at the conclusion of the purchase period.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

Effective January 26, 2015, the Company appointed Chris Kondo, the Company's Senior Director of Corporate Accounting, to the role of Principal Accounting Officer, replacing Luca Maestri in such role effective as of the same date. Mr. Kondo, age 48, joined the Company in January 2010 and has previously served as the Company's Director of Technical Accounting. Prior to joining the Company, Mr. Kondo was an audit partner with KPMG LLP.

With respect to the disclosure required pursuant to Item 401(d) of Regulation S-K, there are no family relationships between Mr. Kondo and any director or executive officer of the Company. With respect to Item 404(a) of Regulation S-K, there are no transactions between Mr. Kondo and the Company that would be required to be disclosed.

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### Item 6. Exhibits

#### Index to Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Exhibit	Filing Date/Period End Date
3.1	Restated Articles of Incorporation of the Registrant effective as of June 6, 2014.	8-K	3.1	6/6/14
3.2	Amended and Restated Bylaws of the Registrant effective as of February 28, 2014.	8-K	3.2	3/5/14
4.1	Form of Common Stock Certificate of the Registrant.	10-Q	4.1	12/30/06
4.2	Indenture, dated as of April 29, 2013, between the Registrant and The Bank of New York Mellon Trust Company, N.A., as Trustee.	S-3	4.1	4/29/13
4.3	Officer's Certificate of the Registrant, dated as of May 3, 2013, including forms of global notes representing the Floating Rate Notes due 2016, Floating Rate Notes due 2018, 0.45% Notes due 2016, 1.00% Notes due 2018, 2.40% Notes due 2023 and 3.85% Notes due 2043.	8-K	4.1	5/3/13
4.4	Officer's Certificate of the Registrant, dated as of May 6, 2014, including forms of global notes representing the Floating Rate Notes due 2017, Floating Rate Notes due 2019, 1.05% Notes due 2017, 2.10% Notes due 2019, 2.85% Notes due 2021, 3.45% Notes due 2024 and 4.45% Notes due 2044.	8-K	4.1	5/6/14
4.5	Officer's Certificate of the Registrant, dated as of November 10, 2014, including forms of global notes representing the 1.00% Notes due 2022 and 1.625% Notes due 2026.	8-K	4.1	11/10/14
10.1*	Amended Employee Stock Purchase Plan, effective as of March 8, 2010.	10-Q	10.1	3/27/10
10.2*	Form of Indemnification Agreement between the Registrant and each director and executive officer of the Registrant.	10-Q	10.2	6/27/09
10.3*	1997 Director Stock Plan, as amended through August 23, 2012.	10-Q	10.3	12/28/13
10.4*	2003 Employee Stock Plan, as amended through February 25, 2010.	8-K	10.1	3/1/10
10.5*	Form of Restricted Stock Unit Award Agreement under 2003 Employee Stock Plan effective as of November 16, 2010.	10-Q	10.10	12/25/10
10.6*	Form of Restricted Stock Unit Award Agreement under 2003 Employee Stock Plan effective as of April 6, 2012.	10-Q	10.8	3/31/12
10.7*	Summary Description of Amendment, effective as of May 24, 2012, to certain Restricted Stock Unit Award Agreements outstanding as of April 5, 2012.	10-Q	10.8	6/30/12
10.8*	2014 Employee Stock Plan.	8-K	10.1	3/5/14
10.9*	Form of Restricted Stock Unit Award Agreement under 2014 Employee Stock Plan as of February 28, 2014.	8-K	10.2	3/5/14
10.10*	Form of Performance Award Agreement under 2014 Employee Stock Plan effective as of February 28, 2014.	8-K	10.3	3/5/14
10.11*	Form of Restricted Stock Unit Award Agreement under 2014 Employee Stock Plan effective as of August 26, 2014.	10-K	10.11	9/27/14
10.12*	Form of Performance Award Agreement under 2014 Employee Stock Plan effective as of August 26, 2014.	10-K	10.12	9/27/14
10.13*	Form of Amendment, effective as of August 26, 2014, to Restricted Stock Unit Award Agreements and Performance Award Agreements outstanding as of August 26, 2014.	10-K	10.13	9/27/14

## Table of Contents

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Exhibit	Filing Date/ Period End Date
10.14*, **	Offer Letter, dated August 1, 2013, from the Registrant to Angela Ahrendts.			
31.1**	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer.			
31.2**	Rule 13a-14(a) / 15d-14(a) Certification of Chief Financial Officer.			
32.1***	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer.			
101.INS**	XBRL Instance Document.			
101.SCH**	XBRL Taxonomy Extension Schema Document.			
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document.			
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.			
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document.			
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document.			
*	Indicates management contract or compensatory plan or arrangement.			
**	Filed herewith.			
***	Furnished herewith.			

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

January 28, 2015

Apple Inc.

By: /s/ Luca Maestri

Luca Maestri  
Senior Vice President,  
Chief Financial Officer

August 1, 2013

Angela Ahrendts

Dear Angela:

I am delighted to offer you the newly created position of Senior Vice President, Retail and Online Store. In your new position you will report to me, with the effective start date to be determined. I look forward to working together and having you as a member of Apple's executive team, which is collectively responsible for all of Apple's key decisions. I know you will have an incredible impact on Apple and, through Apple, the world.

While the offer below contains a number of facets, what underlies it all is my strong belief that you are the right leader for Apple Retail and Apple's Online Store.

## Compensation

### Salary

You will receive an annual base salary of (US)\$875,000 (less deductions required by law) payable every other week in accordance with Apple's standard payroll procedures. Apple reserves the right to modify salaries and benefits from time to time as it deems necessary, provided the criteria for determining any such modification shall be applied to you in a manner that is consistent with other members of Apple's executive team of equal stature.

### FY'14 Annual Bonus Plan for Executive Officers

You will be eligible to participate in Apple's bonus plan for Executive Officers. Details about the plan, including eligibility, financial measurements and bonus targets, will be sent to you separately. The criteria used to determine your individual bonus under this bonus plan shall be applied to you in a manner that is consistent with other members of Apple's executive team of equal stature.

### Hire-On Bonus

You will be eligible to receive a hire-on bonus of Five Hundred Thousand Dollars (US)(\$500,000)(less deductions required by law), subject to the following terms and conditions. Apple will advance you payment of the bonus on the first payroll pay date following your start date. However, should you voluntarily terminate your employment with Apple within 12 months of your start date other than for Good Reason <sup>1</sup>, or if your employment is terminated by Apple

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<sup>1</sup> For purposes of this agreement and subject to the following provisions of this paragraph, "Good Reason" means you resign from your employment with Apple following one or more of these events: (1) a material reduction or increase in your duties or responsibilities, (2) your reporting structure is changed such that you no longer report to the CEO, (3) a material change in your primary work location after you have relocated to the San Francisco Bay Area, (4) any other breach by Company of any of its material commitments in connection with your employment. If you wish to claim Good Reason, you must (i) provide written notice to the CEO within 45 days after the occurrence of an event covered under (1)-(4), and (ii) have not given written permission for that event. Apple has 30 days to cure the event after receipt of your written notice. If Apple does not cure the event within that 30-day period, you may only terminate employment for Good Reason within 90 days after the expiration of the cure period.



for Cause<sup>2</sup>, you will be responsible for reimbursing a pro-rata portion (based on service) of the advance bonus payment at Apple's sole discretion.

### Restricted Stock Unit Awards

You will be awarded restricted stock units ("RSUs") as follows:

- **Make Whole Award** . You will receive a make whole award of RSUs with an aggregate award value of (US)\$37 million on the date of grant ("Make Whole RSUs") (the date of grant being your start date). The Make Whole RSUs will vest as follows: (1) 26% will vest on June 1, 2014; (2) 32% will vest on April 1, 2015; (3) 21% will vest on July 18, 2015; (4) 15% will vest on June 14, 2016; (5) 3% will vest on June 14, 2017; and (6) 3% will vest on June 14, 2018.
- **New Hire Award** . You will also receive a new hire award of RSUs with an aggregate award value of (US)\$33 million on the date of grant ("New Hire RSUs") (the date of grant being your start date). New Hire RSUs will be separated into three equal tranches, with a tranche scheduled to vest on each of the first, second and third annual anniversaries of the date of grant, provided that 40% of the RSUs in each tranche will be subject to performance-based vesting conditions in addition to your continued employment through the applicable vesting date. The Compensation Committee of the Board of Directors ("Compensation Committee") will determine the additional performance-based vesting conditions applicable to the performance-based portion of your New Hire RSUs.

An RSU is the right to receive shares of Apple common stock upon vesting; one unit represents one share of Apple stock. The number of RSUs subject to an award will be determined by dividing the applicable award value set forth above by the Nasdaq closing price of a share of Apple stock on the date of grant and rounding up to the nearest whole share. Subject to the varying terms hereof, vesting of RSUs is subject to your continued employment by the Company through the applicable vesting date. In the event that your employment is terminated by Apple other than for Cause or you resign your employment with Apple for Good Reason, or in case of your death, your unvested Make Whole RSUs will fully vest upon such termination of employment. Otherwise, your awards will be subject to the termination of employment provisions of the applicable grant agreements.

After Compensation Committee approval of the awards, the specific terms and

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<sup>2</sup> For purposes of this agreement, "Cause" means (i) an act by you of fraud or material dishonesty in connection with your duties as an employee of Apple; (ii) an act by you which constitutes gross misconduct and which you should have reasonably known would be and is injurious to Apple in a significant way; (iii) your failure (after written notice and a reasonable opportunity to cure) to follow the lawful direction of the CEO or the Board of Directors; (iv) your willful and continued failure (after written notice and a reasonable opportunity to cure) to perform your material duties for Apple; or (v) a willful and material breach of an Apple policy or of your Intellectual Property Agreement; provided, however, a termination for "Cause" must be consistent with Apple's standard practices with respect to executives of your stature.

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conditions applicable to the awards will be available in the grant agreement. Participation in Apple's 2003 Employee Stock Plan (the "Stock Plan") is subject to the written terms and conditions contained in the Stock Plan and the applicable grant agreements. The terms and conditions of all grant agreements (other than amounts and vesting schedules) as applied to you will be no less favorable than those terms and conditions applied to the regular awards granted to other members of Apple's executive team of equal stature.

## Severance

In the event that, within the first three years of your start date, your employment is terminated by Apple other than for Cause, or you resign your employment with Apple for Good Reason, Apple will pay you as severance (subject to applicable withholding) the amount of your base salary (at the rate in effect immediately prior to the termination of your employment) for the remainder of that three-year period. Any severance will be paid in a single lump sum payment on or within ten days after the 40th day following the last day of your employment with Apple, and such amount shall not be subject to mitigation or any reduction other than applicable withholding.

## Benefits

As a full-time employee, you will be eligible to participate in Apple's comprehensive benefits program, on a basis no less favorable to you than to other members of Apple's executive team of equal stature. We've enclosed a Corporate Benefits Program Summary in this folder with more details.

Upon hire, you may immediately enroll in the Apple 401(k) Plan to which both you and Apple contribute. Apple matches your contributions made through payroll withholding starting at 50 cents for each dollar you contribute up to 6% of eligible pay. As a convenience to you, you will be automatically enrolled in the Apple 401(k) Plan with a before-tax contribution of 3% of your eligible base pay, with contributions starting approximately 30 days after your employment with Apple begins. If you do not wish to be automatically enrolled in the Apple 401(k) Plan, or if you wish to contribute a different percentage of eligible pay, you may opt-out or change your contribution election at any time. In addition, you will be enrolled in an automatic increase program. This program will increase your contributions by 1% each year on the anniversary of your automatic enrollment date, to a maximum of 6%. You can opt out of this program at any time, or you can choose to maintain the annual increase program after reaching the 6% maximum.

Participation in any of Apple's benefits plans is subject to the written terms and conditions contained in the various plans. You will be given additional information regarding these benefits plans during your New Employee Orientation sessions. All such plans and their applicable terms will be no less favorable, and will be applied to you no less favorably, than to other members of Apple's executive team of equal stature.

## Relocation Package

The details of your relocation benefits are described in a separate Relocation Agreement.

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## Conditions

This offer of employment is contingent on the following conditions.

- On your first day of employment, and possibly from time to time thereafter, you must show proof of identity and legal right to work in the United States as required by federal immigration law. If you are unable to provide documentation of your authorization to work in the United States, Apple may terminate your employment.
- Due to U.S. Department of Commerce requirements, if you're not a U.S. citizen, U.S. permanent resident, Canadian citizen, political refugee, or a political asylum holder, you will be required to sign an assurance regarding obligations not to export controlled technical data or software to certain countries. If you're a citizen of a restricted country (as identified by the Department of Commerce), Apple could be required to obtain an export license from the Department of Commerce. Apple will work with you to obtain this license within a time limit established by Apple. If for any reason Apple doesn't receive a license within the established time frame, Apple may terminate your employment.
- You must sign the Intellectual Property Agreement and return the signed agreement with this offer letter. Any exceptions or approvals required under the terms of the Intellectual Property Agreement must be approved by Apple's Legal Department prior to your beginning work.
- We believe that every employee should use good judgment and exercise uncompromising integrity when conducting Apple business. By accepting this offer, you acknowledge that you have received and read Apple's Business Conduct Policy and that you agree to comply with its terms.
- You must receive a satisfactory background check in accordance with Apple policy.

If any of the above conditions are not materially satisfied, Apple may withdraw this offer of employment.

Your employment relationship with Apple will be at will. This means that either you or Apple may terminate the employment relationship at any time and for any or no reason with or without notice (subject of course to the terms hereof).

Your employment will be governed by and interpreted under the laws of the State of California, without regard to conflict of law principles.

By signing this letter you agree that these are the only terms and conditions of your employment and acknowledge that you have not relied upon any other promises or representations, except those made in this letter, and in the Relocation Agreement referred to above.

This offer of employment is irrevocable until October 15, 2013. We must receive your written acceptance of this offer no later than 5:00 p.m. Pacific Time that day, and your start date with Apple must occur no later than May 1, 2014.

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I look forward to working together.

Sincerely,

/s/ Tim Cook

Tim Cook

CEO

On behalf of Apple Inc.

I accept the offer (sign below):

/s/ Angela Ahrendts

Candidate Signature

Oct. 14, 2013

Date

Angela Ahrendts

Printed Full Candidate Name

Apple Inc. | 1 Infinite Loop | Cupertino, California 95014

Apple Confidential

## CERTIFICATION

I, Timothy D. Cook, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Apple Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 28, 2015

By: /s/ Timothy D. Cook  
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Timothy D. Cook  
Chief Executive Officer

## CERTIFICATION

I, Luca Maestri, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Apple Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 28, 2015

By: /s/ Luca Maestri  
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Luca Maestri  
Senior Vice President,  
Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Timothy D. Cook, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Apple Inc. on Form 10-Q for the period ended December 27, 2014 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Apple Inc. at the dates and for the periods indicated.

Date: January 28, 2015

By: /s/ Timothy D. Cook  
Timothy D. Cook  
Chief Executive Officer

I, Luca Maestri, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Apple Inc. on Form 10-Q for the period ended December 27, 2014 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Apple Inc. at the dates and for the periods indicated.

Date: January 28, 2015

By: /s/ Luca Maestri  
Luca Maestri  
Senior Vice President,  
Chief Financial Officer